

P R I V A T E
C A P I T A L
Management

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Form ADV Part 2A

March 18, 2022

This brochure provides information about the qualifications and business practices of Private Capital Management, LLC (“PCM”). If you have any questions about the contents of this brochure, please contact Chad Atkins, PCM’s Chief Compliance Officer, at (800) 763-0337 or by email at catkins@private-cap.com.

The information presented in this brochure has not been approved or verified by the United States Securities and Exchange Commission (commonly referred to as the SEC) or any state securities authority.

Additional information about PCM is also available through the SEC’s internet website at www.adviserinfo.sec.gov. On that website you can retrieve information about PCM by searching for Private Capital Management, LLC or by using PCM’s central registration number (CRD Number) – 169172. Prior to September 2013, PCM operated as Private Capital Management, L.P. (CRD Number 104672).

The fact that PCM is a registered investment adviser does not imply that PCM or any of its employees have achieved any certain level of skill or training.

Item 2 Material Changes

This amendment of PCM's Form ADV Part 2A updates our most recently filed Form ADV Part 2, dated March 15, 2021. This amendment contains information and strategy description regarding the Harmonic Investors LLC Opportunity Partners Fund. See Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss, and – Fees and Compensation. This amendment also describes PCM's role as an ERISA/Internal Revenue Code fiduciary with respect to qualifying retirement accounts and our intention to comply with the impartial conduct standards and related requirements set forth by the Department of Labor in PTE 2020-02. See Client Brochure – Additional Information and Operational Policies – Compliance with DOL Regulations Regarding Fiduciary Investment Advice.

You can always obtain a current version of this document by contacting PCM at (800) 763-0337 or by visiting our website www.private-cap.com.

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Item 4 Advisory Business

Overview of the Firm

Private Capital Management, LLC (“PCM” or “we”), is a boutique investment and wealth advisory firm located in Naples, FL. PCM was founded in 1986 as an extension of a family office, and operated as Private Capital Management, L.P. until 2013, when it became wholly employee owned. Gregg J. Powers is PCM’s Lead Portfolio Manager for all PCM value equity strategies. PCM primarily manages separate accounts for institutional and high net worth clients. PCM also implements its value equity strategies through a number of pooled vehicles offered or managed by the firm. PCM’s value equity investment strategies are founded on a fundamental research, value based investment discipline focused on identifying companies whose equity securities trade at a valuation that in our view represents a significant discount to the company’s intrinsic value.

Additional investment strategies and wealth advisory services offered by PCM are overseen by PCM Partners other than Mr. Powers or by third parties. PCM generally operates under the trades name Private Capital Wealth or Harmonic Investors with respect to these strategies and services.

Mr. Powers also serves as PCM’s CEO and is the controlling owner of PCM (indirectly) through Pelican Bay Holdings, LLC (“Pelican Bay Holdings”), a holding company that serves as general partner of Private Capital Management Holdings, L.P. (“PCM Holdings”), PCM’s controlling parent. In addition to Mr. Powers, seven senior PCM employees hold limited partnership interests in PCM Holdings (“Partners”). Pelican Bay Holdings also owns PCM’s broker-dealer affiliate, Carnes Capital Corp. (“Carnes”). PCM owns and controls three Special Purpose Vehicle (limited liability company) subsidiaries (each, an “SPV”). These SPVs serve as either the general partner or managing member of private investment funds offered to eligible clients. The oversight and management of the SPVs has been delegated to Partners other than Mr. Powers. See Item 4 – Special Purpose Vehicles. In addition to its main office, PCM maintains a research office in Miami, FL.

Types of Investments

PCM’s value equity strategies invest primarily in publicly traded equity securities (stocks) that trade on North American (predominantly U.S.) exchanges. On occasion, these investments may include publicly traded limited partnerships. For certain clients (including most clients invested in our Value Focus Strategy and the private funds we manage), PCM has the ability to invest in a range of financial instruments or options, as well as non-equity securities such as corporate debt. PCM also has the ability to execute short sales for clients that have margin accounts and have permitted short selling.

While the securities in which we invest typically trade on North American exchanges, those securities may be issued by companies that (i) are based or domiciled in, or have significant operations within, foreign countries or (ii) derive a significant portion of their revenues from outside North America. PCM considers a security domestic (i.e., non-foreign) so long as its primary listing is on a U.S. exchange, regardless of company domicile.

PCM’s value equity strategies employ a single fundamental research, value based investment discipline. PCM’s investment services are intended for individuals and institutions with a long-

term investment horizon that have the capacity to bear market risk, including the risk of loss of invested capital.

Tailored Advisory Services

PCM manages two value equity strategies in which separate account clients may invest: PCM's Value Focus Strategy and PCM's somewhat less concentrated Value Equity Strategy. Both strategies are grounded on PCM's bottom-up investment approach described in Item 8. Separate account clients who participate in PCM's Value Equity Strategy are allowed to impose reasonable restrictions on their accounts, including limitations on investments in specific securities, industries, or sectors. Because of its more concentrated nature, a client's ability to impose investment restrictions on a Value Focus Strategy account may be more limited. PCM may decline to accept a new account, or may terminate an existing advisory relationship, if a client's investment guidelines or restrictions significantly impair PCM's ability to manage the portfolio in accordance with our investment discipline.

Wrap Fee Program and Individual Client Sub-Advisory Accounts

A number of PCM clients participate in a legacy wrap account program previously sponsored by Citigroup. This program is not available to new clients and exists solely for the purpose of accommodating these legacy clients. PCM also manages a number of accounts under a sub-advisory agreement with an unaffiliated investment adviser. This relationship is subject to a tiered fee structure. PCM does not assess the extent or value of services provided to wrap account program clients by any sponsor or by any third party adviser; generally, we do not have access to the information necessary to make such an assessment. Wrap program accounts are subject to PCM's standard account minimums and fee structure.

Adviser and Sub-Adviser to Pooled Vehicles

PCM acts as investment adviser to the Entrepreneurial Value Fund, L.P. (the "EVF"), and The Collier Fund, Ltd. (the "Collier Fund") and one SEC registered mutual fund, the Private Capital Management Value Fund (the "PCM Value Fund").

Through Harmonic Investors Managing Member LLC ("Harmonic Managing Member"), PCM also serves as adviser to Harmonic Investors LLC Fund I ("Harmonic Fund I"), Harmonic Investors LLC Navigator Fund ("Harmonic Navigator"), Harmonic Investors LLC Hedged Partners Fund ("Harmonic Hedged Partners"), Harmonic Investors LLC Opportunity Partners Fund ("Harmonic Opportunity Partners") and Harmonic Investors LLC Explorer Fund ("Harmonic Explorer"), which are also private funds. Harmonic Managing Member is a wholly owned subsidiary (SPV) of PCM. See Item 4 – PCM Special Purpose Vehicles. PCM also serves directly as the sub-adviser to Harmonic Fund I's concentrated value equity strategy allocation.

Harmonic Managing Member has retained a number of unaffiliated third parties in connection with the private funds it manages, including an investment sub-adviser with respect to Harmonic Fund I's covered call strategy and an economic research firm in connection with Harmonic Explorer. The unaffiliated sub-adviser for Harmonic Fund I is an SEC registered investment adviser and its activities on behalf of the fund are overseen by Harmonic Managing Member.

PCM Special Purpose Vehicles

PCM owns and controls the general partners of the EVF and the Collier Fund (respectively, PCM Entrepreneurial GP, LLC and PCM Collier GP, LLC) as well as the Managing Member (Harmonic Managing Member LLC) of Harmonic Fund I, Harmonic Navigator, Harmonic Hedged Partners, Harmonic Opportunity Partners and Harmonic Explorer. Each of these Special Purpose Vehicles (each, an “SPV”) is managed by senior officers/Partners of PCM who are not members of PCM’s value equity strategies investment team. Any investment authority held by an SPV is exercised and controlled by PCM. Chad Atkins and David G. Joyce serve as officers of each SPV while Jeffrey M. Fortier serves as an officer of Harmonic Managing Member. Messrs. Atkins and Joyce are also members of PCM’s Compliance Committee. Each SPV is subject to PCM’s compliance policies and oversight, as well as PCM’s Code of Ethics.

Wealth Advisory Services

PCM provides wealth advisory services to clients under the trade name Private Capital Wealth. In furtherance of these advisory services PCM maintains continuous supervision of client assets invested in passive and active strategies or vehicles (primarily ETFs and mutual funds) that are not managed by PCM or an affiliate. PCM recommends and implements trades involving client wealth advisory assets subject to client delegation or approval. As a part of its wealth advisory services PCM also employs PCM managed proprietary separate account strategies and funds, including the PCM Value Fund, Harmonic Fund I, Harmonic Navigator, Harmonic Hedged Partners and Harmonic Explorer. PCM wealth advisory clients will pay two levels of management fees on assets allocated to strategies or vehicles managed by third parties. Unless otherwise agreed with the client, wealth advisory clients do not pay two levels of management fee on assets allocated to strategies or vehicles managed by PCM or its affiliates.

Assets Under Management

PCM managed approximately \$956 million in assets as of December 31, 2021.

Item 5 Fees and Compensation

Value Equity Strategy Separate Account Fees and Compensation

PCM charges its management fees based on the value of an account and/or account performance (as the case may be) on the last business day of the relevant period. Management fees are pro-rated for the first and last quarter an account is under PCM’s management. On a case by case basis, PCM has negotiated management fees for significant relationships. Such determinations are made by PCM at its sole discretion. PCM also at its discretion accepts accounts at an initial funding level below the applicable stated minimum.

PCM and a client may agree that fees will be computed based upon the custodian’s valuation of the client’s assets rather than the independent pricing service data used by PCM. In limited cases PCM may agree to receive its base management fee in advance. If a client that pays its management fee in advance terminates their Portfolio Management Agreement (other than at quarter end), PCM will refund a pro-rated portion of the management fee paid.

Value Focus Strategy. PCM's Value Focus Strategy offers two standard advisory fee structures. The first is 1% per annum, which is charged quarterly in arrears based on the fair market value of the assets in a client's account (including cash and accrued dividends). The second standard option is an advisory fee split between a base management fee of 0.75% per annum, charged quarterly in arrears, and a performance fee that is applied on a calendar year basis. The performance fee is subject to a 10% (net of base management fee) hurdle and is capped at 0.75% of account assets. Accordingly, under this standard fee schedule, the maximum annual advisory fee rate to which a Value Focus Strategy account may be subject is 1.5%. In the event PCM manages a Value Focus Strategy account for only a portion of a calendar year, any performance fee will be determined as if the period PCM managed the account comprised a full calendar year. PCM may agree to other fee arrangements based upon a number of factors, including a client's history with PCM or whether the account is part of a sub-advisory or multiple account relationship with PCM.

Value Equity Strategy. PCM's standard fee for its Value Equity Strategy is 1% per annum, which is charged quarterly in arrears based on the fair market value of the assets in a client's account (including cash and accrued dividends). In the event PCM accepts a Value Equity Strategy account with initial funding of less than \$1 million, the management fee charged will not exceed 1.5% per annum and may be lower based upon a number of factors, including whether the account owner was previously a client of PCM or the account is part of a larger relationship with assets already under PCM's management.

Method of Payment. Clients have the option of allowing PCM to deduct its management fee directly from their account or having PCM invoice them each quarter. Clients who would like PCM to deduct management fees from their accounts directly must authorize PCM to do so in writing.

Minimum Account Size. PCM's minimum account size for a separately managed Value Focus Strategy or Value Equity Strategy portfolio is \$1 million. PCM reserves the right to negotiate its minimum account size.

Mutual Fund Management Fees

The management fees that PCM receives for advising its mutual fund are described in the fund's prospectus, which is available upon request or by visiting our website www.private-cap.com.

Private Fund Management Fees

PCM manages six private investment funds, the EVF, the Collier Fund, Harmonic Fund I, Harmonic Navigator, Harmonic Hedged Partners, Harmonic Opportunity Partners and Harmonic Explorer. The fees that PCM receives for advising its private funds are set forth in full in each fund's confidential Private Placement Memorandum ("PPM").

EVF and Collier Fund Management Fees. The fee structures for the EVF and the Collier Fund include both a management fee and an incentive allocation based on fund performance. In addition, EVF and Collier Fund investors are entitled to "high-water mark" protection. This means that PCM calculates its incentive allocation against a high-water mark established by prior fund gains. As a result, investors are not subject to an incentive allocation on investment gains until they have been made whole for any prior losses they suffered on their fund investment. The EVF

charges a base management fee of 1% per annum and a performance allocation of 20% of fund gains (realized and unrealized) above the high-water mark. The Collier Fund charges a base management fee of 1.5% per annum and a performance allocation of 10% of fund gains (realized and unrealized) above the high-water mark. As a result of their management fee and incentive allocation structures, under most circumstances EVF and Collier Fund investors pay higher fees than PCM separate account or PCM Value Fund clients (which do not have high-water mark protections). PCM separate account strategies have higher investment minimums than the EVF and the Collier Fund. Eligible prospective investors and current investors should refer to the relevant PPM for fund specific information about the calculation of fees and incentive allocations.

Harmonic Fund I, Harmonic Navigator and Harmonic Hedged Partners Management Fees. Investors in Harmonic Fund I and Harmonic Navigator pay an asset based management fee of 1% per annum. Harmonic Hedged Partners investors may elect to pay either an asset based fee of 1% per annum or (if eligible) a variable fee of 0.50% (50 basis points) per annum along with a performance fee equal to 20% of the amount by which the calendar year gain from all sources exceeds 5%. Management fees are charged monthly in arrears based on the fair market value of fund assets (including cash and accrued dividends). With respect to Harmonic Fund I, Harmonic Managing Member is responsible for paying all sub-adviser fees out of the management fee it receives from the fund.

Harmonic Opportunity Partners. The fee structure for Harmonic Opportunity Partners includes both a management fee and an incentive fee based on fund performance. The fund charges an asset based management fee of 0.85% (85 basis points) per annum and a performance fee that is equal to 10% of an investor's calendar year excess return from all sources in excess of 8% (determined after management fees). The management fee is charged monthly in arrears based on the fair market value of fund assets (including cash and accrued dividends).

Harmonic Explorer Management Fees. The fee structure for Harmonic Explorer includes both a management fee and an incentive fee based on fund performance. The fund charges an asset based management fee of 0.75% (75 basis points) per annum and a performance fee that is applied on a calendar year basis equal to 20% of the fund's excess annual return (after management fees) over the S&P 500. The management fee is charged monthly in arrears based on the fair market value of fund assets (including cash and accrued dividends). The annual performance fee is subject to a cap of 3% of an investor's fund interest and will not be applied to the extent it would result in the investor's annual return being negative.

Wealth Advisory Fees

PCM provides wealth advisory services under the trade name Private Capital Wealth. PCM charges new wealth advisory clients a flat fee, which is charged quarterly in arrears based on the fair market value of wealth advisory assets. This fee generally does not exceed 1% per annum and may vary based on account size, additional assets managed by the firm, the percentage of assets invested in PCM managed strategies, the nature of the advisory relationship and specific services requested by the client.

PCM's wealth advisory fee is in addition to any fees charged by any ETF or third party managed strategy or vehicle in which such client's assets are invested. As a result, PCM wealth advisory

clients pay two levels of fees with respect to assets invested in third party managed ETFs, strategies or vehicles. Unless otherwise agreed with the client, PCM wealth advisory clients do not pay PCM a wealth advisory fee on assets invested in PCM or affiliate managed strategies or vehicles.

Other Fees and Expenses

Clients typically pay other expenses in addition to the management fees paid to PCM. For instance, clients typically pay costs related to brokerage transactions and custody services that may be charged on a per transaction basis or as a flat fee. With respect to separate account clients, examples of fees charged by (and paid directly to) third parties may include, but are not limited to, commissions; transaction fees; exchange fees; SEC fees; consultant fees; administrative fees; transfer taxes; mark-ups or mark-downs on security transactions; as well as wire and electronic fund processing fees.

When requested by a value equity separate account client, PCM may invest client separate account assets in exchange-traded-funds (“ETFs”), third party managed mutual funds or PCM’s mutual fund (the PCM Value Fund). Each ETF or third party managed mutual fund pays an advisory fee to its investment adviser that is separate and distinct from the management fee the client would pay PCM on the value of the ETF or mutual fund holdings in their account. As a result, PCM clients pay two levels of fees for third party managed ETFs or mutual funds held in their value equity accounts. However, in the event a separate account client directs a portion of their account assets to be invested in the PCM Value Fund, PCM deducts the assets held in the PCM Value Fund from the account value when computing its management fee. Thus, the client would not pay two levels of fees on those assets. See Item 8 – Other Investment Strategies – Third Party Exchange Traded Funds and Mutual Funds.

Fee Based Compensation Arrangements

PCM maintains a salary plus fee-based bonus compensation arrangement with one PCM client services officer. Prior to joining PCM this employee had developed an independent wealth management practice, a significant portion of which subsequently became clients of PCM. Fee-based or commission compensation arrangements can give rise to a potential conflict of interest in providing an incentive for recommending higher fee strategies to clients. PCM addresses this potential conflict through compliance oversight and by having structured the arrangement to emphasize salary, rather than primarily a fee-based component.

Item 6 Performance-Based Fees and Side By Side Management

Side By Side Management of Client Accounts

PCM manages accounts and provides discretionary investment management services for several hundred clients. PCM discretionary client accounts vary with respect to (i) strategy; (ii) size; (iii) the frequency and amount of contributions and withdrawals; (iv) investment guidelines and restrictions; (v) risk tolerance; (vi) whether the account is part of a group of related accounts; and (vii) fee structures, including Value Focus Strategy accounts and PCM private funds that have a performance fee or incentive allocation component. Potential conflicts of interest exist in the “side by side” trading and management of accounts that (a) are subject to different fee structures (including performance fees or incentive allocations); (b) are a part of larger relationships (PCM

could potentially receive larger fees); or (c) make up a disproportionate percentage of PCM's revenue (including PCM private funds that have a higher base management fee or an incentive based fee structure and Value Focus Strategy accounts which may pay a performance fee). While PCM could have an incentive to direct its best investment ideas to larger or more profitable accounts, PCM has adopted and implemented trade allocation policies and procedures that it believes are reasonably designed to ensure that all clients are treated fairly. See Item 12 – Allocation of Investment Opportunities Among Clients.

Subject to PCM's obligations to deal fairly with all clients, PCM may give advice and take actions with respect to one client or strategy that differ (from a timing or investment allocation perspective or otherwise) from actions taken for other clients or strategies. In addition, Value Focus Strategy accounts and the pooled investment vehicles advised by PCM (e.g., the private funds and the PCM Value Fund) have asset flow patterns, expected holding periods and investment mandates that may differ from those applicable to value equity separate accounts. As a result, some PCM funds or client accounts (i) utilize more short-term strategies; (ii) trade more frequently than other PCM accounts; (iii) utilize derivative securities (options) or hedging techniques related to securities that also are held in other PCM accounts; (iv) invest in alternative areas of the capital structure (e.g. corporate debt) of companies in which PCM clients may already own common stock; (v) participate in allocations to new positions that, in the view of PCM's Portfolio Manager, are not yet appropriate for inclusion across all client accounts; or (vi) maintain more concentrated portfolios than those held by other PCM clients.

After an initial invest up period (targeted at 90 – 120 days subject to market conditions), Value Focus Strategy accounts generally trade as a group. However, individual account holdings may vary based on inception date, the timing of subsequent contributions and withdrawals, and other account specific factors.

PCM does not utilize a group trading approach or model portfolio for its Value Equity Strategy and individual client accounts may hold securities that are not held broadly across all client accounts. However, to the extent permitted by prevailing market conditions and specific account restrictions, PCM looks for opportunities to allocate core portfolio holdings broadly across eligible client accounts. Holdings and performance dispersion is a natural feature of PCM's Value Equity Strategy as a result of multiple factors including (i) market conditions and opportunities at the time an account is funded or has assets available for investment; (ii) the timing of client contributions and withdrawals; and (iii) client guidelines and account restrictions.

PCM Employee Participation in PCM Managed Funds

PCM Partners are encouraged to invest in the PCM Value Fund, a registered open-end mutual fund managed by PCM. All PCM Partners own shares of the PCM Value Fund. A majority of PCM Partners are also investors in one or more PCM private funds. In the event a PCM employee becomes an investor in a PCM private fund, such employee will be subject to the same fee, redemption, lock-up and other generally applicable fund provisions as other fund investors (subject to any superseding regulatory requirements, including ERISA). Nevertheless, the participation of PCM employees in a PCM affiliated fund gives rise to potential conflicts of interest in that PCM could be motivated to favor a fund in which its employees are investors. PCM sees any potential conflict as being mitigated by the positive alignment that results from PCM employees investing

side by side with PCM clients as well as by safeguards imposed by PCM's Code of Ethics, various allocation and trading policies, and compliance policies and procedures.

Item 7 Types of Clients

Types of Clients

PCM has historically focused on providing discretionary investment management services to individual and institutional investors through separately managed portfolios. In addition to managing Value Focus Strategy and Value Equity Strategy separate accounts, PCM also serves as:

- Investment adviser to the Private Capital Management Value Fund ("PCM Value Fund"), a registered open-end investment company;
- Investment adviser to two value equity focused private funds – the EVF, a Delaware limited partnership, and the Collier Fund, a Florida limited partnership. The general partners of the EVF and the Collier Fund are, respectively, PCM Entrepreneurial GP, LLC, and PCM Collier GP, LLC, each of which is an affiliate and a SPV of PCM. See Item 4 – Special Purpose Vehicles.
- Through Harmonic Managing Member, PCM advises Harmonic Fund I, Harmonic Navigator, Harmonic Hedged Partners, Harmonic Opportunity Partners and Harmonic Explorer. Harmonic Managing Member is a wholly owned and controlled SPV of PCM. See Item 4 – Special Purpose Vehicles. PCM also acts as an investment sub-adviser to Harmonic Fund I with respect to its concentrated value equity strategy allocation.

Each of the pooled vehicles listed above is subject to investment mandates, restrictions, investment minimums and regulatory requirements that may differ from those applicable to a separate account for an individual investor. In the event a client maintains a PCM Value Fund or private fund investment that meets a separate account minimum, they may elect to open a separate account. Any such transition should be considered in light of an investor's individual circumstances as it may, among other things, result in the accelerated realization of capital gains on their pooled vehicle investment.

Under the trade name Private Capital Wealth, PCM also offers wealth advisory services on both a discretionary and non-discretionary basis. In the case of non-discretionary wealth advisory services, the client retains investment discretion over their PCM account(s), meaning that PCM does not independently direct transactions for these wealth advisory client accounts. Wealth advisory clients may elect to provide PCM varying levels of investment discretion with respect to the rebalancing and reallocation of assets held in their wealth advisory account(s).

Account Initiation Procedures

PCM seeks to commence management of a new account as soon as practicable following its funding and PCM's review of all required account documentation (including a fully completed and signed Portfolio Management Agreement), investment guidelines, and confirmation from the

client's custodian that the assets are available for investment. The time required to complete these steps may vary depending on the efficiency of the parties involved in the process and the completeness and accuracy of the documents received. Consistent with its value based investment approach, PCM aims to complete the initial invest-up process for Value Focus Strategy accounts over a three to four month period as investment opportunities are identified. Value Equity Strategy accounts are generally invested over several quarters, but may be subject to a longer invest-up period depending upon market conditions and other factors.

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

Value Equity Investment Strategies

PCM's value equity investment discipline is founded on a core belief that the function of any business is to generate value for its owners over the long term. PCM applies a fundamental value, research driven investment approach with the goal of identifying companies that are out of favor, underappreciated or misunderstood, and thereby trade at a significant discount to our estimation of long-term intrinsic value. PCM values companies using a variety of measures, including an estimate of a company's capacity to generate discretionary cash flow over time and the long-term value of its assets. PCM defines discretionary cash flow as cash flow from operations in excess of required capital expenditures. PCM believes that discretionary cash flow is a superior gauge of a company's long-term capacity to grow and improve its operations and return value to shareholders. Discretionary cash flow can be used by companies to increase shareholder value by repurchasing stock, paying down debt, paying dividends to shareholders, or making strategic acquisitions.

PCM uses a multi-step research approach that often begins with the identification of a potential investment opportunity through proprietary screening and analysis, as well as through industry contacts and our in-depth knowledge of various industries. Once a potential investment opportunity is identified, PCM performs rigorous financial analysis focused on valuing the company's business operations and assets over an identifiable investment horizon. This analysis normally encompasses SEC filings made by the company as well as information available through third party data providers, industry contacts, and other sources.

PCM undertakes an in-depth qualitative assessment of potential investments, including management quality, governance, competitive position, operating environment, and corporate culture. PCM looks for companies that have entrenched market positions or sustainable competitive advantages, competent management whose interests are aligned with creating long-term shareholder value, corporate cultures that are consistent with good governance and appropriately responsive to shareholders (the company's ultimate owners), and the ability to compete effectively and succeed under various industry and broader economic scenarios. Where our investment team identifies shortcomings or potential risks in these or other aspects of the company, it will seek to analyze and account for them relative to the overall attractiveness of the opportunity, understanding that risk or uncertainty in one or more of these areas may be a central contributor to a compelling valuation.

PCM continually re-evaluates companies in which it has invested and will scale back or exit a position as a company's market price approaches our price target or when a change in a fundamental aspect of the company or its operating environment materially affects our investment view. PCM often will continue to hold, or add to, positions with declining share prices so long as the factors driving the price decline do not result in a negative revision to our overall investment assessment of the company or the investment's risk/return profile remains compelling.

While PCM traditionally invests in smaller capitalization companies, we may invest in companies of any market capitalization. We typically assume an investment horizon of three to five years. However, PCM may sell securities in discretionary equity strategy accounts at any time prior to or after such securities become eligible for long-term capital gain tax treatment. See Item 16 – Investment Discretion. An evaluation of risk of loss is the primary factor PCM considers when determining whether a security should be sold rather than held to obtain increased tax efficiency.

Harmonic Fund Investment Strategies

Harmonic Fund I. Harmonic Fund I employs a hybrid investment strategy that combines a primary allocation to two equity options based strategies with a secondary (smaller) allocation to PCM's Value Focus Strategy. One of Harmonic Fund I's options strategies is a covered call/large-cap strategy that is managed by a third party sub-adviser. Harmonic Managing Member manages a multi-leg (hedged) equity options strategy for the fund (currently comprised of an allocation to Harmonic Hedged Partners), as well as a complementary allocation of fund assets focused on efficiently managing fund liquidity, furthering the fund's overall investment program and increasing the fund's tax efficiency for long-term investors. Harmonic Fund I assets allocated to Harmonic Hedged Partners are not included in the computation of Harmonic Fund I's management fee. As a result, Harmonic Fund I investors do not pay two levels of fee with respect to the fund's Harmonic Hedged Partners investment. Harmonic Fund I's complementary asset allocation is most frequently allocated to shorter duration strategies and is invested in a wide variety of instruments, publicly traded options, securities or debt, U.S. Treasuries or privately placed investment vehicles as more fully described in the fund's PPM.

Harmonic Hedged Partners. Harmonic Hedged Partners primarily employs a hedged options strategy focused on generating attractive risk-adjusted rates of return over full market cycles while maintaining a volatility profile akin to (or lower than) equity hedge funds. The fund implements its investment strategy through the use of multi-leg option trades on publicly traded equity securities, with the maximum potential risk of loss of capital being capped through the purchase of an out of the money option. Accordingly, the risk of loss being accepted by the fund on each position is quantified at all times from the point when the option trade is established. The fund may also make special/situational investments consistent with the fund's risk profile as a way of increasing and diversifying fund returns. Currently, PCM has also made this strategy available (indirectly) through Harmonic Fund I, which has allocated a portion of its assets to Harmonic Hedged Partners.

Harmonic Navigator. Harmonic Navigator is focused on generating positive absolute rates of return while pursuing a conservative, hedged equity options strategy with a reduced volatility profile. The fund implements its investment strategy through the use of multi-leg option trades on publicly traded equity securities, with the maximum potential risk of loss of capital being capped

through the purchase of an out of the money option. The fund may also invest in equity positions paired with covered call options and long put options of staggered durations. The risk of loss being accepted by the fund pursuant to each of these trading strategies is quantified at all times from the point when the trade is first implemented. The fund may also make special/situational investments consistent with the fund's risk profile as a way of increasing and diversifying fund returns.

Harmonic Opportunity Partners. Harmonic Opportunity Partners seeks long-term capital appreciation over business cycles through a concentrated equity portfolio targeted at not more than 15 primary holdings. The fund pursues its high conviction strategy based on PCM's fundamentals driven, long-term focused equity investment discipline. As a result of the concentrated nature of the fund's portfolio, Harmonic Opportunity Partners is anticipated to experience greater volatility of returns than other PCM equity strategies. In addition, Harmonic Opportunity Partners may engage in transactions intended to profit from share price declines in publicly traded securities, which are generally targeted (in aggregate) not to exceed 20% of the fund's assets on a mark-to-market basis.

Harmonic Explorer. Harmonic Explorer employs an equity based investment program focused on identifying sectors, industries or other investible pockets of companies that are anticipated to outperform the broader U.S. equity market over the near to intermediate term. The primary investment objectives of the fund are (i) to realize long-term capital appreciation while outperforming the broader U.S. equity market (on an after-fees basis) over full market cycles, and (ii) to demonstrate less downside market capture as compared to the broader U.S. equity market during periods of market dislocation and correction. In pursuing its investment program, Harmonic Explorer relies on economic research and trade recommendations from a third party economic analysis firm. The fund is agnostic with respect to holding periods for fund investments and will routinely generate investment gains (or losses) that are short-term in character. Harmonic Explorer currently looks to the S&P 500 Index as a primary benchmark for broader market performance.

Other Investment Strategies

Short-Term or Options Based Trading Strategies. PCM discretionary equity strategy accounts and pooled investment vehicles may periodically engage in equity option trades with the goal of realizing additional income or investment returns, or to acquire securities at advantageous prices. Harmonic Fund I, Harmonic Navigator and Harmonic Hedged Partners consistently utilize options based trading strategies.

Corporate Debt. Though not a core element of its investment strategy, PCM may opportunistically invest client assets in corporate debt securities (bonds) where PCM views the anticipated yield and risk profile of the debt security as complementary to our equity focused investment strategy. Corporate debt securities in which PCM invests may be unrated or may be rated below investment grade. A lower rated debt security is one that has been judged by an independent ratings agency (such as Standard & Poor's or Moody's) as having significant risk of default. Corporate debt is frequently transacted in 100 bond lots. Depending on the particular bond in question, including its liquidity and the expected difficulty/cost associated with the purchase of odd lot amounts, client accounts that would receive a trade allocation of less than 100 bonds may not be included.

Third Party Exchange Traded Funds and Mutual Funds. Private Capital Wealth (wealth advisory) client accounts invest primarily or significantly in third party managed exchange-traded funds (“ETFs”) and mutual funds. From time to time PCM discretionary equity strategy clients also may request information regarding the use of ETFs or mutual funds in their accounts as a mechanism for creating additional market exposure, enhancing overall diversification, or as a cash management option. In such cases, PCM employees discuss available market options with the client. In addition to third party managed ETFs or mutual funds, we may also discuss PCM managed options such as the PCM Value Fund, Harmonic Fund I, Harmonic Navigator, Harmonic Hedged Partners, Harmonic Opportunity Partners and Harmonic Explorer. PCM generally does not diligence, monitor or recommend third party ETFs or mutual funds other than those maintained as recommended options for Private Capital Wealth clients.

Each third party ETF or mutual fund pays an advisory fee to its investment adviser that is separate and distinct from the management fee the client pays PCM. As a result, clients utilizing third party ETFs or mutual funds pay two levels of fees on those assets. However, in the event a client directs a portion of their account assets to be invested in the PCM Value Fund, Harmonic Fund I, Harmonic Navigator, Harmonic Hedged Partners, Harmonic Opportunity Partners or Harmonic Explorer, PCM would deduct the assets from the client’s account value when computing its management fee. Thus, the client would not pay two levels of fees on those assets.

Risks Associated With PCM’s Investment Strategies and Wealth Advisory Accounts

Risk is inherent in all investing. Along with the general risk of loss of invested capital, there are a number of significant risks associated with PCM’s investment approach and strategy offerings. If you have any questions regarding risks associated with a PCM related investment or strategy, please do not hesitate to contact our client services department or our Chief Compliance Officer at the numbers listed on the cover page of this Form ADV Part 2A.

Equity Investing Risk. The risk that the value of equity securities in which PCM has invested will decline due to general market or economic conditions, perceptions of the industry in which a company operates, or company specific circumstances, financial condition or performance.

Investment Style Risk. As a fundamental value investor, PCM typically takes significant, long-term positions in companies it believes are undervalued by the market. Value investors often identify and invest in companies that remain out of favor with the market for extended periods of time and PCM may establish significantly sized positions in such companies, sometimes exceeding 10% of account value. In addition, PCM would expect to continue to hold, and in some cases purchase additional shares of, a declining long position (or an appreciating short position) so long as PCM continues to view the market as incorrectly valuing the security. As a result, PCM’s misjudgment or incorrect evaluation of a company’s prospects could result in a loss of invested capital for clients. Furthermore, PCM’s investment style is unlikely to result in performance that closely correlates to specific market indices over time and may include extended periods of underperformance as compared to the broader market.

Small-Cap and Mid-Cap Risk. PCM does not set upper or lower boundaries on the market capitalization of the companies in which it can invest. However, under most market conditions PCM expects to invest significant portions of client assets in small and mid-size companies. The

securities of small and mid-size companies can involve greater risks than those associated with larger, more established companies and historically have been subject to more sudden or unpredictable price movements. These companies also could have fewer shares outstanding or reduced trading liquidity, which could impact PCM's ability to quickly purchase or sell these securities for clients without causing significant fluctuations in price. Small and mid-size companies also may serve niche markets and fewer customers. They may also operate in narrower markets and have more limited managerial and financial resources than larger, more established companies. Their financial performance can be more volatile and they may face greater risk of business failure.

Low-Priced Security Risk. PCM may periodically invest in or continue to hold (and add to) investments that trade at less than \$5.00 per share ("low priced securities"). Low priced securities often exhibit high price volatility and erratic market movements, especially during periods of heightened market uncertainty or volatility. In addition, the purchase or sale of such securities is more likely to significantly affect the quoted price. In some cases, the liquidation of a position in a low priced security may not be possible within a reasonable period of time.

Risk Associated with Writing (Selling) Covered Calls and Puts. PCM may opportunistically utilize individual security or index options, including writing covered calls or selling puts.

The writer (or seller) of a covered call receives payment (the "premium") in exchange for giving the purchaser of the call option the right to purchase specified number of shares of stock (currently owned by the writer of the covered call option) at an agreed upon price on or before a specified expiration date (after which the option is no longer exercisable). The shares associated with the option may be called away if they trade above the exercise price prior to the date the option expires. If the shares do not trade above the option price, the option will expire and the seller of the call option will retain both the shares and the premium. As a result, the writer of a call option may partially or entirely forgo the opportunity to benefit from an increase in value of the underlying shares above the option price, but continue to bear the risk of a decline in their value.

The seller of a put option gives the purchaser of the put the right to sell a specified number of shares of stock at an agreed upon price for a specified period of time. The risk associated with writing put options is considerable. The writer of a put option bears a risk of loss if the value of the underlying equity security declines below the exercise price prior to the option's expiration date. Such loss could be substantial if there is a significant decline in the value of the underlying equity security.

Option Counterparty Risk. Counterparty risk is the risk that the seller of an option will not perform its side of the contract when the option buyer chooses to exercise the option. In the event of a counterparty failure, the buyer of the option may incur losses the option was intended to mitigate or forgo gains that the option was intended to generate.

Risks Associated with Debt Securities. Corporate debt securities (bonds) are subject to interest rate risk, maturity risk and credit risk. When interest rates decline, the value of the corporate debt securities generally rise. Conversely, when interest rates rise, the value of corporate debt securities generally declines. The magnitude of the decline will often be greater for longer-term debt

securities than for shorter-term debt securities. It is also possible that the issuer of a security will not be able to make interest and principal payments when due. As a result, investments in corporate debt securities are subject to the risk that PCM mis-estimates the financial condition or creditworthiness of the company that has issued the bonds. In the event of a significant decline in financial condition or bankruptcy of the issuer of corporate bonds, the bonds may lose a significant portion of the value or become worthless.

Concentration Risk. Since PCM makes investment decisions primarily based upon company-specific factors, a large portion of a client's account or fund investment could consist of companies whose businesses are involved in the same industry or sector. This poses a risk since companies in the same industry or sector may tend to move in tandem especially in periods of higher than normal market volatility.

Restricted Security Risk. PCM periodically comes into possession of material non-public information pertaining to companies in which it invests, including, on occasion, through a PCM representative joining a company's board. See Additional Information and Operational Policies – Public Company Board Service. In such an event PCM expects to be restricted in its ability to exercise trading discretion over the portfolio position for significant periods of time. During such periods PCM trading will be restricted to client-directed transactions and transaction in accordance with PCM's Rule 10b5-1 Plan. See Additional Information and Operational Policies Insider Trading and PCM's Rule 10b5-1 Plan. During periods where PCM's discretionary trading ability is restricted, accounts holding the security face an increased risk of loss as PCM would not be able to reduce or exit the position in the face of adverse company specific news or market developments. During periods where PCM is restricted with respect to a particular security, PCM also will be precluded from purchasing shares for clients on a discretionary basis, even though it might do so in the absence of any trading restriction.

In the case of newly funding accounts, the operation of PCM's Rule 10b5-1 Plan may result in otherwise restricted securities being purchased at prices or to allocations that are less optimal than would be the case if PCM were able to exercise its discretion in determining whether to purchase the security.

Risks Associated with Changes in General Economic and Market Conditions. Changes in economic and market conditions, including for example, interest rates, credit availability, inflation rates, industry conditions, government regulation, competition, technological developments, political and diplomatic events and trends, tax and other laws and innumerable other factors, can materially impact one or multiple PCM investments, which can significantly and adversely affect investor returns and result in the loss of invested capital. None of these conditions is within PCM's control and we may not anticipate these developments or their magnitude. These factors also may affect the volatility of securities prices and the liquidity of PCM investments. Unexpected volatility or illiquidity could impair client account returns or result in losses.

Cyber Security Risk. As part of its business, PCM and its affiliates store and transmit electronic information, including information relating to clients and client transactions. PCM and its affiliates are therefore susceptible to cyber security risk. Cyber security failures or breaches of PCM, its affiliates or its service providers have the ability to cause disruptions and impact business

operations, potentially resulting in financial losses, the inability of PCM or its affiliates to transact business, violations of applicable privacy and other laws, regulatory fines, penalties and/or reputational damage. PCM and its clients could be negatively impacted as a result. For a discussion of PCM's cyber security program, see Client Brochure – Cyber Security.

Currency Translation Risk. A significant number of companies in which PCM invests materially rely on markets outside the United States for a portion of their operating revenues. These revenues are frequently denominated in currencies other than the U.S. dollar. As a result, these companies face a risk that revenues can be affected by changes in the exchange rate between the local currencies in which revenues are denominated and the U.S. dollar. A relative decline in the value of the U.S. dollar would have the effect of increasing the dollar amount of revenues generated in local currencies, while a relative strengthening of the U.S. dollar would have the opposite effect. While PCM evaluates potential currency translation effects along with other factors in making investment decisions, we do not take steps to hedge potential currency translation risks in client accounts.

Securities of Non-U.S. Issuers and Foreign Securities. Foreign securities and securities of some non-U.S. issuers may carry greater risk than domestic securities for a variety of reasons such as increased political risks; smaller or less liquid markets; higher transaction costs; and less rigorous accounting and reporting standards. Depending on where the issuers' primary markets and operations are located, such stocks may also carry significant levels of currency translation risk. PCM distinguishes between foreign securities – securities that do not have a principal listing on a U.S. exchange or market – and the domestically traded securities of non-U.S. issuers. When restricting a client account from holding "foreign securities" PCM will restrict the purchase of securities that do not regularly or principally trade on U.S. exchanges or markets rather than based on the domicile of the issuer.

Short Sale Risk. PCM may execute short sales in client accounts that authorize short selling and have opened margin accounts with their broker. In the case of a short sale, the client's account borrows shares of the security being sold short through their own broker. The account eventually must purchase shares of the security and deliver those shares to the broker through which the short sale was made in order to close out (or "cover") the short position. Until a short position is covered, the account will incur an unrealized loss if the market value of the security rises. The account will also be charged margin interest by its broker and any dividends paid by the company sold short would be billed to the account and paid to the party from whom the stock was borrowed. Alternatively, if the price of the security declines, the account will reflect an unrealized gain. While a client's potential per share gain in a short sale transaction is limited to the price of the security at the time it is sold short, the potential loss from a short sale transaction theoretically is unlimited.

Investment Risks Specifically Associated with the Value Focus Strategy, EVF and Harmonic Opportunity Partners

Value Focus Strategy and the EVF portfolios generally hold 30 or fewer securities. Harmonic Opportunity Partners generally maintains 15 or fewer core equity positions. Accordingly, clients invested in these strategies may have greater concentration risk (both on an individual security and sector basis) and may experience greater near and intermediate term volatility than PCM's Value

Equity Strategy or the equity market as a whole. In addition, during an account's initial invest up process, positions will be purchased at prevailing market prices as account holdings are built toward targeted overall strategy allocation levels. Accordingly, depending on prevailing market conditions, PCM's invest up process may in some instances result in securities being purchased at prices that are higher than PCM's preferred valuation target.

Investment Risks Specifically Associated with Harmonic Funds

In addition to the foregoing, Harmonic private funds are subject to a number of specific risks described in each fund's offering documents and PPM. Prospective fund investors should review these documents thoroughly before investing in a Harmonic fund.

Brokerage Costs Associated with Harmonic Navigator and Harmonic Hedged Partners

In pursuing their investment programs, Harmonic Navigator and Harmonic Hedged Partners are required to implement a high volume of shorter-term options transactions. In light of the elevated turnover associated with these strategies, PCM has negotiated a flat fee commission arrangement for each fund with Carnes. It is expected that in most periods, Harmonic Navigator and Harmonic Hedged Partners investors will bear larger trading costs (on a percentage of fund assets basis) than are borne by investors in PCM's lower turnover investment strategies. An investment in Harmonic Navigator or Harmonic Hedged Partners is also subject to additional investment risks set forth in each fund's PPM, as amended from time to time.

Risks Specifically Associated with Private Capital Wealth Advisory Accounts

Investing Risk. The risk that the value of investments that PCM recommends to a client declines in value due to general market or economic conditions, perceptions of the relevant industry, sector asset class or geographical region, or investment specific circumstances, financial condition or performance. In addition, an increase in interest rates can be expected to have a negative impact on the value of fixed income (bond) investments and could result in a loss of invested capital. Wealth advisory clients may experience losses, including losses of invested capital, and no assurance can be given that PCM's recommendations will be successful or allow a client to achieve their investment goals.

Change in Financial Circumstances. PCM structures wealth advisory portfolios based in part on financial and risk tolerance information provided by the client. In the event a client's financial condition or risk tolerance changes, their wealth advisory portfolio may fall out of alignment with their new circumstances. Accordingly, in the event you experience a change in your financial situation or risk tolerance, please contact PCM promptly so that we may discuss a potential realignment of your wealth advisory portfolio.

Risks Associated with Delayed Trade Implementation. Unless otherwise agreed by the client, PCM implements trades it recommends to wealth advisory clients subject to receiving client approval for the trade. In the event that PCM is not delegated discretionary investment authority, trades will not be implemented until client approval is obtained. This means that a delay in a client providing trade approval could result in the trade being delayed and being implemented at a price point that is different (and possibly less advantageous) than the price point at which the trade was initially recommended to the client.

Risks Associated with Third Party Managed Investments. PCM frequently recommends investment in strategies or vehicles not managed by PCM (or an affiliate) to wealth advisory clients. While PCM makes such recommendations based on a review and appraisal of criteria it views as relevant to an investment decision, PCM does not have control over or unrestricted transparency into the management, implementation and operation of such strategies or vehicles.

Item 9 Disciplinary Information

PCM does not have any material legal, financial, or disciplinary events that require disclosure. PCM is required to disclose any disciplinary event that would be material to a client's or prospective client's evaluation of PCM's services.

Item 10 Other Financial Industry Activities and Affiliations

Affiliated Entities – Carnes Capital Corporation

Carnes Capital Corporation (“Carnes”), a registered broker-dealer, is an affiliate of PCM and is owned by Pelican Bay Holdings, LLC, PCM Holdings’ general partner. Carnes is an introducing broker and clears its trades through National Financial Services (“NFS”), an institutional clearing broker affiliate of Fidelity. PCM and Carnes have certain overlapping officers and employees and share office space and certain expenses. Most of PCM’s client-facing, trading, and operations staff are also registered representatives of Carnes.

PCM clients can direct that trades for their accounts be executed through Carnes. Carnes’ standard commission rate for client accounts is \$0.05 per share with a minimum ticket charge of \$30.00. For option trades, Carnes’ standard commission rate is \$5.00 per contract. With respect to covered calls, Carnes does not charge a commission when option contracts are exercised or when they expire. Clients may be able to negotiate more favorable commission rates or minimum ticket charges with Carnes. Carnes’ commission rate may be higher than the commission rate a client could obtain through other broker-dealers.

On occasion, PCM may be contacted by underwriters (or selling group members) who represent companies seeking to solicit or aggregate investors for initial offerings or secondary offerings of equity securities that may meet PCM’s investment criteria. PCM’s client-directed brokerage/custodian model creates significant complexity in facilitating the broad allocation and delivery of shares obtained through any such offering to its clients, especially since notice of such opportunities usually presents itself 24 to 48 hours before a commitment is required. As a result, clients who trade through brokers other than Carnes would typically be excluded from an allocation of these shares. In addition, some third party brokers may not be able to accommodate investments by their clients in the PCM Value Fund or PCM private funds.

PCM periodically employs options trades with the goal of realizing additional income or investment returns, or to acquire securities at advantageous prices. Implementing such transactions at brokers other than Carnes can present significant complexity and in some cases may not be possible. Accordingly, Value Focus Strategy clients who elect to trade their accounts

through brokers other than Carnes may be limited in their ability to participate in options trades or excluded from such trades entirely.

On a case by case basis, Carnes may (as an administrative matter) offer to file certain class action claim forms electronically on behalf of PCM clients that have directed their accounts to trade through Carnes. Clients who agree to have Carnes make particular filings on their behalf should be aware of the important information and considerations set forth in the attached Client Brochure under the heading Participation in Corporate and Other Legal Actions.

The fact that Carnes, an affiliate of PCM, executes trades for PCM clients raises potential conflicts of interest. Carnes receives commission-based compensation on trades for PCM clients that are executed by Carnes. This could motivate PCM to trade more frequently for Carnes clients or to recommend trades solely for Carnes clients because it would indirectly benefit from additional compensation received by Carnes. This conflict is mitigated by a number of factors, including PCM's long-term investment horizon (historically resulting in low portfolio turnover), PCM's trade allocation policies, and monitoring by PCM trading and compliance personnel. PCM clients who have directed trades to Carnes have the option to discontinue trading through Carnes and designate a new executing broker at any time upon written notice.

Affiliated Entities – PCM Entrepreneurial GP, LLC; PCM Collier GP, LLC; and Harmonic Investors Managing Member LLC

PCM Entrepreneurial GP, LLC, and PCM Collier GP, LLC (collectively the "Fund GP Affiliates"), are wholly-owned subsidiaries of PCM that, respectively, serve as the general partners of the EVF and the Collier Fund. Each of the Fund GP Affiliates is a SPV of PCM. The Fund GP Affiliates have overlapping officers and employees and share office space with PCM. The Fund GP Affiliates are directly controlled by PCM and are subject to PCM's operating and compliance policies and procedures, as well as PCM's Code of Ethics.

Harmonic Managing Member is a wholly-owned and controlled subsidiary of PCM through which PCM advises Harmonic Fund I, Harmonic Navigator, Harmonic Hedged Partners, Harmonic Opportunity Partners and Harmonic Explorer. Harmonic Managing Member is a SPV of PCM. Harmonic Managing Member's operations are overseen by three Partners who are senior operating officers of PCM. Harmonic Managing Member has also retained PCM to provide certain administrative, client servicing, compliance and support functions to Harmonic Managing Member and the Harmonic private funds. Harmonic Managing Member shares office space with PCM and is subject to PCM's operating and compliance policies and procedures, as well as PCM's Code of Ethics.

Activities – Conducting Business as Private Capital Wealth

In addition to providing wholly discretionary investment advisory services, PCM also offers wealth advisory services to certain clients. PCM conducts its wealth advisory business primarily under the trade name Private Capital Wealth. The activities of Private Capital Wealth are overseen by PCM senior employees and Partners. Members of PCM's equity investment team do not participate in the management of or oversee the operation of Private Capital Wealth.

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

Code of Ethics

PCM has adopted a Code of Ethics (the “Code”) that describes its standards for business conduct. The Code addresses, among other things: (i) treatment of confidential information; (ii) disclosure of conflicts or potential conflicts; (iii) prohibition on insider trading; (iv) restrictions on the acceptance and providing of gifts and entertainment; (v) personal securities trading policies; and (vi) employee obligations to report Code violations to PCM’s management.

A copy of PCM’s Code of Ethics is posted on PCM’s website at www.private-cap.com and will be made available to any PCM client upon request.

Participation or Interest in Client Transactions

PCM generally does not purchase or sell securities for its own account. In the event PCM decides to hold a proprietary position for investment purposes (as opposed to positions held for cash or balance sheet management purposes or as operating reserves), the position will be subject to the same restrictions as those governing trades by PCM employees. In the event a position is moved from a client account to a PCM error account in connection with the resolution of a trading or other error, the position generally will not be subject to the employee trading restriction that precludes trades in the opposite direction of trades for PCM clients within a five-trading-day period. Error account trades are monitored and approved in advance.

In the event NFS (the primary custodian for Carnes client accounts) is authorized by PCM to lend out shares held by a private fund, both the fund and Carnes will receive a fee from NFS with respect to the securities lending transaction.

PCM affiliates that serve as general partner or managing member to PCM private funds periodically maintain investments in the funds they manage. In addition, a number of PCM Partners are investors in PCM’s private funds. As a result, PCM could face a conflict of interest with respect to the trading and allocation of investment opportunities to its private funds. PCM has adopted allocation and trading procedures intended to mitigate this potential conflict. See Item 11 – Employee Trading Policies; Item 12 – Allocation of Investment Opportunities Among Clients.

Employee Trading Policies

PCM employees are permitted to purchase and sell securities (and related securities such as options or fixed income securities) that are also held in client accounts or may be suitable for investment in client accounts. Personal securities transactions can give rise to conflicts of interest with PCM’s management of client accounts. As a result, PCM has adopted policies and procedures that have been designed to address these potential conflicts while not discouraging employees from investing alongside PCM’s clients.

Employee transactions in securities being purchased or sold by PCM for its clients pursuant to PCM’s discretionary authority are generally allowed in the same direction as PCM client orders during the same trading day. However, an employee may not receive an execution price that is

more favorable than the worst execution price obtained by a PCM client pursuant to a PCM discretionary order. Client-directed transactions, including directives to raise cash or tax loss sales or repurchases, will not be considered PCM discretionary orders even when PCM determines the timing of or the securities to be included in the order.

Pre-cleared option trades by employees in securities held by PCM clients are permitted and will not be in violation of employee trading policies as a result of passive execution. Employees are restricted from executing a short sale or a single direction options strategy that would allow an employee to profit from a market decline – such as purchasing a put – in a security that has been purchased by PCM and is still held in a client account under PCM's investment discretion. Synthetic sales or purchases that are same direction with client account orders or multi-leg option or hedged trades are evaluated on a case by case basis. The closing out of an option trade (or series of trades) or the sale of shares received upon exercise of an option will not be considered opposite direction with respect to client accounts that hold (or may recently have purchased) shares of the same issuer. Employees also are restricted from trading in the opposite direction of a discretionary PCM client order within a five-trading-day period. PCM may grant relief from the five-day opposite direction restriction in limited circumstances, including when a purchase occurs solely for the purpose of restoring a position that was directed to be sold by a client pursuant to a tax strategy.

PCM employees may invest in pooled vehicles for which PCM or its affiliates serve as adviser, sub-adviser, managing member or general partner, including PCM private funds and the PCM Value Fund. Investments made by employees in any of these pooled vehicles are not subject to the same personal trading restrictions that are applicable to trading activity in employee personal and/or family accounts. For example, PCM employee contributions to or redemptions out of the PCM Value Fund or PCM private funds will not be considered opposite direction trades. However, PCM employees who choose to invest in the PCM Value Fund are subject to a minimum holding period. PCM employees who invest in PCM private funds do so subject to the same fee, redemption, lock-up and similar generally applicable fund provisions as other fund investors (subject to any superseding regulatory requirements, including ERISA). Additionally, employees who invest in pooled vehicles PCM manages or sub-advises may periodically be restricted from investing or redeeming their interests for various reasons.

Item 12 Brokerage Practices

Brokerage Discretion

PCM requires its value equity separate account clients to select their own broker and custodian for the assets in their PCM accounts. This directed brokerage model is different from advisers who typically decide where trades should be executed on behalf of their clients. Under our directed brokerage model PCM does not have authority to negotiate commission rates for clients or to make determinations about the quality or pricing of brokerage services offered to clients. Any discounted commission rate available to a client will be dependent on the client's ability to negotiate such discount with their broker.

Each client should understand that by directing PCM to execute trades through a particular broker, a client may not (i) receive the most favorable execution available; (ii) participate in aggregated trades; and (iii) participate in all investment opportunities. For example, many brokers that offer limited client support services offer commission rates that are lower than those offered by full service brokers. In addition, some brokers may not allow options strategies. This would restrict a Value Focus Strategy account that trades through such broker from participating in option trades in which other Value Focus Strategy accounts participate.

In selecting an executing broker, clients are encouraged to consider that, among other things:

- Brokerage arrangements other than those directed by the client may exist that would provide the client more favorable execution or additional brokerage related services;
- Other than in connection with its monitoring of trade execution data for client transactions, PCM is not in a position to determine or assess the extent or value of services provided to clients by their respective executing brokers (PCM generally lacks access to the information required to make such a determination); and
- The technological capabilities and staffing limitations of a client's executing broker (e.g., a broker's inability to receive orders electronically or telephonically) may affect PCM's ability to relay trading instructions to such broker as efficiently as it is able to relay instructions to other brokers that have dedicated institutional trading desks or web-based platforms.

Clients should periodically review the terms of their brokerage arrangements to ensure that they are appropriate in light of their own circumstances and that they remain competitive in the market in relation to the services offered. Clients also should consider whether they would like a broker that offers additional services such as investment manager due diligence and selection, asset allocation advice, general financial or estate planning, or tax advice. Clients also should be aware that there are certain discount brokerage options available that may cost less than traditional brokers but may offer less robust or primarily automated service options.

Unlike its position with respect to its separate account clients, PCM does direct brokerage for the private funds for which it serves as general partner or managing member, as well as for the PCM Value Fund. Trades for these accounts are directed and executed through Carnes at a negotiated fee structure that is lower than Carnes' standard commission rate.

In pursuing their investment programs, Harmonic Navigator and Harmonic Hedged partners are required to implement a high volume of shorter-term options transactions. In light of these funds' requisite trading patterns, PCM has determined that a per-trade commission schedule is neither feasible nor in the best interest of the funds and their investors. As a result, PCM has negotiated flat fee commission arrangements for these funds with Carnes, which are expected to result in overall commission charges that are fair and equitable to fund investors. Nevertheless, it is expected that in most periods, Harmonic Navigator and Harmonic Hedged Partners investors will bear larger trading costs (on a percentage of fund assets basis) than are borne by investors in PCM's lower turnover investment strategies.

Aggregation of Client Orders

Subject to timing, order criteria and broker limitations, it is PCM's preference to aggregate orders for clients that trade through the same broker or trading desk. Each client participating in an aggregated order will receive the average share price for the transaction and share in aggregate transaction costs (other than commissions) on a pro rata basis. Orders placed at different times, client-directed transactions, and orders with different price or other criteria are typically not aggregated.

Allocation of Investment Opportunities Among Clients

PCM's allocation of investments between its Value Focus Strategy and Value Equity Strategy will vary based on the Portfolio Manager's view of each strategy's unique objectives and market positioning. In addition, Value Focus Strategy accounts generally purchase and sell securities as a trading group, where allocations to Value Equity Strategy accounts vary based on individual account characteristics and periodic individual account reviews.

PCM generally prioritizes client accounts for inclusion in applicable general allocations (orders involving a group of clients where the instructions are not made on a client-specific basis) primarily on the basis of an account's percentage of investable cash (expressed as a percentage of account assets) or percentage of gross exposure (also expressed as a percentage of account assets). In certain instances, such as cost averaging transactions (where PCM would like to purchase additional shares for clients who have already purchased a particular security), PCM also may consider a client's cost basis.

Investable cash is defined as the amount of cash in a client's portfolio that is available for investment by PCM. Investable cash would not include account cash that a client has restricted PCM from investing. Gross exposure is defined as the dollar value of an investment divided by the total assets in the portfolio. Accounts that hold the PCM Value Fund, ETFs or similar investments directed by the client to facilitate accelerated market exposure will have the market value of such holdings counted as cash for both order inclusion and ranking for purchases.

The use of investable cash and gross exposure to determine allocations does not imply that accounts included in a particular allocation always will receive executions in rank order. Within a general allocation PCM traders will opportunistically use various trading techniques in an attempt to obtain overall execution and price efficiency for all PCM clients involved in the allocation. These techniques include, among others, (i) aggregating orders for clients that trade through the same executing broker (or trading desk) and (ii) sequencing and pacing orders to obtain execution efficiency and to mitigate the possibility of orders for PCM clients impacting the market price of the security. PCM also frequently uses limit orders to reduce the variance in execution price across accounts that trade through different brokers. In the case of market movements in the price of the security being purchased or sold, the use of these trading techniques can have the unintended consequence of advantaging or disadvantaging certain clients. For example, in the event purchases are made in a rising market or sales are made in a falling market over multiple days or weeks, those clients whose trades are executed towards the end of an allocation may receive a worse execution price than those clients who had their trades executed earlier.

Because Value Focus Strategy accounts hold a limited number of securities and generally trade as a group, dispersion among mature accounts with respect to cash levels and security weightings is frequently modest. In such cases, in applying its allocation guidelines to the Value Focus trading group, PCM may place a premium on allocating available shares across accounts rather than more closely adhering to cash or weightings based rankings. In addition, Value Focus Strategy accounts may purchase or sell volume constrained securities ahead of other accounts that hold similar security or cash weightings in order to maintain their concentrated investment and trading group mandate. Such orders are generally discussed with and approved in advance by PCM Compliance personnel to insure that PCM allocation procedures are applied to all PCM clients in a fair and equitable manner over time.

PCM normally would not use investable cash or gross exposure to determine allocations in the following types of transactions: (i) client-directed orders and transactions based upon individual management of client portfolios; (ii) transactions to raise (or maintain) client-directed cash levels in accounts or to comply with investment restrictions; (iii) the sale of securities contributed by clients to fund accounts; and (iv) the initial investment of new accounts or the investment of client contributions to existing accounts. Subject to its obligation to deal fairly with all clients when implementing investment decisions, PCM has no obligation to purchase or sell for a particular client account any security that we may purchase for other clients or that our Partners, officers, affiliates, or employees may purchase for themselves.

Research and Soft Dollar Arrangements

Many PCM clients have chosen to direct PCM to trade through the same brokers. In some cases, these brokers have chosen to provide PCM with access to their research platforms. In all such cases, the third party research PCM receives as a result of the brokerage relationships established by its clients will be used, if at all, for the benefit of PCM clients generally and not specifically for the clients whose brokerage relationships resulted in PCM being provided access to the research. PCM also purchases research from certain third parties and employs two expert networks with its own funds (including compensation PCM employees have received in connection with board service to PCM portfolio companies). PCM may from time to time direct brokerage for PCM private funds in exchange for third party research. In such cases the trading costs paid by the private funds would not exceed the preferred rate that those funds pay on trades executed through Carnes.

Agency Cross Transactions

Consistent with regulatory requirements, PCM may engage in cross transactions for its clients. Cross trades occur when a security is sold from one account advised by PCM and purchased for another account advised by PCM. These transactions historically have been executed when one client needs to raise cash and sales are required to be executed in securities where volume is limited. In such cases, a cross transaction may be advantageous for both clients.

PCM may initiate or continue to execute existing discretionary purchase orders for clients in the same securities that are being sold as a part of client-directed orders to (i) raise cash, (ii) execute tax loss sales, or (iii) completely liquidate a portfolio. In these instances, PCM will stagger trade execution or use different price limits or trading venues to lessen the possibility of securities being inadvertently purchased and sold between PCM clients who utilize the same broker.

Item 13 Review of Accounts

Review of Accounts

All value equity client accounts are monitored primarily by PCM's traders and risk management personnel. These monitoring activities focus primarily on identifying outlier accounts in terms of cash position, core holdings and individual security weightings. As actionable account variances are identified, they are brought to the attention of PCM Portfolio Managers who may direct trades, at their discretion, to address such variances. Mature Value Focus Strategy accounts are most frequently reviewed as a group, unless account specific events (e.g., capital contributions or withdrawals) have resulted in significant individual account variances. PCM also conducts periodic reviews of individual value equity accounts, or groups of accounts, based on varying parameters.

For new value equity accounts, PCM will evaluate any securities initially contributed to fund an account. Typically, PCM promptly sells client contributed securities to the extent they are not currently held in PCM portfolios, regardless of the tax consequences. In addition, PCM may sell all or a portion of contributed securities to the extent that such securities are being sold by PCM or are contributed in a weighting that is in excess of the target allocation range for that security. The client will be responsible for any tax liabilities that result from initial funding transactions, as well as transactions executed during the course of PCM's management of the portfolio.

PCM may or may not repurchase securities that are sold or gifted in client-directed transactions. Factors PCM considers when determining whether or not to repurchase include, among others, account cash position and securities weightings, whether the security meets purchase parameters specified by the Portfolio Manager, and whether PCM is otherwise restricted from such purchases (e.g., regulatory holding limits).

PCM generally handles routine client requests to raise cash by executing sales based on parameters established or specifically directed by a Portfolio Manager. Contributions, withdrawals, and other client-directed transactions can increase dispersion among a client's related accounts.

PCM wealth advisory accounts are reviewed as a group periodically with respect to compliance with applicable account specific allocation guidelines and risk metrics. Accounts also may be reviewed on an individual basis in response to flows or other account/client specific factors. In the event a wealth advisory client contributes securities as a part of funding their account, such securities will be maintained or disposed of in consultation with the client. PCM's ongoing monitoring activities for wealth advisory client accounts do not include members of PCM's value equity strategies investment team.

Reporting

PCM provides value equity separate account clients with written quarterly reports that include a portfolio commentary, an account appraisal, a performance report, a summary of transactions executed during the period and a summary of realized gains and losses. Wealth advisory clients receive periodic PCM reports as well as account statements from Carnes on monthly or quarterly basis. Statements include account holdings and activity with respect to the relevant period.

Item 14 Client Referrals and Other Compensation

Suggestion of Brokers

When requested to do so by a client or prospective client, PCM will provide the names of unaffiliated brokers for the client to consider in designating a broker for their account. PCM makes suggestions on the basis of: (i) the broker's ability to meet certain objective trade execution and confirmation criteria; (ii) the broker having, in PCM's view, demonstrated a consistent commitment to providing quality trade execution to PCM clients; and (iii) whether the broker offers the account services sought by the client (e.g., commission recapture or specific levels of client support or services). PCM does not receive compensation or services from unaffiliated brokers in connection with its suggestion of brokers to clients. However, PCM's list of suggested brokers may include brokers that have referred clients to PCM. PCM also generally informs clients of the option of directing brokerage to its affiliate, Carnes.

Conflicts of interest can exist where a separate account client directs PCM to utilize Carnes, a third party broker that refers clients to PCM, or a broker that is affiliated with a client retained consultant. The potential conflict of interest that arises in the event a client directs PCM to use Carnes is based on the overlapping ownership of PCM and Carnes, as well as their sharing of certain expenses. An increase in aggregate revenues of Carnes indirectly provides the opportunity for increased compensation to PCM employees. The potential conflict of interest in the event a separate account client directs PCM to use a third party broker that also refers clients to PCM, or a broker that is affiliated with a consultant that recommends clients to PCM, arises out of the fact that PCM may in the future benefit economically from additional client referrals from the broker or consultant. PCM has addressed this potential conflict by (i) not paying undisclosed referral fees or other compensation to third parties with respect to separate accounts and (ii) not having any undisclosed arrangement or understanding with any party regarding the recommendation or suggestion of brokers.

Third Party Marketers and Sub-Advisory Relationships

PCM has periodically used third party marketers on a limited basis to identify and introduce potential clients to the firm. PCM may engage in other similar arrangements in the future. Any such arrangement utilized by PCM in the future with respect to separate accounts would be disclosed to each potential client who is introduced to the firm as a result.

PCM may periodically agree to manage assets through sub-advisory relationships with other registered investment advisers. Depending on the nature of the particular sub-advisory opportunity, PCM may agree to negotiate its management fee.

Item 15 Custody

Custody Services

PCM's services to separate account clients do not include the selection of custodians or the negotiation of custodial fees. Clients are required to establish their own custodial relationship for their account and are solely responsible for paying custodial fees. Carnes clients may select a custodian other than Carnes' clearing firm (currently National Financial Services).

In the event a client determines to replace its current custodian, they should promptly notify PCM in writing so that PCM can update its records to reflect the change. PCM is not responsible for clients' participations in any securities lending or other revenue enhancement program through their custodian. Carnes may be entitled to certain payments from NFS in connection with securities lending activities by the private funds PCM manages. PCM reconciles its records regarding securities holdings to match those maintained by the account's custodian.

Cash Management

PCM expects that clients will authorize and direct their custodians to automatically invest cash holdings in a money market fund chosen by the client or their custodian. The client will incur fees as a money market fund shareholder in addition to PCM's investment management fees. Other than with respect to Carnes clients that custody their assets with Carnes' clearing broker, PCM's services do not include the selection or supervision of money market funds or other cash management strategies, ETFs or non-PCM managed fund investments directed by clients. In selecting a money market fund vehicle for Carnes clients, PCM will be limited by the particular daily sweep vehicles that are available through Carnes' clearing broker. At its discretion, PCM may direct Carnes to purchase T-Bills (or other U.S. government issued or backed securities) in client accounts for cash management purposes when such transactions can be effected for the client on a cost effective basis.

Receipt of Statements from Custodians

PCM is required to have a reasonable basis for believing that each of its clients receives copies of their individual custodial account statements on a regular basis. Please contact PCM's Client Services department or your designated relationship manager immediately if you do not currently receive custodial statements for your PCM account. PCM believes that it is important for clients to routinely compare the statements they receive from their custodian with those they receive directly from PCM.

Item 16 Investment Discretion

Investment Discretion

PCM manages value equity strategy client portfolios on a discretionary basis, meaning that orders to purchase or sell securities are forwarded to client brokers without prior consultation with the client. Clients have the ability to limit PCM's discretionary authority as previously discussed in Item 4 – Tailored Advisory Services.

Wealth advisory clients may retain investment discretion over their PCM accounts, meaning that PCM does not independently direct transactions in the accounts of these wealth advisory clients. Alternatively, a wealth advisory client may delegate trading discretion over certain aspects of their account(s) to PCM. Any such delegations must be made in writing.

Implementation of Client Instructions

Account instructions must be provided to PCM in writing by the client or its authorized representative and will be implemented in a reasonable and orderly manner. PCM may at its discretion accept oral instructions, which are generally followed by a confirmatory writing back

to the client or its authorized representative. In certain circumstances, including in the event instructions are received by PCM later in a trading day, client instructions may not be executed (or fully executed) on the day received. Client instructions should specify the time frame over which they should be implemented.

In the case a client directs a transaction in their account, PCM lacks or retains only limited investment discretion. Client-directed account transactions may include, for example, (i) tax or yield driven transactions, (ii) the use margin, (iii) the purchase of ETFs or mutual funds, (iv) cash raising transactions or (v) liquidations. In the event a client wishes to direct third party managed ETF or mutual fund purchases in their account, they should carefully review the relevant Prospectus and SAI for important information, including expense and risk disclosure.

Contributions in Kind

In the event a client transfers securities in kind to their PCM value equity strategy account, PCM has full discretion to sell any or all of such securities at any time. Such sales may result in capital gains to the client. Prior to contributing securities in kind, clients are urged to consult with their tax advisors about the potential consequences of sales of contributed securities. In the event a wealth advisory client contributes securities to their account, such securities will be maintained or disposed of in consultation with or at the direction of the client.

Tax, Legal, Accounting and Financial Planning Advice

PCM's services do not include tax, legal, estate planning or accounting advice. Clients should consult their own advisors based on their particular circumstances. PCM recommends that clients consult with their tax, legal, financial planning or accounting advisors in advance regarding the consequences associated with any account transactions they may direct.

Termination Procedures

Portfolio management agreements generally may be terminated at any time upon written notice by either party (PCM or the client). In the event of termination, the management fee will be prorated based on the value of the account at the time PCM's authority to execute trades or oversee the account is withdrawn (subject to adjustment for any significant withdrawals earlier in the quarter). In the event PCM is directed to liquidate an account, PCM will bill the account based on the value of the account following its liquidation. In any event, management fees will continue to accrue until PCM's authority to manage the account is terminated in writing by an authorized person.

Item 17 Voting Client Securities

Proxy Voting

Clients may assign proxy voting authority over their accounts to PCM. In order to facilitate this authority, clients need to provide written notice to their account custodian. In the event a client assigns proxy voting authority to PCM, it remains the client's obligation to direct their account custodian to forward applicable proxy materials to PCM so their shares can be voted. PCM will not vote shares unless it receives proxy materials on a timely basis from the custodian. For ERISA clients, PCM will assume that it has been delegated proxy voting authority in the absence of other

direction by the client. PCM clients may revoke PCM's voting authority or participate in securities lending programs without notice to PCM.

Summary of PCM's Proxy Voting Policies and Procedures

In exercising its voting authority, PCM generally relies on its own review of proxy materials rather than relying on third party consultants. PCM's substantive voting decisions are based on the particular facts and circumstances of each proxy vote and are evaluated by the applicable Portfolio Manager or analyst. The following general guidelines reflect PCM's decision making approach with respect to particular issues and may be overridden in any particular case to the extent that PCM deems appropriate.

Election of Directors. PCM generally votes in favor of nominees. However, in a contested election, PCM will vote for the nominees on a case by case basis.

Compensation Programs. PCM generally favors compensation programs that align executive compensation to a company's long-term performance. Votes are cast on a case by case basis on board-approved proposals relating to executive compensation.

Auditors. PCM generally votes in favor of the ratification of auditors, unless in PCM's view the auditor has a clear conflict of interest or the auditor has failed to render an accurate financial opinion of a company's financial status. In making a determination regarding the proposed ratification of an independent auditor PCM also may take into account its prior experiences with such auditor in providing audit and other services to PCM portfolio companies.

Anti-Takeover Measures. PCM evaluates all proposals to institute or amend shareholder rights plans on a case by case basis. PCM will sometimes vote against board-approved proposals to adopt anti-takeover measures.

Capital Structure. The management of a company's capital structure involves a number of important issues, including cash flows, financing needs and market conditions that are unique to the circumstances of each company. As a result, PCM votes on a case by case basis involving changes to a company's capitalization. In general, PCM closely scrutinizes proposals relating to the authorization of additional common stock and has a preference for voting in favor of proposals authorizing share repurchase programs.

Mergers and Acquisitions. PCM votes on a case by case basis with respect to matters relating to acquisitions, mergers, reorganizations and other transactions. PCM examines factors including the economic merits of the transaction, the potential conflicts of interest between management and shareholders, and the impact of the proposed transaction on corporate governance and shareholder rights.

Corporate Charter or Bylaws. With respect to board proposals to amend a company's charter or bylaws, PCM votes on a case by case basis. PCM evaluates the stated reasons for the amendment as well as the effects on Shareholder rights.

Corporate Governance. SEC regulations permit shareholders to submit proposals for inclusion in a company's proxy statement. These proposals generally seek to change some aspect of a company's corporate governance structure or to change some aspect of its business operations. In some cases, these proposals are made in furtherance of broader social concerns held by the proposing shareholders. Though PCM reviews all such proposals on a case by case basis, it most frequently votes in accordance with the recommendation of the company's board of directors. PCM generally places particular significance on proposals made by large or long-term shareholders and on proposals relating to governance issues or acquisitions, mergers, reorganizations and other transactions.

PCM's Compliance Department is responsible for overseeing the proxy voting process and ensuring that conflicts of interest do not influence PCM's proxy voting decisions. Examples of conflicts of interest may include (i) whether PCM manages assets for the company, an employee of the company, or employee group of the company; (ii) whether the investment team member responsible for recommending the proxy vote is a close relative of or has a personal or business relationship with an executive, director or person who is a candidate for director of the company or is a participant in a proxy contest; and (iii) whether the investment team member responsible for recommending the proxy vote has a personal interest in the outcome of the matter before shareholders that is different from the general interests of PCM clients. If a material conflict is identified, PCM will take steps to ameliorate the conflict that may include (a) removing the conflicted PCM employee(s) from the voting process, (b) voting shares in accordance with the recommendations of one or more nationally recognized corporate governance advisory firms, (c) seeking voting instructions from a non-interested party, (d) referring the proxy vote or recommendation to the client or (e) adopting such other method as is deemed appropriate given the particular facts and circumstances, including the importance of the proxy issue and the nature of the conflict of interest.

Clients may request a copy of PCM's Proxy Voting Policies and Procedures, as well as reports on how their proxies have been.

Item 18 Financial Information

Balance Sheet

PCM has not attached a balance sheet for its most recent fiscal year as PCM does not require or solicit prepayment of management fees.

Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients

There are no financial conditions likely to impair PCM's ability to meet contractual commitments to its clients.

Bankruptcy Filings

PCM is not currently, and has never been, the subject of a bankruptcy petition.

Client Brochure – Additional Information and Operational Policies

Client Suitability

Each PCM client must carefully consider the appropriateness of PCM's investment offerings in light of their own financial circumstances, investment goals and risk tolerance. Clients are also urged to seek the advice of tax professionals and other relevant professionals as PCM does not offer tax, legal or estate planning advice. PCM makes no representation regarding the likelihood or probability that our investment approaches will in fact achieve their stated goals.

Trade Errors

In the event of a trade error attributable to PCM, it is PCM's general policy to place the client in the position they would have been had the error not occurred. When an error is identified prior to settlement, PCM normally will move the trade to its error account. In such cases, the profit or loss resulting from the reversing transactions will be retained by PCM. In the event the error is identified after settlement, PCM generally will seek to reimburse the client for any losses arising out of the error by crediting management fees. If a settled trade results in a gain for a client, such gain will remain with the client unless specific instructions to the contrary are received from the client. With respect to errors affecting multiple securities resulting from the same instruction or account restriction, any gain or loss attributable to PCM will be determined on an aggregate rather than individual security basis. If the execution of a purchase or sale order is delayed due to an error attributable to PCM, the delay will be treated as a trade error to the extent it results in the trade (i) not being executed as a part of the allocation or group of trades of which it was a part or in a reasonable time thereafter and (ii) being executed on terms that are not consistent with the original parameters of the order.

Participation in Corporate and Other Legal Actions

Unless otherwise directed by a client, PCM provides instructions to custodians regarding tender offers and rights offerings for securities held in client accounts. However, PCM does not provide legal advice to clients and does not determine whether a client should join, opt out of, or otherwise submit a claim with respect to any legal proceedings, including bankruptcies or class actions involving securities held or previously held by the client. PCM generally does not have authority to submit claims or elections on behalf of clients in legal proceedings.

On a case by case basis, Carnes may (as an administrative matter) offer to file certain class action claim forms electronically on behalf of PCM clients that have directed their accounts to trade through Carnes. Clients who agree to have Carnes make particular filings on their behalf should be aware of the following:

- Neither PCM nor Carnes is in a position to make any legal determination on a client's behalf as to whether it is in their best interest to file a claim. Filing a claim may result in the client providing a general release with respect to known and unknown claims against the subject company. Neither PCM nor Carnes recommend that any client should participate in or opt out of any particular settlement.
- Carnes is only able to file a claim for the shares held in a client's PCM account. In some instances settlements only permit one claim per claimant, so if a client holds shares at another

broker, the client will not be able to recover on those shares if they have Carnes file on their behalf.

- By having Carnes submit a claim on their behalf, the client will not be able to challenge the settlement or seek appraisal or other judicial remedies with respect to their shares.
- Carnes may not file claims in all circumstances. If a settlement does not permit or accept electronic filings or requires duplicate manual filings, Carnes will not file. Carnes may also at its discretion determine not to file a claim, including in the case of settlements that are monetarily insubstantial or pose administrative complexities.
- If a client chooses to have Carnes make filings on their behalf there is no way to reverse the claim submission once it has been made.

Undisclosed External Arrangements or Circumstances

PCM manages client portfolios and makes recommendations to clients based upon the information that it has been provided. Accordingly, in managing and making recommendations for client accounts, PCM is not in a position to take into consideration specific client circumstances, arrangements, or considerations of which it has not been notified in writing. This would include, among other things, a client's pledging of assets, the use of leverage, and a near-term need to access (or rely upon) account assets for income or transactions with other parties. Each client is responsible for monitoring, on an ongoing basis, its allocation of assets to PCM in light of the client's overall financial situation and investment goals.

Compliance with DOL Regulations Regarding Fiduciary Investment Advice

When advising client retirement and benefit plan accounts that are subject to ERISA, PCM acts as an ERISA fiduciary. This means that we undertake to act in a manner that is both prudent and in the best interest of the retirement plan client. PCM also may from time to time engage in communications with an existing or prospective client about retirement account assets under circumstances that make those communications (and resulting transactions) subject to Department of Labor ("DOL") and ERISA fiduciary rules. In such cases, it is PCM's policy to act as an ERISA/Internal Revenue Code fiduciary and comply with the impartial conduct standards and related requirements set forth by the DOL in PTE 2020-02.

Compliance with Regulatory Requirements and Shareholder Rights Plans

PCM has adopted a number of procedures designed to ensure that it does not purchase or sell securities in violation of shareholder rights plans (i.e., poison pills) or regulatory requirements relating to the acquisition or sale of securities (e.g., Bank Holding Company Act requirements, state gaming regulations, and insider trading laws). Such requirements may result in PCM executing or refraining from executing securities transactions for client accounts when it would not otherwise do so. Any transactions implemented or failed to be implemented in client accounts in good faith in connection with such requirements will not be regarded as trade errors.

Public Company Board Service

From time to time PCM employees may seek or accept directorships on public company boards. This may include accepting seats on the boards of companies whose securities are held in PCM

client accounts at times when PCM believes having direct board representation is in the long-term best interests of its clients. However, such Board representation often may restrict PCM's ability to purchase or sell shares in the company at times when it may otherwise be opportune to do so. In the event of such board participation the PCM employee serving in a director capacity will generally become entitled to compensation in the form of cash and/or company stock, restricted stock or stock options. Any stock or option based compensation related to a PCM employee's board service will be subject to PCM's employee trading restrictions, in addition to any trading restrictions imposed by the relevant company or applicable law. It is generally PCM's preference that arrangements be put in place with the company to allow director compensation to be paid to or held by Pelican Bay Holdings, LLC, PCM's holding company parent. Director compensation amounts received by PCM or Pelican Bay Holdings are used to offset expenses related to the board representation, board related insurance or investment research. In the absence of such payments these expenses would be borne by PCM directly.

Insider Trading and PCM's Rule 10b5-1 Plan

Under applicable law PCM is restricted in its ability to effect discretionary trades in securities with respect to which it possesses material, non-public inside information ("Inside Information"). PCM has adopted a number of policies and procedures administered primarily by its Compliance Department to ensure firm compliance with laws governing the handling of Inside Information and firm trading while in the possession of such information. As a part of its policies and procedures PCM has adopted a plan pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934 (a "Rule 10b5-1 Plan") that permits PCM, under narrowly defined parameters and subject to Compliance oversight, to effect certain purchases and sales of otherwise restricted securities for client accounts in connection with client-directed cash raisings, account liquidations and the initial account funding process. Other than pursuant to the requirements of applicable law, PCM does not initiate discretionary purchases or sales of securities with respect to which it possesses Inside Information. Accordingly, PCM's periodic possession of Inside Information may restrict PCM from making discretionary trades for client accounts that it would otherwise implement. In certain circumstances PCM's possession of Inside Information regarding portfolio securities could have a negative impact on the performance of client accounts.

Charitable Contributions and Event Sponsorships

PCM may make charitable contributions or sponsor events for charitable purposes. These may involve entities that may be associated with current or former PCM clients. Most of these activities are directed to non-profit or charitable organizations located in Southwest Florida. PCM has adopted policies and procedures that are administered by its Compliance Department relating to these activities in order to mitigate the possibility of actual or potential conflicts of interest.

Cyber Security

PCM has adopted and implemented a cyber security program designed in conjunction with outside consultant ACA Compliance Group. PCM's Information Security Plan is designed to be comprehensive of PCM's operations. The plan is based on the commonly used NIST framework for information security purposes and addresses access control, audit and accountability, contingency planning, incident response, risk assessment, maintenance, physical and environmental protection, system and communication protection and system and information

integrity. PCM also has retained an outside consultant to conduct periodic intrusion tests on PCM's information systems.

Disaster Recovery Plan Summary

PCM maintains a Business Continuity and Disaster Recovery Plan ("BCDR") designed to enable the firm to mitigate and effectively respond to a significant business disruption. The BCDR contains firm-wide and departmental protocols for the operation of critical business functions and identifies personnel assigned to monitor and carry out PCM's critical functions.

The BCDR is intended to address significant business disruptions that vary in scope from short-term, weather related disruptions to the potentially permanent displacement of all or a portion of the firm's operations. In each of these scenarios, the BCDR provides for an evaluation of the scope of the disruption and sets forth appropriate responses. In the case of a business disruption, designated PCM personnel are charged with overseeing the re-establishment of communication between the firm, its employees, and firm clients with the goal, in most instances, of resuming critical functions within four to six hours. PCM maintains a back-up facility for the continuation of the firm's business and the restoration of critical data.

PCM's BCDR is periodically updated based on changes in firm processes, procedures, and circumstances. However, PCM cannot guarantee that all systems or services will be available or recoverable after a disaster, public health event or significant business disruption. PCM conducts testing of the BCDR with the goal of ensuring that the critical systems and data will be available within a reasonable amount of time following a significant business disruption.