

Investment Philosophy

We are a fundamental, “bottom up” manager with a long-term time horizon. Our investment philosophy highlights buying high quality companies at a 30%+ discount to estimated fair value. Our approach emphasizes rigorous research, a disciplined stock selection process, a strong valuation orientation, a focused portfolio (25-35 holdings) and a well-defined sell discipline.

Portfolio Overview

Turnover	40% or less avg.
Time Horizon	3-5 years
Universe	\$250mm - \$5Bn
Focused	25 - 35 positions
Typical Holding	3 - 5%
Maximum Holding	6%
Cash	5% average
Active Share	99.2%

Risk Metrics*

Beta	0.66
R-Squared	0.61
Standard Deviation	11.5%
Sharpe Ratio	1.80
Alpha	10.2%
Tracking Error	8.60
Information Ratio	0.60
Batting Average	0.58
Up Market Capture	90.2%
Down Market Capture	41.7%

*3 YRS ending 9/30/18 vs. Russell 2000 Value

Firm

Founded in 1994	
All Employees are Shareholders	
AUM (Firm)	\$951 mm
AUM (U.S. Small Cap Value)	\$578 mm

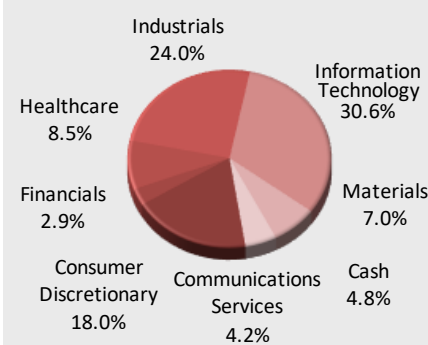
Investment Team

Kevin Bernzott	1994 (24 yrs exp.)
Tom A. Derse, CFA	2004 (18 yrs exp.)
Scott T. Larson, CFA	2007 (22 yrs exp.)
Ryan J. Ross, CFA	2014 (13 yrs exp.)

Top 10 Holdings

Shutterstock, Inc.	5.0%
Catalent, Inc.	4.5%
Bottomline Technologies (de), Inc.	4.4%
Douglas Dynamics, Inc.	4.4%
Cinemark Holdings, Inc.	4.2%
Compass Minerals International, Inc.	4.0%
Generac Holdings Inc.	4.0%
SP Plus Corporation	3.9%
ExlService Holdings, Inc.	3.8%
Callaway Golf Company	3.6%
% of total portfolio	41.8%

Sector Breakdown



Portfolio Characteristics

Number of holdings	29
Weighted Avg Market Cap	\$3.7Bn
Median Market Cap	\$3.0Bn
Largest Cap	\$18.0Bn
Smallest Cap	\$0.6Bn
EBIT Margin (LTM)	11.8%
ROE (Trailing 5Yr)	12.7%
LT EPS Growth (5Yr)	14.4%
P/E Ratio (Forward)	20.5x
Divident Yield (Current)	0.9%
Discount to Fair Value	13.6%

Small Cap Value Composite Performance (9/30/18)

	3Q18	1YR	3YRS	5YRS	7YRS	10YRS	Inception*
Bernzott Small Cap Value Equity (Gross)	11.1%	25.2%	21.4%	14.6%	18.0%	14.3%	14.8%
Bernzott Small Cap Value Equity (Net)	10.9%	24.3%	20.7%	13.9%	17.3%	13.5%	13.9%
Russell 2000 Value	1.6%	9.3%	16.1%	9.9%	15.3%	9.5%	10.7%
Russell 2500 Value	2.7%	10.3%	14.5%	10.0%	15.3%	10.5%	11.4%

Quarterly Commentary: The U.S. Small Cap Value composite's 3Q18 return was +10.9% (net) compared to the benchmark Russell 2000 Value's return of 1.6%. In 3Q18, the strategy's 934 bps of outperformance was primarily driven by strength in Information Technology (+545 bps), Consumer Discretionary (+144 bps) and Health Care (+117 bps) offset by underweighting in Utilities (-21 bps). The top three contributors were Bottomline Technologies (EPAY), Callaway Golf (ELY) and Shutterstock (SSTK). The top three detractors were Michaels (MIK), Douglas Dynamics (PLOW) and Gentex (GNTX). We initiated two new positions in the quarter: Quotient Technology (QUOT) and LogMeIn (LOGM). We ended the quarter with 29 positions. We continue to believe the portfolio is well positioned for long-term appreciation with a weighted-average discount to fair value of 13.6% at the end of 3Q18.

Our portfolio of carefully selected companies has a growth element to it. This isn't accidental. We are not deep value investors focused on buying struggling businesses in secular decline or in need of a dramatic turnaround. Rather, we seek to buy high quality companies with strong growth prospects. Furthermore, as value investors, the price we pay for these temporarily mispriced companies is very important to us.

In the 1992 Berkshire Hathaway shareholder letter Warren Buffett wrote: *Most analysts feel they must choose between two approaches customarily thought to be in opposition: "value" and "growth." Indeed, many investment professionals see any mixing of the two terms as a form of intellectual cross-dressing. We view that as fuzzy thinking (in which, it must be confessed, I myself engaged some years ago). In our opinion, the two approaches are joined at the hip: Growth is always a component in the calculation of value, constituting a variable whose importance can range from negligible to enormous and whose impact can be negative as well as positive.*

Given the focus on small cap companies and the importance we place on valuation, we consider our flagship product a Small Cap Value strategy. However, given the portfolio's underlying characteristics, the strategy has been classified as Small Cap Value, Small Blend, Small Cap Core, SMID Cap Value and even Small Cap Growth. No matter the label it is given or the box it is placed in, our goal with the strategy remains the same: the patient and disciplined application of our investment process to generate superior, risk-adjusted returns for our clients over a long-term time horizon.

Explanation of Equity Performance Performance Footnote Disclosure -

Bernzott Capital Advisors claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards. Bernzott Capital Advisors has been independently verified for the periods of Jan. 1, 1995 through December 31, 2016. Verification assesses whether the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. The US Small Cap Value composite has been examined for the periods of Jan. 1, 1995 through December 31, 2016. The verification and performance examination reports are available upon request.

	# of Portfolios in Composite at period end	Total Composite Assets (\$ millions) at period end	Composite Equity Only Assets (\$ millions) at period end ⁴	Composite Dispersion %	Composite 3 Yr Standard Deviation	Russell 2000 Value 3 Yr Standard Deviation	Russell 2500 Value 3 Yr Standard Deviation	Total US Small Cap Value Assets ¹ (\$ millions)	Total Firm-wide Assets Under Management (\$ millions)	Composite Assets as a % of US Small Cap Assets at period end	Composite Assets as a % of Firm-wide Assets at period end	Bernzott Gross of Fees	Bernzott Net of Fees	Russell 2000 Value	Russell 2500 Value
2008	320	\$ 344.9	n/a	4.8%	17.23	19.41	18.54	\$ 405.1	\$ 405.1	85.1 %	85.1 %	-21.33%	-21.85%	-28.92%	-31.99%
2009	278	\$ 442.5	n/a	5.8%	20.03	25.98	24.96	\$ 481.8	\$ 481.8	91.8 %	91.8 %	25.32%	24.41%	20.58%	27.68%
2010	94 *	\$ 302.0 *	n/a	1.2%	20.85	28.77	27.53	\$ 319.7	\$ 470.8	94.4 %	64.2 %	21.13%	20.23%	24.50%	24.82%
2011	80	\$ 195.2	n/a	1.3%	17.95	26.42	24.57	\$ 198.0	\$ 372.0	98.6 %	52.5 %	9.02%	8.24%	-5.50%	-3.36%
2012	34	\$ 169.2	n/a	1.0%	14.41	20.17	18.67	\$ 192.0	\$ 395.2	88.1 %	42.8 %	16.81%	16.04%	18.05%	19.21%
2013	35	\$ 237.4	n/a	0.8%	12.52	16.05	15.29	\$ 267.0	\$ 513.6	89.0 %	46.2 %	34.38%	33.52%	34.52%	33.33%
2014	35	\$ 269.9	n/a	0.4%	10.41	12.98	11.14	\$ 274.7	\$ 528.7	98.2 %	51.0%	6.69%	5.98%	4.22%	7.11%
2015	38	\$ 259.7	n/a	0.5%	12.80	13.65	12.19	\$339.8	\$577.2	75.9 %	44.7%	-6.91%	-7.46%	-7.47%	-5.49%
2016	35	\$ 385.3	n/a	0.3%	13.34	15.72	13.36	\$405.9	\$655.3	93.8%	58.1%	17.65%	16.97%	31.74%	25.2%
2017	36	\$404.2	n/a	0.2%	12.70	14.20	11.98	\$512.7	\$854.4	78.9%	47.3%	28.21%	27.41%	7.84%	10.36%

Equity product inception: January 1, 1995. ¹The difference between this column and the "total composite assets at period end" is the accounts that do not meet the size parameter for the composite and any new account under management that has not met the waiting period to join the composite. ² Presented composite performance prior to October 1, 2006 is based upon equity only returns including allocated cash. Composite performance following October 1, 2006 is based on total account returns. * - To accommodate the needs of our high net worth non-institutional clients, Bernzott Capital Advisors has and will purchase equities across the capitalization spectrum, and not limit those purchases to the small cap universe. Effective October 1, 2010, the composite was redefined to only include those clients with a specific small cap mandate. This redefinition and client accommodation has resulted in a decline of AUM in the US Small Cap Value composite without impacting firm wide AUM.

GIPS Compliance Requirements:

Bernzott Capital Advisors is an equity portfolio investment manager that invests in U.S.-based securities. Bernzott Capital Advisors is defined as an independent investment management firm that is not affiliated with any organization.

The US Small Cap Value Composite includes all fully discretionary portfolios that invest in small capitalization U.S. stocks that are considered to have risk-adjusted returns purchased, at reasonable prices. The composite includes concentrated portfolios of market leading companies with consistent operating performance, significant recurring revenue, solid operating margin, moderate leverage and strong returns on capital. A size parameter of \$250,000 is applied for composite membership. As of October 1, 2006, composite asset performance is derived from total account performance and eligible accounts are added to the composite after accounts are under management for two complete quarters. Prior to October 1, 2006, the composite was constructed from fully discretionary small cap equity only portfolios and fully discretionary small cap equity segment carve outs of accounts included in the firm composite. Prior to October 1, 2006, accounts were included in the composite their first full quarter under management. The Bernzott's benchmark is the Russell 2000 Value Index (taken from published sources). The Russell 2500 Value Index is provided as a secondary benchmark.

Gross-of-Fees returns reflect only the deduction of trading costs. Net performance returns reflect the deduction from gross performance of all trading costs, actual management fees and embedded fees. Since January 1, 2005 non-fee-paying accounts represent <1% of the composite assets. For the period Jan. 1, 2004 through Dec. 31, 2004 non-fee-paying accounts represent 1% of the composite assets. For the period Jan. 1, 1998 through Dec. 31, 2003 non-fee-paying accounts represent 2% of the composite assets. Bernzott performance is stated in US dollars. Prior to 10/1/06 the annual composite dispersion was an asset-weighted standard deviation calculation for the equity only portion of the account in the composite for the entire year and calculations did not take into account the effect of cash. Following that date, the annual composite dispersion is an asset-weighted standard deviation calculation using total account returns. 1995 and 1996 dispersion values are presented as n/a since five or fewer accounts are in the composite for the entire annual periods presented. Returns are presented gross and net of management fees and include the reinvestment of all income.

For institutional client accounts in the US Small Cap Value strategy, the management fee schedule is as follows: 0.90% on the first \$10 Million; 0.80% on the next \$15 Million; 0.75% on the next \$25 Million and 0.65% on the balance.

For private client accounts, the management fee schedule is as follows: 1% on the first \$2 Million; 0.75% on the next \$3 Million; 0.50% on the balance.

Special circumstances unique to a specific client may result in the negotiation of fees different than those set forth herein. We generally aggregate separate accounts of a single relationship for billing purposes. We may serve certain non-profits qualified under Section 501(c)3 IRC at a discount and we waive fees for employees and related parties.

Bernzott's composite was created July 1, 1999 and composite membership parameters were revised December 1, 2006 effective October 1, 2006. A complete list of Bernzott's composites is available upon request. The policies of valuing portfolios, calculating performance and preparing compliant presentations are available upon request. Bernzott does not utilize leverage, derivatives or short positions. Bernzott does not have any significant company events to disclose. A size parameter of \$250,000 is applied for composite membership. The minimum account size was implemented January 1, 2001. As of October 1, 2006, composite asset performance is derived from total account performance. Prior to October 1, 2006, the composite was constructed from fully discretionary small cap equity only portfolios and fully discretionary small cap equity segment carve outs of accounts included in the firm composite. Prior to January 1, 2004, the composite was known as the Small/Mid Cap Domestic Equity Composite. There was no change in the investment process as a result of the composite name change. Prior to October 1, 2006, carve-out portfolio segments were included in this composite and cash was allocated to the composite on a set percentage of 5%. As of October 1, 2006, portfolio segments are not included in this composite and all cash and cash equivalents are included in performance. An account will be removed from the composite membership if a cash outflow reduces the account value below the minimum size parameter. Additional information regarding the treatment of significant cash flows is available upon request.

Past performance is not indicative of future results.

Prior to April 2013, Schmetter & Associates, LLC. (S&A) served as an independent institutional sales and marketing representative for Camarillo, California based Bernzott Capital Advisors. S&A continues to receive 20-25% of collected revenue from specified institutional clients. S&A is not a broker/dealer. BCA currently employs two individuals responsible for business development. They receive a % of collected revenue from specified institutional clients. All fees paid by Bernzott Capital are in hard dollars. No additional amount is ever billed to any client as a result of such payments.

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