US Large Cap Strategy Commentary

3Q20

Southeastern Asset Management

For Institutional Investors Only

	Qtr (%)	YTD (%)	1 Year (%)	3 Year (%)	5 Year (%)	10 Year (%)	Since Inception (%)
				Annualized Total Return			
US Large Cap Strategy (Gross)	7.71	-5.27	1.87	-1.68	6.68	7.16	12.85
US Large Cap Strategy (Net)	7.56	-5.64	1.33	-2.18	6.14	6.57	12.05
S&P 500	8.93	5.57	15.15	12.28	14.15	13.74	11.73
Russell 1000 Value	5.59	-11.58	-5.03	2.63	7.65	9.95	11.23

*Since Inception 12/31/1979

The US Large Cap Strategy added 7.56% in the third quarter, while the S&P 500 returned 8.93%. Almost every company in the Strategy produced positive returns in the quarter, with some of those given back in September against a month of broad market declines. Several companies reported double-digit returns, driven by stronger-than-expected results in the quarter. Our cash weighting, which averaged 26%, more than accounted for the relative return gap in the quarter. The Strategy's lack of exposure to the S&P 500's top-performing Information Technology sector remains the largest drag on relative returns for the year, while the Strategy has benefitted year to date (YTD) from our superior stock selection within the Energy sector (the S&P 500's worst-performing sector by a long shot), which has been a positive contributor to the Strategy. Although the Strategy trails the momentum-driven S&P 500, the Strategy is ahead of the Russell 1000 Value Index on a trailing 1-year basis.

Market Review

Last quarter, we wrote about the two different categories of bear markets we have seen seven times over the last 50+ years – those that were started by an external macro shock (from which value has historically bounced back better than the market after a period of initial underperformance) and those that were

Portfolio Characteristics

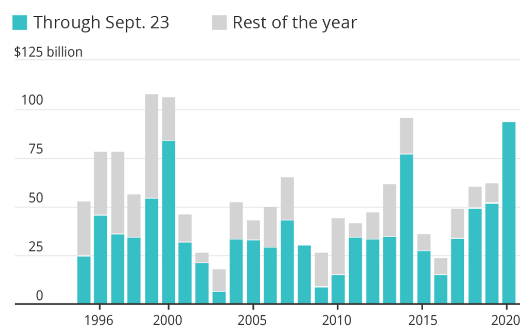
Price-to-Value	high-50s%
# of Holdings	15
% of Cash	25.3%
Portfolio Yield	2.2%

started by the popping of a speculative stock market bubble. Over the last three months, we began to see early signs of both our style of investing bouncing back and the speculative bubble popping, or at least letting some air out. While we will highlight strong stock-specific results at the companies we own later, we saw some promising signs that momentum will not drive markets forever. While our previous letter focused more on the quantitative signs of market excess, we thought it might be helpful in this letter to highlight some other, more qualitative reasons things could soon turn our way.

The first sign of market excess to discuss has been the dramatic rise in initial public offerings (IPOs), as the market has continued to first thaw from and then quickly overheat after the initial COVID-19 shock. After seeing sentiment measures reach Global Financial Crisis (GFC)-levels in March, it is pretty amazing to consider that 1999-2000's IPO issuance record is now within reach only six months later, as shown in chart 1 below.

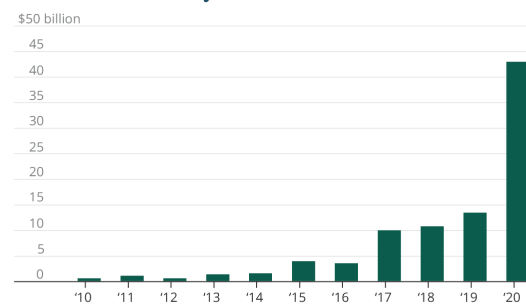
The September 4th MarketWatch headline christening 2020 as "The Year of the SPAC" (special purpose acquisition corporation) is arguably an even starker sign of excess, with the highest issuance of SPACs on record, by a lot, as shown in chart 2 below.

Chart 1: Money Raised by US-listed IPOs



Source: Driebusch, C. (2020, September 25). IPO Market Parties Like It's 1999. *Wall Street Journal.* Retrieved from wsj.com; Dealogic

Chart 2: Money Raised in Blank-Check Company IPOs, Annually



Source: Wursthorn, M. (2020, September 30). Blank-Check Companies Get the ETF Treatment. *Wall Street Journal.* Retrieved from wsj.com; Dealogic

In a way, this signifies an even frothier market than the kind of IPO boom that has typically been associated with traditional market peaks. At least with IPOs you know what you are buying, even if it is at a high multiple and is being sold by someone who

knows a lot more about it than you do. Essentially “blank-check companies,” SPACs represent shares in a company that has no operations. SPACs are a total leap of faith that markets are only open to when things feel the best, but a big leap off a high peak can lead to a painful splat. The Year of the SPAC was taken to an even greater extreme with the launch of the first SPAC ETF on October 1st. In our view, this unholy union is a sign of peak market mania.

We have also seen a sharp increase in retail stock trading forming part of the zeitgeist, which is yet another sign of a market top. In recent history, we had the great bitcoin Thanksgiving of 2017 (bitcoin trades today at $10,504 vs. its high of $19,783 in December 2017). Similarly, right before the GFC, there was a mania for building and flipping houses (housing starts even in the strong year of 2020 are still on track to be in the 1.5 million range vs. a peak of over 2 million pre-GFC). But, we have to go back to 1999-2000 to see a retail frenzy for certain stocks at similar levels we are seeing today. Putting a sad 2020 twist on the old “shoeshine boy test”, one of us recently lost someone close to us but was unable to attend the small funeral service due to COVID restrictions and family obligations. While texting with the family member who was able to attend, she reported back not on the details of the service, but rather on all of the questions about options trading and an electric vehicle stock from the guests in attendance! For contrarians like us, this brought some glimmers of hope to a long day in a long year.

Contribution to Return

3Q Top Five

Company Name	Total Return (%)	Contribution to Return (%)
FedEx	82	3.36
Mattel	21	1.11
Comcast	19	0.86
Carrier	24	0.85
CNH Industrial	11	0.57

3Q Bottom Five

Company Name	Total Return (%)	Contribution to Return (%)
General Electric	-9	-0.48
Affiliated Managers Group	-8	-0.43
CK Hutchison	-6	-0.23
Fairfax Financial	-5	-0.22
MGM Resorts	5	-0.10

FedEx, the transportation and logistics company, was the top contributor after reporting outstanding quarterly performance, with earnings more than 66% above estimates and excellent free cash flow (FCF) conversion. The disappearance of competing passenger airline underbelly capacity helped Express grow volumes 28%, while Ground proved its critical role in e-commerce logistics with a 31% volume increase. CEO Fred Smith's ambitious goal to deliver 100 million e-commerce packages per year is now on track for 2023, years ahead of schedule. FedEx has found a profitable strategy with a long growth runway by working with major e-commerce competitors like Walmart and Target, and FedEx's national retail presence offers an advantage in handling customer returns. Last October, Southeastern's Vice-Chairman Staley Cates interviewed Fred Smith and Alan Graf on the Price-to-Value Podcast, as near maximum pessimism on the company was being priced in by the market. We maintained our conviction and added to the position in 2019, and that has been rewarded. In September, Staley wrote to the research team, "We have had plenty of companies over the past few years show the folly of thinking you know where earnings will go over several quarters, often in a disappointing way. This one again shows the folly of near-term earnings estimates but happily is a radical miss on the upside." For perhaps the first time in our careers, we saw a sell side report price target more than double in a one-quarter period. Despite the stock's rapid appreciation, with the new higher earnings estimates FedEx trades at a mid-teens price to earnings (P/E) multiple and a discount to our appraisal. There is additional upside as the company completes its long-awaited TNT integration and Ground's traditional business-to-business (B2B) volumes return from their April nadir, helping maximize utilization and expand margins.

Mattel, the classic toy company, was another strong contributor in the quarter. Although this year's revenues will be down due to global lockdowns shutting stores, the company is on track to increase its annual earnings before interest, taxes, depreciation and amortization (EBITDA) with higher gross margins and the successful execution of its outsourced manufacturing strategy. Barbie delivered another excellent performance, gaining seven points of US doll market share in the second quarter, while growing its revenues as competitors shrunk. Mattel also released a new Barbie special on Netflix in September, part of a promising long-term push into intellectual property licensing. American Girl, a brand that has struggled for years, doubled its digital sales

during the quarter as well. With higher profitability, shoppers returning to stores and a strong new digital media presence behind its biggest brands, CEO Ynon Kreiz's strategy is beginning to pay off.

Comcast, the cable and entertainment company, added to the strong absolute results in the quarter. Cable delivered one of its best quarters of net subscriber additions ever and grew EBITDA 5.5%, while losses from closed small business customers have moderated during reopening from the COVID lockdown. Sky, the European TV and broadband business acquired in 2018, retained subscribers at a high rate despite the extended absence of live sports. CEO Brian Roberts stated that Sky remains on pace to double its EBITDA over the next several years. Comcast's new Peacock streaming service and Universal theme parks are ramping up revenues gradually, presenting more opportunities for Comcast to improve earnings significantly over the next several years. Despite the double-digit returns in the quarter, the company remains discounted. We were encouraged by Roberts statement in the quarter that he was committed to repurchasing shares again in the near future.

Carrier, the heating, ventilation and air conditioning (HVAC) and security company, was also a top performer. We added to our position in Carrier when it spun out of United Technologies early last quarter, as it traded at less than half of our appraisal and a 7x trailing P/E against similar competitors that were trading at 13-17x. Carrier CEO David Gitlin and the rest of the management team have done great work in a very difficult situation to preserve cash, deleverage and position the business for a strong rebound as lockdowns eased. Carrier's share price almost doubled over a period of months, and we exited the position in the quarter as it traded through our appraisal.

General Electric (GE), the industrial conglomerate, was the top detractor in the quarter due to the slow recovery of the commercial aerospace industry, where monthly departures are improving but are still down 40% against last year. GE Aviation's commercial engine and maintenance revenues have fallen by half, and the segment will not approach its 2019 profits for another few years. We have taken down our appraisal value to reflect this new reality. CEO Larry Culp has responded with necessary cost cuts and announced that consolidated GE will be cash profitable in the second half of this year and 2021. In Healthcare, where GE's quarterly revenues fell 4%,

scanning procedures and pharmaceutical diagnostics sales are recovering. GE Power, despite reporting -9% revenues for the quarter, has begun receiving significant new orders in natural gas and renewable energy equipment, while service sales rebound back near normal levels. We expect each one of GE's segments to keep improving revenues and profitability over the next several years, helping the company to reach its target of high-single digit FCF margins. Today, the stock trades at less than half of our conservative appraisal value for this world-class collection of businesses.

AMG, the asset management holding company, was also a detractor as the company reported net outflows for the quarter. Over 95% of the net outflows came from quantitative strategies, which represent only approximately one quarter of AMG's total AUM and less than 5% of proportionate EBITDA, meaning that the majority of the company's affiliates and earning power did not shrink organically. Market appreciation helped AMG's AUM grow 6%, and our appraisal of the value increased 10% due to the higher recurring fee revenues and substantial FCF in the period. The stock trades at a 5x FCF multiple, which would suggest a permanently impaired, shrinking business. Yet AMG's alternatives managers, particularly its private equity firms, reported an encouraging $3 billion of net inflows with long lock-ups. CEO Jay Horgen intelligently repurchased discounted shares at a 6% annualized pace, while borrowing 2030 bonds at a 3.3% coupon and 2060 bonds at a remarkable 4.75%. The encouraging performance from most affiliates and the extreme spread between the stock's 20% earnings yield and low cost of long-term debt suggest a substantial mispricing of the equity.

Portfolio Activity

Summary of Trade Activity

New Purchases	Full Exits
MGM Resorts	Carrier
	Alphabet

We fully exited two investments that Southeastern first bought in 2015 – Alphabet, back when it was still called Google, and Carrier, as discussed above.

We got many surprised looks and quite a few questions from clients when Google first showed up in our portfolios. While this investment might have looked like a "tech stock", when it traded at a mid-teens to low double-digit core FCF multiple, it was also right up our alley. Its main business of Search had - and still has - an understandable moat, with a management team that were owner operators with a proven track record, and it traded at a significant discount when we did our work to back out the then-undisclosed losses on non-core businesses. Since then, the company's primary businesses of Search, YouTube, Maps and the Play Store grew profits at double-digit rates, while newer businesses in cloud/software, autonomous driving and healthcare grew their value from very little to over $100 billion. CEO Sundar Pichai and CFO Ruth Porat have been good partners. Alphabet is a good example of incorporating lessons learned from past examples of exiting a growing business too early. Our global research team worked together to continually review our case for the business, focusing on future value growth (our appraisal value grew 16% per annum over our holding period) instead of a single point in time price-to-value discount to avoid "cutting our flowers" too early, to quote Warren Buffett. However, we did not get so carried away that we were willing to hold it forever at any price or pile into other market favorites over the last few years at nosebleed multiples. Ultimately, we reluctantly sold the position after over five years of ownership as the price to free cash flow multiple reached a long-term high point, and the threat of economically destructive regulation seems to loom closer. We learned a lot from this investment that we look forward to putting to use in the years to come.

We bought a new investment in casino company, MGM. The company operates regional and Las Vegas properties including the Bellagio, owns shares in Macau's MGM China, and is developing a significant competitor in online gaming with strong growth potential beyond our appraisal. We know the business well from our history of owning Wynn and Melco (in Macau). We were never previously able to get comfortable on the "People" side of things at MGM, until both a new CEO Bill Hornbuckle was announced this year, and great capital allocator Barry Diller invested in the company. We were able to buy the company at less than 7x our estimate of normalized 2022 FCF, as the industry is facing short-to-medium challenges in the face of COVID. There is liquidity on

the balance sheet, little debt at the parent level, and in his first six months on the job, Hornbuckle has responded to the challenging industry environment with value-accretive cost cutting, while we are excited to see what Diller brings to the table on digital gaming and capital allocation.

Outlook

After another quarter of strong market returns, we were excited to see increased volatility and share prices pulling back a bit in the last month, when we were able to start putting some of the cash to work again. Our research team has been busy, and our on-deck list of potential new investments grew substantially in the last three months. We have over five ideas that are fully vetted and being closely watched across a variety of industries. These companies range from healthcare to telecom to real estate to retail to defense/aerospace to consumer-packaged goods to financial services to even technology. They have all been discounted for idiosyncratic reasons. With more market volatility, we expect we will be able to put more cash to work into at least some of these businesses at good prices.

Continuing the theme of this letter, it feels like things are closer to coming our way, mostly because it felt, for the first two months of this quarter, that market sentiment had rarely been worse for bottom-up, value investors like us. It will be an interesting rest of the year for all of the reasons that we are all tired of hearing about. We can imagine a grid of outcomes with the best possible (but not the most likely) "cube" being [vaccine that works well and is rolled out smoothly and swiftly over the next 6-9 months] + ["normal" (we give some leeway with those quotes) US election] + [nothing else bad happening], but we are aware that there are a lot of other cubes in this grid. Of course there are always large outcome grids like this (that's life), but it is rare to find so many consequential and sharply divergent paths compressed into so few months, and it feels like the market is pricing in a scenario much closer to the ideal cube for a lot of market sectors that have been seemingly priced for perfection for years now. Where the market is more doubtful, we feel that the vast majority of the pain has already been taken, including in some holdings, like Lumen (the recently renamed CenturyLink) and General Electric, to name a few. We have maintained our cash discipline as the market melted up, meaning we have cash available to be a liquidity

provider in the next market downdraft, and we will not be afraid to put it to work when investments qualify. For those reasons, we are confident the Strategy will work from here in a variety of outcomes and look forward to speaking with you again after year end. We hope you and your families remain safe and healthy.

See following page for important disclosures.

Southeastern Asset Management can be found in our ADV Part 2, available at www.adviserinfo.sec.gov. Statements regarding securities are not recommendations to buy or sell the securities discussed. The statements and opinions expressed are those of the author and are as of the date of this report. Holdings identified do not represent all of the securities purchased, sold, or recommended for advisory clients. Current and future holdings are subject to risk and past performance does not guarantee future results. Portfolio information is based on a sample account at September 30, 2020. Portfolio makeup and performance will vary on many factors, including client guidelines and market conditions.

P/V ("price-to-value") is a calculation that compares the prices of the stocks in a portfolio to Southeastern's appraisal of their intrinsic values. The ratio represents a single data point about a strategy and should not be construed as something more. P/V does not guarantee future results, and we caution investors not to give this calculation undue weight.

"Margin of Safety" is a reference to the difference between a stock's market price and Southeastern's calculated appraisal value. It is not a guarantee of investment performance or returns.

SOUTHEASTERN ASSET MANAGEMENT, INC.
INSTITUTIONAL U.S. EQUITY COMPOSITE
ANNUAL DISCLOSURE PRESENTATION

Year End	Total Firm Assets (USD) (millions)	Composite Assets (USD) (millions)	Number of Accounts	S&P 500 (with dividends)	Annual Performance Results Composite		Composite Dispersion	Composite 3-Yr Annualized EX-Post Standard Deviation	Benchmark 3-Yr Annualized EX-Post Standard Deviation
					Gross	Net			
2019	12,481	902	16	31.5%	15.2%	14.6%	1.8%	14.6%	11.9%
2018	13,881	1,778	24	-4.4%	-16.0%	-16.4%	1.3%	12.4%	10.8%
2017	18,203	3,235	27	21.8%	16.9%	16.4%	2.2%	12.6%	9.9%
2016	19,302	3,951	35	12.0%	20.1%	19.5%	4.9%	13.2%	10.6%
2015	20,315	4,251	47	1.4%	-11.9%	-12.4%	2.1%	13.0%	10.5%
2014	30,542	7,339	72	13.7%	6.2%	5.6%	1.0%	11.1%	9.0%
2013	34,914	7,524	74	32.4%	32.5%	31.7%	1.8%	15.8%	11.9%
2012	31,752	7,665	83	16.0%	16.7%	16.0%	2.0%	17.4%	15.1%
2011	31,485	7,347	82	2.1%	-1.5%	-2.1%	2.1%	22.5%	18.7%
2010	34,639	8,085	88	15.1%	15.8%	15.1%	2.8%	29.8%	21.9%

Institutional U.S. Equity Composite - Portfolios included in this composite normally contain 15-25 securities. Sector and industry weightings and market cap size are a by-product of bottom-up investment decisions. Assets held in non-U.S. investments generally do not exceed 30% of portfolios. Cash is a by-product of a lack of investment opportunities that meet Southeastern's criteria. The benchmark used for comparison is the S&P 500 with dividends. Southeastern Asset Management, Inc. ("Southeastern") claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards. Southeastern has been independently verified for the periods January 1, 2001 through December 31, 2019. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. The Institutional U .S. Equity Composite has been examined for the periods January 1, 2001 through December 31, 2019. The verification and performance examination reports are available upon request. Southeastern is an independent investment management firm that is not affiliated with any parent organization. Southeastern invests primarily in equities. Prior to 2012, results were based on fully discretionary portfolios under management with a minimum ending market value of $10 million at the end of each quarter, including portfolios with market values below $10 million if the decline below this threshold was due solely to unrealized losses. Portfolios that fell below this threshold due to market volatility remained in the composite for a period of up to one year. If the market value of the portfolio had not corrected and increased above the minimum within one year, then it would be excluded from the composite going forward until the minimum value was once again satisfied. Beginning in January 2012, there is no longer a minimum market value threshold considered for composite inclusion. Portfolios are managed without regard to tax considerations and have a base currency of U.S. dollars. Effective July 1, 2008, portfolios hold only cash (or equivalents) and securities traded in the United States. Prior to July 1, 2008, portfolios held only cash (or equivalents) and equity securities traded on a U.S. exchange. Past performance is not indicative of future results. A complete list of composite descriptions is available upon request. The U.S. dollar is the currency used to express performance. Returns are presented gross and net of management and performance fees and include the reinvestment of income. Dividends are recorded either gross or net of foreign withholding taxes based

on the treatment of these taxes by the accounts' custodian. Net of fee performance is calculated using actual management and performance fees. The annual composite dispersion presented is an asset-weighted standard deviation calculated for the portfolios in the composite the entire year. Policies for valuing portfolios, calculating performance, and preparing compliant presentations are available upon request. The investment management fee schedule is a flat rate of 0.75%. Actual investment advisory fees incurred by clients may vary. The Institutional U.S. Equity Composite was created July 1, 2011.