



GRAY & COMPANY

**Terminus 200, Suite 1250
3333 Piedmont Road NE
Atlanta, GA 30305**

404.883.2500

www.egrayco.com

Disclosure Brochure

March 26, 2012

This brochure provides information about the qualifications and business practices of Gray & Company. If you have any questions about the contents of this brochure, please contact us at 404.883.2500. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Gray & Company is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Gray & Company also is available on the SEC's website at www.adviserinfo.sec.gov

material changes

Gray Financial Group, Inc. is doing business as Gray & Company and GrayCo Global Advisors (“Gray & Company, GrayCo Global Advisors, we, us, our, ours”). The last annual update of our disclosure brochure was on March 21, 2011. Since that time, we have made the following material changes to our brochure:

- We have changed our telephone number to 404.883.2500.
- We have moved to Terminus 200, Suite 1250, 3333 Piedmont Road NE, Atlanta, GA 30305.
- GrayCo Global Advisors is now affiliated with several private investment funds. A description of the investment objective for each of these funds, together with additional important information, is set forth in each of the funds respective offering documents. We, on a non-discretionary basis, may recommend that qualified clients

consider allocating a portion of their investment assets to these funds. Our clients (“you, your, yours”) are under absolutely no obligation to either consider or make an investment in any of these funds.

You may request a copy of our complete brochure by contacting Brad Lyons, Chief Compliance Officer at 404-883-2547 or via email at

Brad.Lyons@egrayco.com

We will provide you with our most recent brochure at any time without charge.

Additional information about our company is available via the SEC’s website:

www.adviserinfo.sec.gov.

The SEC’s website also provides information about any persons affiliated with us who are registered as investment adviser representatives of Gray & Company. Information on our investment adviser representatives who work with your account can be found in our brochure supplement located at the end of our disclosure brochure.

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SEC File No. 801-55882

CRD Number 109349

advisory business

Gray Financial Group is a wholly owned subsidiary of Gray Investment Services Corporation (“GISC”). GISC is an investment services holding company and is not a registered entity. Laurence O. Gray is the sole owner of GISC.

Gray Financial Group is a Corporation organized under the laws of the state of Georgia in 2004. Gray Financial Group is an SEC registered investment advisory firm doing business under the names of Gray & Company and GrayCo Global Advisors.

As of December 31, 2011, we managed approximately \$511 million in client assets where we have investment discretion. We provided consulting services for approximately \$9 billion in pension plan assets. We have no discretion in the management of these accounts.

Gray & Company

Gray & Company operates as a consultant to various boards of trustees and investment committees who manage pension funds, endowments, private foundations, corporations, Taft-Hartley and Trusts; operates as a consultant to defined contribution retirement plans; operates as a Manager of Managers; and, offers an Outsourced Chief Investment Officer (“CIO”) Program for smaller institutional sized accounts.

As a consultant, we provide the following services:

- Evaluation of the client’s current investment policy guidelines to determine if they are realistic;
- Preparation of a “Statement of Investment Policy and Objectives” that integrates the client’s attitudes, objectives and requirements

expressed in terms of return expectations and risk tolerance;

- Search and presentation of the top investment advisors, money managers, and custodian banks whose philosophy and performance results meet the criteria set forth in the policy guidelines;
- Delegation of the responsibilities held by the investment committee of the client among Gray, the Investment Managers, and the client’s trustees and custodian;
- Annual review of the “Statement of Investment Policy and Objectives” and asset allocation;
- Monitor the investment performance on a quarterly basis and providing a performance analysis report that examines the investment results versus the client’s objectives, the market averages, and other investment advisor performance;
- Review monthly statements from the custodians of all funds in order to perform an analysis of portfolio attributes, comparative characteristics and style; and peer group/universal analysis and performance comparisons;
- Trustee education seminars; and
- Attendance at client and board meetings.

As a consultant, we do not provide any investment management services, nor exercise any investment discretion. We present all investment recommendations to the clients’ board, trustees or directors. Implementation of any and all of our recommendations is at the sole discretion of the clients’ board, trustees or directors.

As a consultant, we provide independent and customized investment counsel and consulting services to defined contribution retirement plan sponsors.

We assist clients in fund menu design and investment monitoring. Our Investment Consulting Services include:

- Creation and monitoring of Investment Policy Statements,
- Fund menu design including asset class identification, fund analysis and selection,
- Fund manager search/replacement due diligence (when appropriate),
- On-going fund due diligence and quarterly investment reports.

We assist clients in the vendor search process, which includes RFP creation, RFP response consolidation, and assistance in finalist selection. Our Plan Sponsor Consulting Services include:

- Assistance with plan design,
- Plan expense/cost analysis,
- Provider search assistance including RFP construction, vendor screening and selection,
- Participant communication,
- Trustee education.

As a Manager of Managers, we provide institutional clients with investment objective setting, money management, asset allocation services and performance evaluation. We prepare reports relevant to the investment portfolios of each client. We carefully select third party managers through an extensive due diligence process based on both quantitative and qualitative appraisal, as well as fundamental evaluation of each manager's investment philosophy and process.

With the Outsourced CIO Program clients' portfolios are managed on a discretionary basis in accordance with their investment

objectives. We may allocate the assets within the portfolio among various securities or other investment managers. In the event you choose to exercise discretion over a portion of the assets, those assets may be segregated from the portfolio for reporting purposes.

The Outsourced CIO acts as an extension of your organization's remaining staff or as a partner to your organization's management team to provide investment research and management. Through Outsourced CIO, we can offer the expertise of our experienced investment staff with much deeper resources available for investment analysis and manager selection and due diligence. Services offered through this program include:

- Investment Management,
- Manager search, selection and review,
- Tactical Asset Allocation,
- Performance Reporting,
- Investment Transparency,
- Account Statements,
- Investment Policy Statement,
- Open ended agreement,
- Extension of Investment staff,
- Extension of Benefits administration staff for benefit planning and benefit payments,
- Annual Portfolio review, and
- Reduction of costs.

In managing your investment portfolio under the Outsourced CIO Program, we consider your financial situation, risk tolerance, investment horizon, liquidity needs, tax considerations, investment objectives, and any other issues important to your state of affairs. You should notify us promptly if there are any changes in your financial situation or investment

objectives or if you wish to impose any reasonable restrictions upon the management of your account.

GrayCo Global Advisors

Affiliated Private Funds. Doing business as GrayCo Global Advisors, we are affiliated with several private investment funds (together, the “*affiliated funds*”). A description of the investment objective for each of the *affiliated funds*, together with a corresponding discussion of the terms and conditions for investment therein, including, but not limited to, risk factors and fees [management fees and incentive compensation], is set forth in each of the *affiliated funds* respective offering documents. GrayCo Global Advisors, on a non-discretionary basis, may recommend that qualified clients consider allocating a portion of their investment assets to the *affiliated funds*. Our clients are under absolutely no obligation to either consider or make an investment in any of the *affiliated funds*.

fees and compensation

We offer our services on a fee-only basis. Our fee is charged monthly or quarterly, chosen by you at the time your agreement is executed, in arrears. It is calculated during the month following the end of a month or calendar quarter, and is based upon the market value of the assets in your account on the last day of the previous month or quarter.

Broker-dealers and other financial institutions that hold client accounts are referred to as custodians. Your custodian determines the values of the assets in your portfolio.

Initial fees are based on the value of your cash and securities on the date the custodian receives them and are prorated based upon the number of calendar days in the month or calendar quarter that our agreement is in effect.

Please Further Note: Valuation. In the event that we reference private investment funds owned by you (including the *affiliated funds*) on any supplemental account reports prepared by GrayCo Global Advisors, the value(s) for all such private investment funds shall reflect either the initial purchase and/or the most recent valuation provided to the fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than the original purchase price.

Please Also Note: Conflict Of Interest. Because GrayCo Global Advisors and/or its affiliates can earn compensation from the *affiliated funds* (both management fees and incentive compensation) that will exceed the fee that we would earn under our standard asset based fee schedule referenced below, the recommendation that you become an *affiliated fund* investor presents a material **conflict of interest**. No client is under any obligation to become an *affiliated fund* investor. Moreover, you are free to seek advice regarding any of the *affiliated funds* from other professionals of your choosing, including legal counsel. **Our Chief Compliance Officer, Brad Lyons, remains available to address any questions regarding this conflict of interest.**

A description of the investment objective for each of the *affiliated funds*, together

with a corresponding discussion of the terms and conditions for investment therein, including, but not limited to, risk factors and fees [management fees and incentive compensation], is set forth in each of the *affiliated funds* respective offering documents.

Our fee schedules are as follows:

Gray & Co. Consulting Services

<u>Assets Under Management</u>	<u>Advisory Fee¹</u>
Up to \$100,000,000	.15% (15 basis points)
\$100,000,001 to \$200,000,000	.10% (10 basis points)
\$200,000,001 to \$400,000,000	.07% (7 basis points)
\$400,000,001 to \$700,000,000	.05% (5 basis points)
\$700,000,001 and up	.03% (3 basis points)
The minimum annual fee for Gray's consulting services is \$35,000 per year.	

Gray & Co. Manager of Managers

<u>Assets Under Management</u>	<u>Advisory Fee¹</u>
Up to \$50,000,000	1.20% (120 basis points)
\$50,000,001 to \$100,000,000	1.05% (105 basis points)
\$100,000,001 to \$200,000,000	.90% (90 basis points)
\$200,000,001 to \$400,000,000	.75% (75 basis points)
\$400,000,001 to \$700,000,000	.60% (60 basis points)
Over \$700,000,001	.45% (45 basis points)

Gray & Co. Outsourced CIO Program

<u>Assets Under Management</u>	<u>Advisory Fee¹</u>
Up to \$50,000,000	1.95% (195 basis points)
\$50,000,001 to \$100,000,000	1.85% (185 basis points)
Over \$100,000,001	1.75% (175 basis points)

¹ All fees are negotiable at our sole discretion. Such negotiations may be based upon account size, scope and complexity of services, prior relationships and related account holdings.

You may authorize us to have the custodian pay us directly by charging your

account. This authorization must be provided in writing. One-twelfth or one-fourth of the annual fee is charged in the month following the end of the month or each calendar quarter, as directed, in arrears.

Your custodian provides you with statements that show the amount paid directly to us. You should verify the calculation of our fees. If you do not authorize your custodian to deduct the fee directly from your account, Gray & Co. will send you an invoice. The fee is calculated in the same manner and you are responsible for sending payment to Gray & Co.

You may terminate the advisory agreement we have entered into within five (5) business days from the date the agreement is executed without penalty. Should either one of us terminate the advisory agreement we have entered into before the end of a billing period, any unpaid fees for services received by you become immediately due and payable. The amount owed by you is calculated by dividing the advisory fee due for the month or quarter by the total number of days in the month or quarter. This daily fee is then multiplied by the number of calendar days in the month or quarter that our agreement was in effect. This amount, which equals the amount we earned for the partial month or quarter, is your fee.

In addition to our fee, you may be required to pay other charges by your custodian/broker-dealer such as:

- custodial fees,
- brokerage commissions,
- transaction fees,
- SEC fees,

- internal fees and expenses charged by mutual funds or exchange traded funds (“ETFs”), and
- other fees and taxes on brokerage accounts and securities transactions.

None of these fees are paid to or are shared with us.

We will explain the specific costs associated with any recommended investments with you upon request. We also recommend no-load and load-waived mutual funds to further reduce conflicts of interest.

Please be sure to read the section entitled “Brokerage Practices,” which follows later in this brochure.

performance-based fees

Performance-based fees are designed to give a portion of the returns of an investment to the investment adviser as a reward for positive performance. The fee is generally a percentage of the profits made on the investments. Gray Financial Group, doing business as GrayCo Global Advisors, can earn performance fees from affiliated funds.

Because GrayCo Global Advisors and/or its affiliates can earn compensation from the *affiliated funds* (both management fees and incentive compensation) that will exceed the fee that we would earn under our standard asset based fee schedule referenced below, the recommendation that you become an *affiliated fund* investor presents a material **conflict of interest**. No client is under any obligation to become an *affiliated fund* investor. Moreover, you are free to seek advice regarding any of the *affiliated funds* from other professionals of your choosing, including legal counsel. **Our Chief**

Compliance Officer, Brad Lyons, remains available to address any questions regarding this conflict of interest.

types of clients

We provide advisory services primarily to pension and profit sharing plans, state or municipal government entities, endowments, private foundations, corporations, Taft-Hartley Plans and Trusts.

methods of analysis, investment strategies and risk of loss

We select specific investments for your portfolios through the use of fundamental analysis.

Fundamental analysis is a method of evaluating a company that has issued a security by attempting to measure the value of its underlying assets. It entails studying overall economic and industry conditions as well as the financial condition and the quality of the company’s management. Earnings, expenses, assets, and liabilities are all important in determining the value of a company. The value is then compared to the current price of the issuing company’s security to determine whether to purchase, sell or hold the security.

Although we manage your portfolio in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

Our investment strategies may include long-term and short-term purchases and sales, and the use of options and margin. You may place reasonable restrictions on the strategies to be employed in your portfolio and the types of investments to be held in your portfolio.

All investments involve risks that can result in loss:

- loss of principal,
- a reduction in earnings (including interest, dividends and other distributions), and
- the loss of future earnings.

Additionally, these risks may include:

- market risk,
- interest rate risk,
- issuer risk, and
- general economic risk.

You must also be aware that the use of margin and options are higher risk strategies. It is possible to lose all of the principal you invest, and sometimes more. In a cash account, your risk is limited to the amount of money that you have invested. In a margin account, your risk includes the amount of money invested plus the amount that has been loaned to you.

Please Note: Private investment funds, including the *affiliated funds*, generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each respective *affiliated fund's* offering documents, which will be provided to each client for review and consideration. Unlike other liquid investments that a client may maintain,

private investment funds, including the *affiliated funds*, do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she/it is qualified for investment in the *affiliated fund(s)* fund, and acknowledge and accept the various risk factors that are associated with such an investment.

disciplinary information

We have not been the subject of any legal or disciplinary events that would be material to your evaluation of our business or the integrity of our management.

other financial industry activities and affiliations

Gray Financial Group is a wholly owned subsidiary of Gray Investment Services Corporation ("GISC"). GISC is an investment services holding company and is not a registered entity. Laurence O. Gray is the sole owner of GISC.

Laurence O. Gray also owns 37% of Iron Capital Advisors, Inc. ("ICA"). ICA is an investment adviser registered with the Securities and Exchange Commission. ICA provides investment advisory and management services to individuals, businesses and trusts. ICA also creates limited partnerships. We do not solicit our clients to invest in these partnerships.

code of ethics, participation or interest in client transactions and personal trading

We have adopted a Code of Ethics (“Code”) to address the securities-related conduct of our advisory representatives and employees. The Code includes our policies and procedures developed to protect your interests in relation to the following:

- the duty at all times to place your interests ahead of ours;
- that all personal securities transactions of our advisory representatives and employees be conducted in a manner consistent with the Code and avoid any actual or potential conflict of interest, or any abuse of an advisory representative’s or employee’s position of trust and responsibility;
- that advisory representatives may not take inappropriate advantage of their positions;
- that information concerning the identity of your security holdings and financial circumstances are confidential; and
- that independence in the investment decision-making process is paramount.

We will provide a copy of the Code to you or any prospective client upon request.

We do not buy or sell securities for our firm that we also recommend to clients. Our advisory representatives and employees are permitted to buy or sell the same securities for their personal and family accounts that are bought or sold for your account(s). The personal securities transactions by advisory representatives

and employees may raise potential conflicts of interest when they trade in a security that is owned by you or considered for purchase or sale for you.

We have adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in your best interest,
- prohibit favoring one client over another, and
- provide for the review of transactions to discover and correct any same-day trades that result in an advisory representative or employee receiving a better price than a client.

Advisory representatives and employees must follow our procedures when purchasing or selling the same securities purchased or sold for you.

brokerage practices

The custodians we recommend typically also serve as your broker-dealer. We may recommend Schwab Institutional division of Charles Schwab & Co., Inc. (“Schwab”) to serve as the custodian and broker-dealer for your account. Schwab will assist us in servicing your accounts. We are independently owned and operated and not affiliated with Schwab. Our use of Schwab is, however, a beneficial business arrangement for us and for Schwab. Information regarding the benefits of this relationship is described below.

In recommending Schwab as custodian and as the securities brokerage firm responsible for executing transactions for

your portfolios, we consider at a minimum Schwab's:

- existing relationship with us,
- financial strength,
- reputation,
- reporting capabilities,
- execution capabilities,
- pricing, and
- types and quality of research.

The determining factor in the selection of Schwab to execute transactions for your accounts is not the lowest possible transaction cost, but whether Schwab can provide what is in our view the best qualitative execution for your account.

Schwab provides us with access to its institutional trading and custody services, which includes:

- brokerage,
- custody,
- research, and
- access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

We are not required to effect a minimum volume of transactions or maintain a minimum dollar amount of client assets to receive these services.

Schwab does not charge separately for holding our clients accounts, but may be compensated by you through other transaction-related fees associated with the securities transactions it executes for your accounts.

Schwab also makes available to us other products and services that benefit us but may not benefit you directly. Some of these products and services assist us in managing and administering our client accounts, such as software and other technology that:

- provide access to account data such as:
 - duplicate trade confirmations,
 - bundled duplicate account statements, and
 - access to an electronic communication network for client order entry and account information;
- facilitate trade execution, including:
 - access to a trading desk serving advisory participants exclusively and
 - access to block trading which provides the ability to combine securities transactions and then allocate the appropriate number of shares to each individual account;
- provide research, pricing information and other market data;
- facilitate payment of our fees from client accounts;
- assist with back-office functions, record keeping and client reporting; and
- receipt of compliance publications.

Schwab also makes available to us other services intended to help us manage and further develop our business. These services may include:

- consulting,
- publications and conferences on practice management,
- information technology,

- business succession,
- regulatory compliance, and
- marketing.

Schwab may also arrange for these types of services to be provided to us by independent third parties. Schwab may discount or waive the fees it would otherwise charge for some of the services it makes available to us. It may also pay all or a part of the fees of a third party providing these services to us. Thus, we receive economic benefits as a result of our relationship with Schwab, because we do not have to produce or purchase the products and services listed above.

Because the amount of our compensation or the products or services we receive may vary depending on the broker-dealer we recommend to be used by our clients, we may have a conflict of interest in making that recommendation. Our recommendation of specific broker-dealers may be based in part on the economic benefit to us and not solely on the nature, cost or quality of custody and brokerage services provided to you and our other clients. We nonetheless strive to act in your best interests at all times.

Commissions and other fees for transactions executed through Schwab may be higher than commissions and other fees available if you use another broker-dealer firm to execute transactions and maintain custody of your account. We believe, however, that the overall level of services and support provided to our clients by Schwab outweighs the benefit of possibly lower transactions cost which may be available under other brokerage arrangements. Many of the services described above may be used to benefit all or a substantial number of our accounts, including

accounts not maintained at Schwab. We do not attempt to allocate these benefits to specific clients.

You may direct us in writing to use a particular broker-dealer to execute some or all of the transactions for your account. If you do so, you are responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate commissions, obtain volume discounts or best execution. In addition, under these circumstances a difference in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who do not direct us to use a particular broker or dealer.

We may engage in bunched trading, which is the purchase or sale of a security for the accounts of multiple clients in a single transaction. If a bunched trade is executed, each participating client receives a price that represents the average of the prices at which all of the transactions in a given bunch were executed. Executing a bunched trade allows transaction costs to be shared equally and on a pro rata basis among all of the participating clients. If the order is not completely filled, the securities purchased or sold are distributed among participating clients on a pro rata basis or in some other equitable manner.

Bunched trades are placed only when we reasonably believe that the combination of the transactions provides better prices for clients than had individual transactions been placed for clients. Transactions for nondiscretionary client accounts are not bunched with transactions for discretionary client accounts. Transactions for the accounts of our

employees and advisory representatives may be included in bunched trades. They receive the same average price and pay the same commissions and other transaction costs, as clients.

Transactions for the accounts of our advisory representatives or employees will not be favored over transactions for client accounts.

We are not obligated to include any client account in a bunched trade. Bunched trades will not be effected for any client's account if doing so is prohibited or otherwise inconsistent with that client's investment advisory agreement. No client will be favored over any other client.

review of accounts

All client accounts are monitored on an ongoing basis with a formal review conducted at least quarterly, or as agreed upon with individual clients. The reviews focus on the consistency of portfolio investments with each client's stated objectives and risk tolerances. Reviews also consider investment restrictions requested by individual clients, investment time horizons, liquidity needs, tax considerations and other circumstances unique to each client.

Accounts receiving Consulting Services are reviewed by one or more of the following: Senior Consultant or Portfolio Manager. The reviews are reported to our investment committee.

Accounts for the Manager of Managers Program and the Outsourced Chief Investment Officer Program are reviewed on a quarterly basis by the Portfolio Manager to monitor each portfolio's compliance with its specific guidelines.

Your Senior Consultant or Portfolio Manager is responsible for all reviews.

You will receive statements from your custodian at least quarterly. These statements identify your current investment holdings, the cost of each of those investments, and their current market values. Clients within Gray & Co.'s Manager of Managers Program will receive quarterly reports that include performance and market commentary. Custom reports may also be created and sent to clients if requested.

client referrals and other compensation

We receive certain economic benefits as a result of our participation in Schwab's institutional program. Those benefits are described in detail in the preceding section entitled "Brokerage Practices."

We do not directly or indirectly compensate any person who is not one of our advisory representatives or employees for client referrals.

custody

You will receive statements from the custodian that holds your investment account on at least a quarterly basis. We urge you to carefully review these statements. You should verify that the transactions in your account are consistent with your investment goals and the objectives for your account. We also encourage you to contact your advisory representative or our Chief Compliance Officer should you have any questions or concerns regarding your account.

investment discretion

Gray & Company offers our advisory services for the Outsourced Chief Investment Officer program on a discretionary basis and GrayCo Global Advisors offers our advisory services to private funds on a discretionary basis. This means that we do not need advance approval from you to determine the type and amount of securities to be bought and sold for your accounts. We do not, however, have the ability to choose the broker-dealer through which transactions will be executed. Additionally, we do not have the ability to withdraw funds from your account (other than to withdraw our advisory fees, which may only be done with your prior written authorization.)

This discretion is used in a manner consistent with the stated investment objectives for your account, if you have given us written authorization to do so. We only exercise discretion in accounts where we have been authorized by you. This authorization is typically included in

the investment advisory agreement you enter into with us.

voting client securities

We do not take any action or give any advice with respect to voting of proxies solicited by or with respect to the issuers of securities in which your accounts may be invested. In addition, we do not take any action or give any advice with respect to any securities held in any accounts that are named in or subject to class action lawsuits. We will, however, forward to you any information received by us regarding proxies and class action legal matters involving any securities held in your accounts.

financial information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to you and we have not been the subject of a bankruptcy proceeding.

Laurence O. Gray
President and CEO



GRAY & COMPANY

Terminus 200, Suite 1250
3333 Piedmont Road
Atlanta, GA 30305

404-883-2500

Brochure Supplement

March 26, 2012

This brochure supplement provides information about Laurence O. Gray that supplements the Gray & Company brochure. You should have received a copy of that brochure. Please contact Brad Lyons, Chief Compliance Officer, if you did not receive Gray & Company's brochure or if you have any questions about the contents of this supplement.

Additional information about Laurence O. Gray is available on the SEC's website at www.adviserinfo.sec.gov.

educational background and business experience

Laurence O. Gray

Year of birth: 1961

Formal education:

- Georgia State University, BBA
1983

Business background:

- Gray Financial Group – President & CEO
(09/1991 – Present)
- L. Gray Properties, LLC - President
(04/1999 – Present)
- Gray Financial Services Corp. - President
(11/1998 – 08/2004)
- United Investment Management - President
(05/2001 – 09/2009)

disciplinary information

Laurence O. Gray has not been the subject of any legal or disciplinary event.

other business activities

Laurence O. Gray is the founder and/or has ownership in the other businesses

listed in the business background section of this document.

Gray & Co. is a wholly owned subsidiary of Gray Investment Services Corporation (“GISC”). GISC is an investment services holding company and is not a registered entity. Laurence O. Gray is the majority shareholder of GISC.

Laurence O. Gray also owns 37% of Iron Capital Advisors, Inc. (“ICA”). ICA is an investment adviser registered with the Securities and Exchange Commission. ICA provides investment advisory and management services to individuals, businesses and trusts. ICA also creates limited partnerships. We do not solicit our clients to invest in these partnerships.

additional compensation

Laurence O. Gray does not receive any additional compensation related to the advisory services provided to you.

supervision

Laurence O. Gray is President and CEO of Gray & Co. and its ultimate supervisor. However, he is required to adhere to our processes and procedures as described in our firm’s Code of Ethics. His activities are monitored by Brad Lyons, our Chief Compliance Officer, who can be reached at 404-883-2547.

Ivory Day, Jr.
Senior Consultant



GRAY & COMPANY

55 East Monroe Street
Suite 2950
Chicago, IL 60603

312.376.4729

Brochure Supplement

March 26, 2012

This brochure supplement provides information about Ivory Day, Jr. that supplements the Gray & Company brochure. You should have received a copy of that brochure. Please contact Brad Lyons, Chief Compliance Officer, if you did not receive Gray & Company's brochure or if you have any questions about the contents of this supplement.

educational background and business experience

Ivory Day, Jr.

Year of birth: 1949

Formal education:

- Illinois Institute of Technology,
Attended 1967 - 1969

Business background:

- Gray & Company – Senior Consultant
(02/2003 – Present)
- Marco Consulting Group – Vice President and Senior Consultant
(02/1991 - 01/2003)

disciplinary information

Ivory Day, Jr. has not been the subject of any legal or disciplinary event.

other business activities

Ivory Day, Jr. is not engaged in any business activities other than those related to Gray & Company.

additional compensation

Ivory Day, Jr. does not receive any additional compensation related to the advisory services provided to you.

supervision

Ivory Day, Jr. is supervised by Robert C. Hubbard, our Chief Operating Officer. Mr. Hubbard can be reached at 404-883-2525.

We supervise Ivory Day, Jr. by requiring that he adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Ivory Day, Jr. gives to you by performing the following reviews:

- A review of relevant account opening documentation when the relationship is established,
- A daily review of account transactions,
- Review custodial information on a quarterly basis to assess account activity,
- Perform annual oversight so that Ivory Day, Jr. is aware of your current financial situation, objectives, and individual investment needs, and
- A review of client correspondence on an as needed basis.

Cheryl Hua
Senior Portfolio Manager



GRAY & COMPANY

55 East Monroe Street
Suite 2950
Chicago, IL 60603

312.376.4729

Brochure Supplement

March 26, 2012

This brochure supplement provides information about Cheryl Hua that supplements the Gray & Company brochure. You should have received a copy of that brochure. Please contact Brad Lyons, Chief Compliance Officer, if you did not receive Gray & Company's brochure or if you have any questions about the contents of this supplement.

educational background and business experience

Cheryl Hua

Year of birth: 1972

Formal education:

- Illinois Institute of Technology, 2001, MBA
- Shanghai International Studies University, 1994, BA
- Chartered Financial Analyst*, 2004

Business background:

- Gray & Company – Senior Portfolio Manager (03/2010 – Present)
- United Investment Managers – Portfolio Manager (08/2008 - 01/2010)
- Mesirow Financial – Portfolio Manager (09/2007 – 04/2008)
- Profit Investment Management/The Kenwood Group - Analyst (04/2004 – 09/2007)

Professional Designations

CFA - The Chartered Financial Analyst designation, or CFA charter, has become a respected and recognized investment credential.

To earn a CFA charter, you must have four years of qualified investment work experience, become a member of CFA Institute, become a member of CFA Institute, pledge to adhere to Code of Ethics and Standards of Professional Conduct on an annual basis, apply for

membership to a local CFA member society, and complete the CFA Program. The CFA Program is organized into three levels, each culminating in a six-hour exam. Completing the program takes most candidates between two and five years (there is no limit to the number of times you can take each exam), but you can take as long as you need to complete the program.

disciplinary information

Cheryl Hua has not been the subject of any legal or disciplinary event.

other business activities

Cheryl Hua is not engaged in any business activities other than those related to Gray & Company.

additional compensation

Cheryl Hua does not receive any additional compensation related to the advisory services provided to you.

supervision

Cheryl Hua is supervised by Robert C. Hubbard, our Chief Operating Officer. Mr. Hubbard can be reached at 404-883-2525.

We supervise Cheryl Hua by requiring that she adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Cheryl Hua gives to you by performing the following reviews:

- A review of relevant account opening documentation when the relationship is established,

- A daily review of account transactions,
- Review custodial information on a quarterly basis to assess account activity,
- Perform annual oversight so that Cheryl Hua is aware of your current financial situation, objectives, and individual investment needs, and
- A review of client correspondence on an as needed basis.

Robert C. Hubbard, IV
Senior Consultant and Chief Operating Officer



GRAY & COMPANY

Terminus 200, Suite 1250
3333 Piedmont Road
Atlanta, GA 30305

404-883-2500

Brochure Supplement

March 26, 2012

This brochure supplement provides information about Robert C. Hubbard, IV that supplements the Gray & Company brochure. You should have received a copy of that brochure. Please contact Brad Lyons, Chief Compliance Officer, if you did not receive Gray & Company's brochure or if you have any questions about the contents of this supplement.

educational background and business experience

Robert C. Hubbard, IV

Year of birth: 1975

Formal education:

- University of Michigan – Ross School of Business, 2006, MBA
- Furman University, 1997, BS

Business background:

- Gray & Company – Senior Consultant and Chief Operating Officer (07/2006 – Present)
- Washtenaw County Government, Ann Arbor, MI, – HRIS/Strategic Operations Manager, Business Analyst, and Pension Administrator (01/2000 – 07/2006)

disciplinary information

Robert C. Hubbard, IV has not been the subject of any legal or disciplinary event.

other business activities

Robert C. Hubbard, IV is not engaged in any business activities other than those related to Gray & Company.

additional compensation

Robert C. Hubbard, IV does not receive any additional compensation related to the advisory services provided to you.

supervision

Robert C. Hubbard, IV is supervised by Laurence O. Gray, our Chief Executive Officer. Mr. Gray can be reached at 404-883-2508.

We supervise Robert C. Hubbard, IV by requiring that he adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Robert C. Hubbard, IV gives to you by performing the following reviews:

- A review of relevant account opening documentation when the relationship is established,
- A daily review of account transactions,
- Review custodial information on a quarterly basis to assess account activity,
- Perform annual oversight so that Robert C. Hubbard, IV is aware of your current financial situation, objectives, and individual investment needs, and
- A review of client correspondence on an as needed basis.

Christopher J. Kuhn

Senior Consultant



GRAY & COMPANY

**7 West Square Lake Road
Bloomfield Hills, MI 48302**

248.452.5690

Brochure Supplement

March 26, 2012

This brochure supplement provides information about Christopher J. Kuhn that supplements the Gray & Company brochure. You should have received a copy of that brochure. Please contact Brad Lyons, Chief Compliance Officer, if you did not receive Gray & Company's brochure or if you have any questions about the contents of this supplement.

educational background and business experience

Christopher J. Kuhn

Year of birth: 1969

Formal education:

- Michigan State University, 1991, BA

Business background:

- Gray & Company – Senior Consultant (09/2007 – Present)
- Portfolio Analytics – Investment Consultant (01/2005 – 09/2007)

Professional Designations

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can take as long as you need to complete the program.

disciplinary information

Christopher J. Kuhn has not been the subject of any legal or disciplinary event.

other business activities

Christopher J. Kuhn is not engaged in any business activities other than those related to Gray & Company.

additional compensation

Christopher J. Kuhn does not receive any additional compensation related to the advisory services provided to you.

supervision

Christopher J. Kuhn is supervised by Robert C. Hubbard, our Chief Operating Officer. Mr. Hubbard can be reached at 404-883-2525.

We supervise Christopher J. Kuhn by requiring that he adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Christopher J. Kuhn gives to you by performing the following reviews:

- A review of relevant account opening documentation when the relationship is established,
- A daily review of account transactions,
- Review custodial information on a quarterly basis to assess account activity,
- Perform annual oversight so that Christopher J. Kuhn is aware of your current financial situation,

objectives, and individual
investment needs, and

- A review of client correspondence
on an as needed basis.

Kurt F. Lofters
Senior Consultant



GRAY & COMPANY

Terminus 200, Suite 1250
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Brochure Supplement

March 26, 2012

This brochure supplement provides information about Kurt F. Lofters that supplements the Gray & Company brochure. You should have received a copy of that brochure. Please contact Brad Lyons, Chief Compliance Officer, if you did not receive Gray & Company's brochure or if you have any questions about the contents of this supplement.

Additional information about Kurt F. Lofters is available on the SEC's website at www.adviserinfo.sec.gov.

educational background and business experience

Kurt F. Lofters

Year of birth: 1973

Formal education:

- Syracuse University, 1999, MPA
- State University of New York at Buffalo, 1996, BS

Business background:

- Gray & Company – Senior Consultant (02/2007 – Present)
- GPC Securities Inc. – Investment Consultant (07/2002 – 02/2007)

disciplinary information

Kurt F. Lofters has not been the subject of any legal or disciplinary event.

other business activities

Kurt F. Lofters is not engaged in any business activities other than those related to Gray & Company.

additional compensation

Kurt F. Lofters does not receive any additional compensation related to the advisory services provided to you.

supervision

Kurt F. Lofters is supervised by Robert C. Hubbard, our Chief Operating Officer. Mr. Hubbard can be reached at 404-883-2525.

We supervise Kurt F. Lofters by requiring that he adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Kurt F. Lofters gives to you by performing the following reviews:

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- Perform annual oversight so that Kurt F. Lofters is aware of your current financial situation, objectives, and individual investment needs, and
- A review of client correspondence on an as needed basis.

John C. Robinson
Senior Managing Director



GRAY & COMPANY

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Brochure Supplement

March 26, 2012

This brochure supplement provides information about John C. Robinson that supplements the Gray & Company brochure. You should have received a copy of that brochure. Please contact Brad Lyons, Chief Compliance Officer, if you did not receive Gray & Company's brochure or if you have any questions about the contents of this supplement.

educational background and business experience

John C. Robinson

Year of birth: 1966

Formal education:

- Indiana University of Pennsylvania, 1988, BS Finance
- Kennesaw State University, 2003, MBA

Business background:

- Gray & Company – Senior Managing Director & Consultant (10/2009 – Present)
- Raymond James & Associates – Associate Director & Investment Banking (04/2005 – 10/2009)

Professional Designations

CTP - The Certified Treasury Professional designation is the mark of highly skilled professionals who are serious about their profession, who are an asset to their organization and who meet the high standards of an internationally recognized organization.

To earn a CTP designation, you must pass the CTP exam designed to test your mastery of knowledge and skills required by treasury professionals to execute critical functions related to corporate liquidity, capital and risk management, pledge to adhere to the Association of Financial Professionals Standards of Ethical Conduct.

disciplinary information

John C. Robinson has not been the subject of any legal or disciplinary event.

other business activities

John C. Robinson is not engaged in any business activities other than those related to Gray & Company.

additional compensation

John C. Robinson does not receive any additional compensation related to the advisory services provided to you.

supervision

John C. Robinson is supervised by Laurence O. Gray, our Chief Executive Officer. Mr. Gray can be reached at 404-883-2508.

We supervise John C. Robinson by requiring that he adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that John C. Robinson gives to you by performing the following reviews:

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Larry Gregg Johnson
Senior Consultant



GRAY & COMPANY

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Atlanta, GA 30305

404-883-2500

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Additional information about Kurt F. Lofters is available on the SEC's website at www.adviserinfo.sec.gov.

educational background and business experience

Larry Gregg Johnson

Year of birth: 1956

Formal education:

- University of Texas, 1980, BBA Actuarial Science
- Georgia State University, 1998, MS Finance

Business background:

- Gray & Company – Senior Consultant (10/2011 – Present)
- Pension Applications – Owner (09/2010 – Present)
- Retirement Fund Management, LLC – VP & Consultant (05/2011 – 10/2011)
- Principal Financial Group – Consulting Actuary (01/2008 – 09/2010)

Professional Designations

Enrolled Actuary, 1988 - An Enrolled Actuary is any individual who has satisfied the standards and qualifications as set forth in the regulations of the Joint Board for the Enrollment of Actuaries as, amended, and who has been approved by the Joint Board to perform actuarial services required under the Employee Retirement Income Security Act of 1974 (ERISA). A candidate for enrollment must fulfill certain knowledge and experience

requirements, which are set forth in the Joint Board Regulations.

Member, American Academy of Actuaries (“M.A.A.A.”), 2008 - Use of the M.A.A.A. credential signifies commitment and adherence to the highest standards of actuarial practice and professionalism. To many employers, clients, regulators, and government leaders, the M.A.A.A. designation represents professionalism and credibility. Most states have regulations that recognize the M.A.A.A. designation as a qualification for signing insurance company annual statements of actuarial opinion. The M.A.A.A. designation is also required for actuaries who make actuarial equivalence attestations under the Medicare Part D program, the Mental Health Priority Act, and other relevant federal legislation. M.A.A.A. members must adhere to a strict code of conduct.

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times you can take each exam), but you can take as long as you need to complete the program.

disciplinary information

Larry Gregg Johnson has not been the subject of any legal or disciplinary event.

other business activities

Larry Gregg Johnson is not engaged in any business activities other than those related to Gray & Company.

additional compensation

Larry Gregg Johnson does not receive any additional compensation related to the advisory services provided to you.

supervision

Larry Gregg Johnson is supervised by Robert C. Hubbard, our Chief Operating Officer. Mr. Hubbard can be reached at 404-883-2525.

We supervise Larry Gregg Johnson by requiring that he adhere to our processes and procedures as described in our firm's Code of Ethics. We will monitor the advice that Larry Gregg Johnson gives to you by performing the following reviews:

- A review of relevant account opening documentation when the relationship is established,
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- Perform annual oversight so that John C. Robinson is aware of your current financial situation, objectives, and individual investment needs, and
- A review of client correspondence on an as needed basis.