

# EMPIRICAL ASSET MANAGEMENT, LLC

## Part 2A of Form ADV: Disclosure Brochure

March 31, 2015

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This Disclosure Brochure provides information about the qualifications and business practices of Empirical Asset Management, LLC (“EAM”). If you have questions about the contents of this Disclosure Brochure, please contact us at 781-431-2223 or by email at [mfiskio@empiricalam.com](mailto:mfiskio@empiricalam.com). The information in this Disclosure Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Empirical Asset Management, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

EAM is a Registered Investment Advisory firm. Registration does not, however, imply a certain level of skill or training.

## Material Changes

This Disclosure Brochure does not contain any material changes to the prior Disclosure Brochure delivered to Clients.

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# ADVISORY BUSINESS

## **Firm Description**

Empirical Asset Management, LLC (“EAM” or the “Advisor”) is an investment advisory firm registered with the Securities and Exchange Commission (SEC).

## **Principal Owners**

Mark H. Fiskio is the Founder, Managing Partner and Principal Owner of EAM.

## **Types of Advisory Services**

Our primary focus is the management of assets for high net worth and institutional clients, family offices, foundations, endowments, broker dealer platforms and RIA platforms (each a “Client”), utilizing our established *Rules Based Investing*® (*RBI*) methodology. *RBI* is a quantitatively driven investment platform created by Mark Fiskio and other portfolio managers in 1994 with its first *Rules Based* strategy, The Insider Portfolio® (TIP). By 2005 TIP had evolved into EAM All Cap Equity. The EAM suite of products includes the following:

EAM Asset Allocation Portfolios (AAP)

EAM All Cap Equity (ACE)

EAM Tactical Equity (TE)

EAM Equity Income (EI)

EAM Sustainable Equity (SE)

Empirical Long Short Fund, LP (ELSF)

All of EAM’s investment models are proprietary. The core tenet of the *RBI* methodology is the elimination of emotion from the decision making process. EAM’s central thesis is that fear and greed are significant obstacles to long-term investment performance so we attempt to mitigate their impact on the investment process and outcome. This has resulted in a suite of products that we believe are consistent, disciplined and reliable.

## **Tailored Relationships**

We determine the risk tolerance for each wealth management Client at EAM utilizing a process that includes thorough profiling and an investor assessment questionnaire. Once we establish a Client’s risk tolerance, time horizon and return expectations we build for

each Client an individually designed and allocated portfolio, utilizing stocks, exchange-trade funds (“ETFs”), Unit Investment Trusts (“UITs”), mutual funds, bonds and alternative investment vehicles. We require Clients to inform us in the event of any significant life changes, such as setting a retirement date, having a child, etc., so that we can perform a risk assessment to determine the proper investment strategy from that point forward. Typically we review accounts quarterly internally and provide Clients with annual reviews, which should be sufficient given our long-term strategic approach to money management.

### **Assets Under Discretionary and Non-Discretionary Management**

As of the date of this filing, EAM has \$127,401,440 of discretionary assets under management and \$25,453,131 of non-discretionary assets under management totaling \$152,854,571.

## **FEES AND COMPENSATION**

### **Generally**

Investment advisory fees are paid quarterly, in advance for each period (the “billing period”), pursuant to the terms of the investment advisory agreement. Investment advisory fees are based on the market value of assets under management at the end of the quarter prior to the billing period. Investment advisory fees range from 2.00% to 0.35% depending on the size and complexity of the Client relationship. Investment advisory fees in the first billing period of service are prorated from the inception date of the account to the beginning of the first billing period.

Empirical Long Short Fund (ELSF) charges a management fee of 1.0% of the net asset value of the fund. ELSF also charges a performance fee in the form of an incentive allocation to the general partner (who is a related party of EAM) of 20% of the net realized and unrealized appreciation of the fund’s assets subject to a high water mark.

All institutional fees are negotiable and at EAM’s discretion, fee structures for certain Clients may vary from those stated above.

### **Fee Billing**

EAM Clients pay management fees in advance. Prior to each quarter a fee is deducted from each Client account in advance, to cover our management fee for the entire quarter. If for any reason during the quarter a Client’s investment management agreement is terminated, EAM will automatically refund the fee covering the period from the date of termination of the Client’s investment management agreement to the end of the quarter. Management fees will only be charged for the period of time that EAM is managing a Client’s account[s].

ELSF Clients pay management fees at the end of each month. At the conclusion of each month a fee will be deducted from ELSF's account to cover our management fee for the entire month. If for any reason during the month an investor withdraws from ELSF, ELSF will automatically prorate the fee covering the period from the date of termination of the investor's investment in the fund back to the beginning of the month.

Incentive allocation by ELSF will be made as of the end of each fiscal year based on the performance of the fund during such year.

### **Other Fees or Expenses**

Clients will also incur custodial, brokerage and other transaction costs. Commissions will be charged to investment management Clients of EAM, although they will not be received by us as compensation, instead they will be paid to the broker-dealer we transact with. In some cases this will also be the account's custodian. For more information regarding EAM's brokerage arrangements see "Brokerage Practices" below.

EAM Client accounts may incur other charges in the form of internal expenses and fees charged by UITs, ETFs or mutual funds in which Client accounts may be invested. These expenses are not collected by or credited to EAM but rather are deducted by the UIT, ETF or mutual fund sponsors.

In addition to the costs and expenses described above, the ELSF will also incur costs associated with the ongoing operations of the fund including, but not limited to, legal, accounting, auditing and soft dollar expenses.

### **Other Commissions and Sales Charges**

Neither EAM nor any of its supervised persons accepts compensation for the sale of securities, including asset-based sales charges or service fees from the sale of mutual funds.

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described above under "Fees and Compensation," Empirical Asset Management will charge asset-based management fees to all of its Clients, including separate accounts and pooled investment vehicles (hedge funds).

EAM launched Empirical Long Short Fund in October 2011 and will receive performance-based compensation in the form of an incentive allocation from ELSF and thus, EAM will participate in the capital appreciation of the assets of ELSF.

Since the launch of ELSF, EAM is managing an account that is charged a performance-based fee (and an asset-based management fee) while also managing separate Client

accounts that are charged an asset-based management fee. Because ELSF is assessed a performance-based fee and the separate Client accounts are not, EAM faces a conflict of interest by managing these accounts at the same time and may have an incentive to favor ELSF over the separate Client accounts in order to earn performance-based fees.

EAM addresses this conflict by applying investment models to all of its Client accounts, including ELSF, that are 100% quantitative, which means that EAM does not make subjective decisions as to whether or not to add a position to one of its Client accounts over another. EAM also has policies in place to address potential trading conflicts as well. A description of our policy on addressing potential portfolio trading conflicts can be found below under the heading “Other Financial Industry Activities and Affiliations” and “Aggregation of Orders.”

## **TYPES OF CLIENTS**

EAM manages assets for a variety of Client types, including, but not limited to, individuals, institutions, family offices, registered investment advisors, trusts, endowments and foundations, corporations and retirement plans, including 401(k)s, cash balance plans, profit sharing plans and IRAs. EAM also manages ELSF, which is a pooled investment vehicle. The minimum to open and maintain an account with EAM is \$25,000. The minimum investment in ELSF is \$250,000.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **Methods of Analysis and Investment Strategies**

#### ***Products and Services***

The *Rules Based Investing*® methodology employed by EAM utilizes multiple, automated risk-controlling features. EAM manages portfolios through the application of disciplined rules sets that govern the investment management of the portfolio, rather than through the application of investment decisions made by individuals.

Over the years several strategies and portfolios have been added to the EAM product offering. Our *Rules Based Investing*® methodology is utilized in all of the EAM portfolios and each of EAM’s investment models are based on the tenet of disciplined sets of rules. In our experience the application of rules to the management of portfolios allows for both “active and passive” management of a portfolio while also attempting to control risk. EAM’s management process is not affected by subjective and emotional human decision-making, which can lead to costly investment mistakes.

#### ***EAM Asset Allocation Portfolios***

EAM Asset Allocation Portfolios (AAP) consist of five asset allocation models:

- Conservative
- Moderate Conservative
- Moderate
- Moderate Aggressive
- Aggressive

The offering of five models allows for the selection of the proper risk tolerance for each Client or account. EAM derives its performance through the very act of attempting to control risk, unlike most managers who attempt to gain an advantage by assuming risk. Each set of rules is designed to control risk, regardless of the risk tolerance of the investor, utilizing the following metrics:

- Precision asset allocation
- Elimination of emotion
- Individual stock diversification
- Rebalancing
- Value screening
- Active/passive diversification

Each of the five asset allocation models that constitute AAP utilizes active and passive Exchange Traded Funds (ETFs) designed to adhere precisely to our asset allocation models. Rebalancing occurs every fifteen months, serving the dual purpose of refreshing the active management portion of the portfolio and realigning the portfolio with our precision asset allocation strategy.

The AAP are tax conscious in the following ways:

- Transactions are designed to generate only long-term capital gains.
- A tax event occurs only three out of every four years due to the fifteen-month rebalance period.
- There are no embedded gains in unit investment trusts or ETFs.
- A majority of tax liability is postponed because ETF positions are not completely liquidated at rebalance. Precision asset allocation is maintained by slightly adjusting the ETF holdings, deferring a large portion of the capital gains.

EAM works with many investment product sponsors and the EAM portfolios incorporate the following independent partners in their investment process:

- First Trust Portfolios
- Van Kampen Investments/Invesco
- Blackrock/iShares

- State Street Global Advisors
- PowerShares
- Vanguard
- RevenueShares
- Index IQ
- Deutsche Bank

### ***EAM All Cap Equity***

EAM All Cap Equity (ACE) is comprised of three independent rules sets that select fifteen positions each (45 total) for the portfolio. The rules do not allow subjective, emotional decisions in the selection or de-selection of securities. With 45 positions there is diversification by security, sector and industry. The ACE model also seeks to provide diversification through the selection process as well. The three sets of ACE rules seek to identify flaws in security valuation in the following ways:

- The first set of ACE rules is based on the trading patterns of corporate officers and directors (*Insider Set*);
- The second set of ACE rules center on the Value Line Survey of stocks rated #1 for timeliness with additional value, momentum and market capitalization screening (*Value Set*); and
- The third set of ACE rules focus on exploiting analyst earnings revisions (*Earnings Set*).

The resulting ACE portfolio may consist of stocks of companies of various capitalizations, but will typically lean toward large and mid-capitalization companies, providing a high degree of liquidity. The portfolio will also favor growth investments over value investments and will lean heavily toward domestic issuers over international issuers. Although there can be up to 45 positions in an ACE portfolio, it is not unusual for there to be overlap in the *Value Set* and occasionally a position is identified by more than one set of rules.

### ***EAM Tactical Equity***

EAM Tactical Equity (TE) is a tactical overlay on (ACE), described above. EAM's tactical approach applies two independent signals that identify changes in market trends and sentiment over both short and long term horizons.

For the short-term horizon signal, TE employs market sentiment as a barometer of attitude and behavior of institutional and individual investors. TE's short term signal reviews nine independent contrarian sentiment indicators, which when combined, attempt to identify two potential future market states: attractive or unattractive.



For the long-term horizon signal, TE utilizes informed knowledge, investor emotion, economic health, and a safety net of relative performance of the underlying ACE portfolio in construction of the signal. These four signals also attempt to identify two potential future market states: attractive or unattractive.

In situations where both signals point toward attractive market states, the underlying ACE portfolio is 100% invested. If only one signal is positive, then the portfolio holds 50% cash. And where both signals imply unattractive future market states, the underlying ACE portfolio will hold 100% cash.

### ***EAM Equity Income***

EAM Equity Income (EI) follows a disciplined approach to investing in firms with both high dividend yields and high quality financials. Growing dividends are an indication of an increase in a firm's cash flows. High quality firms tend to be market leaders with strong financials that generally are less affected by market fluctuations. Assessment includes credit quality, cash flow mechanics, legal, regulatory, operational and counterparty risks. The portfolio comprises 15 stocks at equal weights.

EI is analyzed monthly for positions that no longer meet the investment criteria. These securities are replaced with stocks that have been most recently identified for purchase. The resulting portfolio is generally comprised of large capitalization companies with style and sector diversification.

### ***EAM Sustainable Equity***

EAM Sustainable Equity (SE) is a rules based approach to investing in U.S. companies in the S&P 500 Index that demonstrate management focus on Environmental, Social and Governance (ESG) sustainability themes, while attempting to identify fundamental financial factors associated with alpha generation. EAM utilizes the research capabilities of Corporate Knights Capital (CKC) in the management of SE. CKC is an investment research company specializing in building sustainable investment solutions. CKC is a division of Corporate Knights, Inc., a Toronto-based private company that publishes the world's largest circulated magazine focused on sustainable business, conducts the Global 100 ranking, and serves as the secretariat for the Council for Clean Capitalism, a CEO-supported group catalyzing smart and efficient public policy.

CKC Memberships: United Nations Principles for Responsible Investment; Certified B Corporation; Sustainability Accounting Standards Board.

SE seeks to generate competitive, risk-adjusted returns for investors who want their investment portfolio to reflect their values and have a positive impact on society. SE is constructed using a quantitative research process applied to the S&P 500 Index that identifies sustainability factors reflecting exposure to material systemic trends.

Quantitative scoring of these factors yields a subset of the S&P 500 consisting of companies that are attempting to improve environmental sustainability themes such as energy productivity, carbon intensity and water dependence. Additional factors relating to social and governance performance include capacity to innovate, unfunded pension liabilities, ratio of CEO to average worker pay, safety performance, employee turnover, and percentage of management bonus linked to sustainability performance. This subset is then further refined by fundamental factors that are tested for statistical significance as potential generators of alpha. The factors compete for inclusion on an annual basis and are adjusted based on accumulated learning. The positions are rebalanced semi-annually to enhance portfolio diversification.

### ***Empirical Long Short Fund, L.P.***

EAM launched a pooled investment vehicle, Empirical Long Short Fund, L.P. (ELSF), in October, 2011. ELSF is managed in accordance with the Rules Based Investing® quantitative investment methodology which disallows subjective human emotional decision-making.

The rules that are employed under the ELSF model have been designed to seek to deliver correlation benefits and attractive risk adjusted performance. Although the ELSF model is a quantitative model, it is not a short term trading algorithm as is commonly employed in the hedge fund industry. Instead, the ELSF model is a long-term quantitative investment approach.

ELSF's portfolio consists of both long and short investments. Both the ELSF model rules that are applied to select ELSF's investments that are held long and the ELSF model rules that are applied to determine the ratio of long to short investments ("tilt") and leverage of ELSF's portfolio (ELSF Short Rules) are proprietary to EAM.

The ACE rules described above are applied to select ELSF's long investment portfolio. The short side of ELSF's portfolio consists of an option strategy managed by EAB Investment Group that is designed to lower volatility and drawdown. To determine leverage and tilt in the portfolio, EAM applies four independent rules based signals all of which view the investment landscape from a different perspective.

EAM expects that ELSF's long and short investments will typically be dominated by highly liquid equities and options. ELSF consists of two Series; Series B Long Short Interests and Series C Long Short Interests, each of which employs a different level of leverage and is subject to a different level of market exposure.

INVESTMENT IN SECURITIES INVOLVES RISK OF LOSS AND A POTENTIAL CLIENT OF EAM OR ELSF SHOULD BE PREPARED AND ABLE TO BEAR THE COMPLETE LOSS OF AN INVESTMENT WITH EAM. EACH POTENTIAL CLIENT SHOULD CAREFULLY CONSIDER THE RISKS DESCRIBED UNDER "INVESTMENT RISKS" BELOW BEFORE DECIDING WHETHER TO BECOME A CLIENT OF EAM OR ELSF.

## **Investment Risks**

### ***Risks Applicable to All Client Accounts, Including ELSF Clients (each an “Account”)***

Past Experience of the Principal of EAM. The past investment performance of portfolios managed by the principal of EAM should not be construed as an indication of the future results of an investment in an Account. EAM’s investment program should be evaluated on the basis that there can be no assurance that our assessment of the short-term or long-term prospects of investments will prove accurate or that Accounts will achieve their investment objectives.

No Guarantee of Achievement of Investment Objective; Limited Information. No guarantee or representation is made that an Account’s investment strategy will be successful. An Account’s investment program may include such investment techniques as leverage and short sales (with respect to ELSF) which practices can, in certain circumstances, increase the risk and losses to the Account. No assurance can be given that an Account will achieve its investment objective.

EAM is not in a position to obtain all relevant information regarding a company or a security. Further, EAM may misinterpret or incorrectly analyze the information that it has about a particular company or security. These and other factors may cause EAM to (a) invest in securities at times that will lead to losses in an Account’s portfolio and may cause an investor to lose a significant portion of their investment in an Account or (b) refrain from investing in a particular security at times that would have resulted in gains in the Account’s portfolio if EAM would have caused the Account to invest.

Unspecified Investments. Clients must rely on the ability of EAM and its employees to identify and make investments consistent with an Account’s investment strategy. Clients neither participate in the making of any investment decisions nor have the opportunity to evaluate personally the relevant economic, financial and other information used by EAM in its selection, monitoring and disposition of investments. Accordingly, Clients should not invest with EAM unless prospective Clients are willing to entrust all aspects of the management and investments of their Account to EAM.

Economic Conditions. Changes in economic conditions, including, for example, interest rates, credit availability, inflation rates, systemic financial market instability, industry conditions, government regulation, competition, technological developments, political and diplomatic events and trends, tax and other laws and innumerable other factors, can affect an Account’s investments and prospects materially and adversely. None of these conditions is within EAM’s control, and it may not anticipate these developments. These factors may affect the volatility of securities prices and the liquidity of investments in an Account. Unexpected volatility or illiquidity could impair an Account’s profitability or result in losses.

Market Losses and Volatility; Economic Conditions. In recent history the financial markets have experienced severe losses and extreme volatility. In addition, government intervention into the markets has been substantial and unpredictable, such as the temporary ban on shorting the securities in 2008 and 2009 of certain financial institutions and the “bailout” of various financial institutions. In situations like these EAM cannot predict when the markets may recover, when the extreme volatility may cease, or the nature and impact of further government intervention.

The United States and much of the rest of the world is in the midst of recovering from a recession. It is reasonable to expect that during this recovery period a number of issuers may declare bankruptcy or experience severe financial distress. An Account may suffer losses if it has exposure to any such issuers.

Investing in Foreign Securities and Emerging Markets. EAM expects that an Account’s investments may include securities of issuers in global markets, including emerging markets, some of which may be particularly sensitive to economic, market, industry and other variable conditions. In addition, there may be limited information available about investment targets and the targets may have limited internal reporting and accounting systems. Client Accounts will be subject to various risks incidental to investing in businesses abroad, including nationalization, expropriation or confiscatory taxation, political and economic instability and diplomatic developments, which could affect investments in those countries. The economies of emerging market countries may differ favorably or unfavorably from the economies of more industrialized countries, in such respects as growth of domestic product, rate of inflation, currency depreciation, capital reinvestment, resource self-sufficiency and balance of payments position. Moreover, economic factors in various global markets can affect demand for the goods and services of issuers of securities held by an Account. In addition, there is the greater difficulty in monitoring business abroad.

Use of Borrowed Funds. EAM may cause an Account to leverage its investment positions by borrowing funds from securities broker-dealers, banks, or others. Such leverage increases both the possibilities for profit and the risk of loss. In a downward trending market the use of leverage for long positions could have a material adverse effect on an Account’s profitability and operations, and the reverse could apply to a rising market and short positions. Extensions of credit and guarantees by broker-dealers of performance of an Account’s obligations will typically be secured by the Account’s securities and other assets. Under certain circumstances, a broker-dealer may demand an increase in the collateral that secures the Account’s obligations, and if the Account were unable to provide additional collateral, the broker-dealer could liquidate assets held in the brokerage account to satisfy the Account’s obligation to the broker-dealer. Liquidation in such manner could have materially adverse consequences. In addition, the amount of the Account’s borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the Account’s profitability.

Exchange Rate Risk. Volatility in international exchange rates between the United States Dollar and other currencies may affect pricing and the profit margin on sales of non-U.S. securities held by an Account. This, in turn, could adversely affect the Account's rate of return.

EAM will require that payments be made and will make withdrawal payments in United States Dollars. Consequently, for investors whose local currency is not United States Dollars, an investment in an Account involves a significant exchange rate risk. An Account could recognize substantial profits but the real value of a Client's investment could decline due to a decrease in the value of United States Dollars relative to such Client's local currency.

No Guarantee of Best Execution. There is no assurance by EAM that the purchase and sale of investments will be made on a best price and best execution basis, although EAM will seek to achieve best execution. EAM may cause Accounts to pay brokerage commissions in excess of the lowest rates available to brokers who execute transactions for the benefit of an Account or who otherwise provide brokerage and research services utilized by EAM. Brokerage and research services obtained with soft dollars will be limited to those permitted by Section 28(e) of the Exchange Act. Such services may include, but are not limited to: (i) written information and analyses concerning specific securities, companies or sectors; (ii) market, financial and economic studies and forecasts, as well as discussions with research personnel; (iii) certain financial and industry publications; and (iv) statistical and pricing services utilized in the investment management process. Under Section 28(e), research obtained with soft dollars from a particular Account may be used by EAM to service all Accounts managed by EAM.

Brokers sometimes suggest a level of business they would like to receive in return for the various services they provide. Actual brokerage business received by any broker may be less than the suggested allocations, but can (and often does) exceed the suggestions, because total brokerage is allocated on the basis of all the considerations described above. A broker is not excluded from receiving business because it has not been fully identified as providing research services. The investment information received from a broker may be used by EAM in servicing all its Accounts, and not all such information need be used by EAM in connection with any particular Account.

***Additional Risks Applicable to the Empirical Long Short Fund, L.P.***

Short Sales. ELSF may engage in short sales by selling equity securities that it does not own at the time of sale. By doing so, ELSF will become obligated to purchase and deliver equity securities against the short position. In the event that the price of an equity security increases between the short sale and the Account's subsequent purchase of shares of that security, ELSF will suffer a loss on that transaction and the value of the Client's investments will decrease accordingly. There can be no assurance that ELSF will not suffer such losses. In theory, a short sale has the potential for unlimited loss. In connection with short sales,

ELSF will have to deliver cash or United States Treasury securities or other securities to brokers to assure delivery of equity securities against short positions. ELSF will be able to keep only a negotiated percentage of the yield of such United States Treasury or other securities.

The availability of shares to borrow to execute a short can change quite dramatically and quickly. This presents a risk not faced with long positions. Recent moves by securities regulators all over the world to ban or limit short selling creates a new dimension of the risk. Dramatic changes in the availability of borrowed securities for shorting is an event not typically addressable through fundamental security analysis. Short squeezes or short covering rallies can be quite detrimental to overall profits. Avoiding hard-to-borrow shares or illiquid names is a basic risk management discipline. Easy-to-borrow shares can become hard-to-borrow quickly. The negative “crowding out” effect is more prevalent with the rapid growth in the number of long-short funds.

*Taxes on Dividends.* The current maximum federal rate of taxation on most dividends is 20 percent. (The maximum federal rate for most other ordinary income is 39.6 percent.) However, payments in lieu of dividends received by a person who lends securities for a short sale transaction are not eligible for the reduced rate. It is possible that this differential tax treatment will cause securities lenders to be more reluctant to lend dividend-paying securities or that lenders will demand additional compensation for such loans. As a result, ELSF may encounter difficulties, or incur additional expense, in order to engage in short sales.

*Futures.* ELSF may invest and trade in futures, although it is not expected to be a material part of ELSF’s strategy. A futures contract is an agreement between two parties which obligates the purchaser of a futures contract to buy and the seller of a futures contract to sell a security or basket of securities for a set price on a future date. Unlike most other futures contracts, a stock index futures contract does not require actual delivery of securities, but results in cash settlements based upon the difference in value of the index between the time the contract was entered into and the time of its settlement. The risk of loss in trading futures can be substantial. If ELSF purchases a future it may sustain a total loss of the initial margin funds and any additional funds deposited with a broker to establish and maintain its position in the future. If the market moves against ELSF’s position, ELSF may be required to deposit a substantial amount of additional margin funds in order to maintain its position. The placement of contingent or stop orders by ELSF will not necessarily limit its losses to the intended amounts, as market conditions may make it impossible for such orders to be executed. There can be no assurance that, at all times, a liquid market will exist for offsetting a futures contract that ELSF has bought or sold. This could be the case if, for example, a futures price has increased or decreased by the maximum allowable daily limit and there is no one presently willing to buy the futures contract ELSF wants to sell or sell the futures contract ELSF wants to buy. The high degree of leverage that can be used in trading futures can lead to large losses.

Options. ELSF engages in options trading. Stock or index options that may be purchased or sold by ELSF include options not traded on a securities exchange. Options not traded on an exchange are not issued by the Options Clearing Corporation; therefore, the risk of nonperformance by the obligor on such an option may be greater and the ease with which ELSF can dispose of such an option may be less than in the case of an exchange traded option issued by the Options Clearing Corporation. The trading of options is highly speculative and may entail risks that are greater than those present when investing in other securities. Prices of options are generally more volatile than prices of other securities. To the extent that ELSF purchases options that it does not sell or exercise, it will suffer the loss of the premium paid in such purchase. To the extent that ELSF sells options and must deliver the underlying securities at the option price, ELSF has a theoretically unlimited risk of loss if the price of such underlying securities increases. To the extent that ELSF must buy the underlying securities, it risks the loss of the difference between the market price of the underlying securities and the option price. Any gain or loss derived from the sale or exercise of an option will be reduced or increased, respectively, by the amount of the premium paid. The expenses of option investing include commissions payable on the purchase and on the exercise or sale of an option. Special risks are associated with the use of options. A decision as to whether, when and how to use options involves the exercise of skill and judgment which are different from those needed to select securities, and even a well-conceived transaction may be unsuccessful to some degree because of market behavior, currency fluctuations or interest rate trends. The potential loss incurred by ELSF in writing uncovered options is unlimited. When options are used as a hedging technique, there can be no guaranty of a correlation between price movements in the option and in the portfolio securities being hedged. A lack of correlation could result in a loss on both the hedged securities and the hedging vehicle, so that ELSF's return might have been better had hedging not been attempted.

## **DISCIPLINARY INFORMATION**

This Item is not applicable.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

As described above under "Performance-Based Fees and Side-by-Side Management" EAM launched Empirical Long Short Fund in October, 2011 and EAM receives performance-based compensation in the form of an incentive allocation from ELSF and thus, EAM participates in the capital appreciation of the assets of ELSF.

Since launching ELSF, EAM is managing an account that is charged a performance-based fee (and an asset-based management fee) while also managing separate Client accounts that are only charged an asset-based management fee. Because ELSF has a

performance-based fee and the separate Client accounts do not, EAM faces a conflict of interest by managing these accounts at the same time and may have an incentive to favor ELSF over the separate Client accounts in order to earn the performance-based fees.

EAM addresses this conflict by applying investment models to all of its Client accounts (including ELSF) that are 100% quantitative, which means that EAM does not make subjective decisions as to whether or not to add a position to one of its Client accounts over another.

When possible, EAM aggregates orders for the purchase and sale of securities for Client portfolios it advises. To address potential trading conflicts, EAM has in place certain trade allocation and aggregation policies and procedures (the "Trading Procedures"). Under the Trading Procedures, orders for investment vehicles in which EAM or persons associated with EAM have an interest, such as ELSF, may be aggregated with orders for other Client portfolios, but because some trades are taking place at both Fidelity Investments and JP Morgan Clearing Corp (ELSF), this is not always possible. Securities purchased or proceeds of securities sold through aggregated orders are allocated to the account of each Client that bought or sold such securities at the average execution price. If less than the total of the aggregated orders is executed, purchased securities or proceeds will be generally allocated pro rata among the participating portfolios in proportion to their planned participation in the aggregated orders. Transaction costs for any transaction will be shared pro rata based on each portfolio's participation in the transaction. Additionally EAM utilizes a trade rotation policy that is available upon request.

Broker-Dealer Affiliation: No employee of EAM is affiliated with a broker dealer.

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

EAM has adopted a Code of Ethics (the "Code") in accordance with Rule 204A-1 of the Investment Advisers Act of 1940. A copy of the Code is available to Clients upon request without charge. The purpose of the Code is to set forth certain key guidelines that have been adopted by EAM as office policy for the guidance of all personnel and to specify the responsibility of all employees of EAM to act in accordance with their fiduciary duty to EAM's Clients and to comply with applicable federal and state laws and regulations. The Code requires that all employees conduct themselves in accordance with high ethical standards, which should be premised on the concepts of integrity, honesty and trust, and in full compliance with all applicable federal and state laws and regulations concerning the securities industry.

The following is a summary of certain provisions of the Code:



*Confidential Information:* As an investment adviser, EAM has a fiduciary duty to its Clients not to divulge or misuse information obtained in connection with its services as an adviser. Therefore, all information, whether of a personal or business nature, that an employee obtains about a Client's affairs in the course of employment with EAM should be treated as confidential and used only to provide services to or otherwise to the benefit of the Client. Such information may sometimes include information about non-clients, and that information should likewise be held in confidence. Even the fact that EAM advises a particular Client should ordinarily be treated as confidential.

The Code sets forth steps employees should take to help preserve confidential information including the following: avoiding inadvertent or accidental disclosure through careless conversation or describing details of a current or proposed trade, investment or transaction in a public place; employing physical safeguards, such as locking file cabinets and using password protected computer files or disks; and careful use of email.

*Material Inside Information:* All employees of EAM (in any capacity) and all persons friends, relatives, business associates and others who receive nonpublic material inside information from employees concerning an issuer of securities (whether such issuer is a Client or not) are subject to these rules. Generally speaking, inside information is information about an issuer's business or operations (past, present or prospective) that becomes known to an employee and which is not otherwise available to the public. If a person knows information about an issuer which the person believes would influence an investor in any investment decision concerning that issuer's securities and which has not been disclosed to the public, the person should not buy or sell that issuer's securities. The Code sets forth an extensive list of subjects, information about which is likely to be material inside information. The Code also explicitly forbids disclosing material inside information to another person ("tipping") who subsequently uses that information for his or her profit.

All personnel receiving material, nonpublic information have the same duty not to disclose or use information about persons or issuers who are not Clients of EAM in connection with securities transactions as they have with respect to Client securities. In other words, employees may not purchase or sell any securities with respect to which they have inside information for their own, EAM's or for a Client's account or cause Clients to trade on such information until after such information becomes public. The foregoing prohibition applies whether or not the material inside information is the basis for the trade. Whenever employees come into possession of what they believe may be material nonpublic information about an issuer, they must immediately notify the Chief Compliance Officer. The Chief Compliance Officer shall maintain a list of all issuers about which EAM has inside information and shall circulate such list to the appropriate personnel at EAM so as to prevent any trading in securities of such issuers.

*Fiduciary Duty and Conflicts of Interest:* EAM and its employees have a fiduciary duty to EAM's Clients to act for the benefit of the Clients and to take action on the Clients' behalf before taking action in the interest of any employee or EAM. EAM and its employees must

act for the Clients' benefit and treat the Clients fairly. The manner in which any employee discharges its fiduciary duty and addresses a conflict of interest depends on the circumstances. Sometimes general disclosure of common conflicts of interest may suffice. In other circumstances, explicit consent of the Client to the particular conflict of interest may be required or an employee may be prohibited from engaging in the transaction regardless of whether the Client consents.

The duty to disclose and obtain a Client's consent to a conflict of interest must always be undertaken in a manner consistent with the employee's duty to deal fairly with the Client. Therefore, even when taking action with a Client's consent, each employee must always seek to assure that the action taken is fair to the Client.

EAM launched the Empirical Long Short Fund, L.P. in October, 2011 and as described above under "Performance-Based Fees and Side-by-Side Management" and "Other Financial Industry Activities and Affiliations," EAM has in place policies and procedures to address the potential conflicts of interest that may arise due to EAM's management of separate Client accounts and ELSF.

The Code sets forth several common examples of other conflicts of interest including selection of broker-dealers, commissions, gifts and service as a director of a public company, and how such conflicts can be avoided.

*Scalping or Front-Running:* As a general rule, if any related person knows of a pending "buy" recommendation or is aware of a pending "sell" recommendation, then that related person may not engage in the practice of purchasing or selling stock before EAM takes action for its Clients. Such activities put EAM and its related persons in a conflict of interest and give the related person an advantage at the Client's expense. Limited exceptions may be granted for liquid securities where the related person is buying or selling a non-material number of shares. Any trades undertaken for an employee's own account, for the account of the Company, for the account of any non-Company Client or for another related person must be done so as not to disadvantage an EAM Client in any way. This means that all related persons must generally wait to trade a security until all trading in that security for all accounts of EAM's Clients is completed, although in some cases it may be appropriate to aggregate a personal trade with Client trades (see "Aggregation of Orders" below).

Specifically, no employee may (i) *buy* a security within seven calendar days *before* any Client account *buys* the same or a related security, (ii) *sell* such a security within seven days *before* any Client account *sells* the same or a related security, (iii) *sell* a security within seven days *after* any Client account has *bought* the same or a related security or (iv) *buy* a security within seven days *after* any Client account has *sold* the same or a related security. The Chief Compliance Officer may grant exemptions to the foregoing rules in his discretion (for example, when an employee has sold a security and, before the expiration of seven days, external events make it important for a Client to sell the same or a related security quickly). If

an employee completes a transaction during a “blackout” period, he or she may be required to turn over any profits realized on the transaction, in most cases for crediting to Client accounts.

In order to preclude the possibility that material nonpublic information about EAM’s investment decisions and recommendations, and Client securities holdings and transactions, could be misused, EAM has taken steps to restrict access to such information to employees who need such information to perform their duties, including the use of password protection on computer files and limiting physical access to paper storage records. Employees who are not authorized to access such information may be subject to termination if they attempt to do so.

*Unfair Treatment of Certain Clients vis-à-vis Others:* An employee who handles one or more Clients may be faced with situations in which it is possible to give preference to certain Clients over others. Employees must be careful not to give preference to one Client over another even if the preferential treatment would benefit EAM or the employee. For example, an employee should not (i) provide better advice to a large, prestigious Client than is given to a smaller, less influential one, (ii) give sale advice to one Client ahead of another, or (iii) direct securities of a limited supply and higher potential return to particular Clients because they generate larger fees (such as performance-based fees) for EAM.

*Dealing with Clients as Agent and Principal:* In accordance with Section 206(3) of the Advisers Act, the Code requires that employees involved in the situation where EAM is buying or selling securities from a Client disclose to the Client in writing the capacity in which EAM acts, its profits (if it acts as principal) and its commissions (if it acts as agent for another) and obtain the Client's consent. These types of transactions must not be entered into without prior consultation with EAM's Chief Compliance Officer.

*Recommending to Clients Securities in Which EAM has a Material Financial Interest:* EAM launched Empirical Long Short Fund, L.P. in October, 2011 and may solicit Clients to invest in ELSF. Because ELSF pays performance-based fees in addition to asset-based management fees (while other Client accounts will pay only asset-based management fees), EAM faces a conflict of interest by managing these accounts at the same time and may have an incentive to encourage Clients to invest in ELSF rather than in separate Client accounts in order to earn the performance-based fees. EAM does not have discretion to invest a Client’s assets in ELSF and EAM will never invest Client assets in ELSF without the Client’s permission. If EAM believes that ELSF might be an appropriate investment for a Client, it may suggest that the Client invest in ELSF. Prior to accepting any investment in ELSF from a Client, EAM will deliver to the Client ELSF’s confidential private placement memorandum which discloses all of the fees (including performance fees) applicable to investors in ELSF and all risks associated with an investment in ELSF. With respect to Client assets that are invested in ELSF, Clients are only assessed fees through ELSF and are not assessed any fees through any management agreement governing a separate account that the Client may have with EAM (i.e., Clients will only be assessed one level of fees).

*Personal Trading Policy:* Employees are allowed to buy and sell securities for their own accounts. Each employee must submit an initial holdings report disclosing to the Chief Compliance Officer the identities, amounts, and locations of all securities owned in all accounts in which he or she has a "beneficial ownership interest." In addition, each employee must disclose similar information within thirty (30) days after the end of each calendar year while employed by EAM. Such reports must be current as of a date not more than 45 days prior to the employee joining the company (for an initial report) or the date the report is submitted (for the annual report). Each employee must report to the Chief Compliance Officer within 30 days after the end of each calendar quarter all securities transactions in all of the employee's covered accounts during the preceding quarter.

## **BROKERAGE PRACTICES**

### **Selection of Brokers:**

When placing trades on behalf of a Client, EAM has a fiduciary duty to seek to obtain the best execution possible for the Client. While a primary criterion for all transactions in portfolio securities is the execution of orders at the most favorable net price, numerous additional factors may be considered when arranging for the purchase and sale of Clients' portfolio securities. These include restrictions imposed by the federal securities laws and the allocation of brokerage in return for certain services and materials described below. In determining the abilities of the broker-dealer to obtain best execution of a particular transaction, EAM will consider all relevant factors including the execution capabilities required by the transaction(s), the ability and willingness of the broker-dealer to facilitate the account's portfolio transactions promptly and at reasonable expense, the importance to the account of speed, efficiency or confidentiality, the broker-dealer's apparent familiarity with sources from or to whom particular securities might be purchased or sold, the broker-dealer's ability to supplement EAM's management capabilities with research, quotation and consulting services and computer hardware and software materials, as well as any other matters EAM deems relevant to the selection of a broker-dealer for a particular portfolio transaction of the account.

### **Research and Other Soft Dollar Benefits:**

EAM may use broker-provided products and services that assist it in carrying out its investment decision-making responsibilities. Such services may include, but are not limited to: (i) written information and analyses concerning specific securities, companies or sectors; (ii) market, financial and economic studies and forecasts, as well as discussions with research personnel; (iii) certain financial and industry publications; and (iv) statistical and pricing services utilized in the investment management process. EAM intends to comply with Section 28(e) of the Securities Exchange Act of 1934 in connection with its use of soft dollars. In some cases EAM may acquire a research product or service with soft dollars that

also has non-research uses. In these cases EAM will make a reasonable allocation of the cost of the product or service according to its use. That portion of the product or service which provides administrative or other non-research services will be paid for by EAM in hard dollars.

When EAM uses Client brokerage commissions, mark-ups or markdowns to obtain research or other products or services, EAM will receive a benefit because we will not have to produce or pay for the research, products or services that are provided. EAM may have an incentive to select a broker-dealer based on its interest in receiving the research or other products or services, rather than on Clients' interest in receiving most favorable execution.

All research services received from broker-dealers to whom commissions are paid are used collectively. There is no direct relationship between commissions received by a broker-dealer from a particular Client's transactions and the use of any or all of that broker-dealer's research material in relation to that Client's account. EAM may pay a broker-dealer a brokerage commission in excess of that which another broker-dealer might have charged for the same transaction in recognition of research and brokerage related services provided by the broker-dealer.

On a semi-annual basis, the Chief Compliance Officer shall review the list of brokers with whom EAM does business, the commissions paid to such brokers and the soft dollar products and services provided by such brokers to EAM and assess whether EAM is achieving best execution and is complying with its brokerage policy. The Chief Compliance Officer shall provide a written report of such assessment to EAM's Senior Partners, along with any recommendations for changes.

EAM utilizes Fidelity, JP Morgan Clearing Corp. and TD Ameritrade for custodial services. In return for placing trades with Fidelity on behalf of Clients, EAM received Client service and access to Client account systems through Fidelity's technology offering. EAM also received monthly statements for our Clients which were also provided by Fidelity. At JP Morgan Clearing Corp., in return for placing trades, EAM received account statements, hedge fund reporting and the services of EAB Investment Group as well as a portion of their Bloomberg subscription.

### ***Brokerage for Client Referrals:***

On occasion EAM will receive Client referrals from a broker-dealer or prime broker that we transact commission business with on a regular basis. EAM may consider, in selecting broker-dealers, whether, EAM receives Client referrals from a broker-dealer or third party. This may create an incentive for us to select a broker-dealer based on EAM's interest in receiving Client referrals, rather than on our Clients' interest in receiving most favorable execution. However, although EAM may consider whether EAM receives Client referrals from a broker-dealer, such factor will not be determinative and when selecting broker-dealers EAM will act in accordance with its fiduciary duty to seek to obtain the best execution possible for its Clients and, as described above, EAM will consider all relevant

factors.

Although EAM did not direct Client transactions to a particular broker-dealer in return for Client referrals during our last fiscal year, we did receive referrals from a broker dealer during the year.

***Directed Brokerage:***

EAM will not recommend, request or require that a Client direct us to execute transactions through a specified broker-dealer.

From time to time, if requested by a particular Client, EAM may permit the Client to direct securities transactions to a particular brokerage firm. Directed brokerage may result in such Client paying higher commissions than would be the case if EAM were able to select brokers freely. Directed brokerage in many cases limits EAM's ability to negotiate commissions for the Client and its ability to aggregate orders and may result in an inability to obtain volume discounts or best execution for the Client in some transactions. The higher cost associated with a directed brokerage arrangement will be disclosed in more detail to each Client that requests such an arrangement.

**Aggregation of Orders:**

EAM aggregates orders for the purchase and sale of securities for Client portfolios it advises. To address potential trading conflicts, EAM has in place certain trade allocation and aggregation policies and procedures (the "Trading Procedures"). Under the Trading Procedures, orders for investment vehicles in which EAM or persons associated with EAM have an interest, may be aggregated with orders for other Client portfolios. Securities purchased or proceeds of securities sold through aggregated orders are allocated to the account of each Client that bought or sold such securities at the average execution price. If less than the total of the aggregated orders is executed, purchased securities or proceeds will be generally allocated pro rata among the participating portfolios in proportion to their planned participation in the aggregated orders. At Fidelity security transactions cost each Client \$7.99 per transaction for equities and exchange trades funds, \$25 per transaction for unit investment trusts and \$30 per transaction for mutual funds. For the Empirical Long Short Fund, LP at JP Morgan transaction costs for any transaction will be shared pro rata based on each partner's participation in the transaction.

In aggregated trades involving related party accounts owned entirely by EAM, by officers or employees of EAM or by family members of such officers and employees, in the event that an aggregated trade is partially filled such accounts will have their allocation reduced to zero before any reductions are made in the allocation to Client accounts (this sentence does not apply to pooled investment vehicles or separate accounts managed directly by EAM in which EAM, its officers or employees or their family members participate as fee paying investors along with Clients of EAM). In conducting the review of trade

allocations, the Chief Compliance Officer will review specifically allocations of trades to related party accounts to ascertain that such accounts have not been favored over other accounts.

## **REVIEW OF ACCOUNTS**

At EAM, we review Client accounts quarterly and generally meet with Clients on an annual basis. If requested, in particular cases, we will meet semi-annually. Our reviews include a discussion of risk tolerance and risk management, investment performance, asset allocation, life changes and a refresher on our methodology and investment process. Additionally we will update the Client's investor profile and investment objectives if needed. All Client reviews will be performed by one of our two Managing Directors. Because our methodology and investment philosophy is long-term and strategic, rather than tactical, at EAM we do not review accounts more frequently than quarterly unless requested to do so by a Client.

Each Client of EAM receives a monthly account statement. In the case of our separate account advisory Clients, statements are issued by Fidelity Investments or TD Ameritrade. For investors in ELSF, statements are posted to Client accounts by SS&C GlobeOp, our third party administrator. All of the reports and statements sent to our Clients are computer generated by either our custodian, our third party administrator or by Advent or Black Diamond, our performance management providers.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

We did receive referrals from broker dealers during our prior fiscal year, although we did not receive compensation or derive fees from any of the broker dealer referrals.

## **CUSTODY**

EAM launched Empirical Long Short Fund, L.P. in October, 2011. JP Morgan Clearing Corp. is the qualified custodian of ELSF. As the general partner of ELSF, a related party of EAM is deemed to have custody of ELSF's funds and securities. ELSF's third party administrator, SS&C GlobeOp, posts monthly account statements to partner accounts in ELSF. Investors in ELSF should carefully review those statements. Investors in ELSF also receive annual audited financial statements.

With respect to EAM's separate account Clients, EAM does not have custody of Client funds or securities, which are held on behalf of each Client by a qualified custodian, either Fidelity Investments or TD Ameritrade.

## **INVESTMENT DISCRETION**

Empirical Asset Management accepts discretionary authority to manage securities accounts on behalf of our Clients. Each of our Clients will enter into an investment management agreement with us outlining the details of EAM's trading authority and the limitations, if any, on EAM's authority.

## **VOTING CLIENT SECURITIES**

EAM has contracted with Glass, Lewis and Company, LLC to vote Client securities and EAM has adopted the proxy-voting guidelines discussed below. Clients of EAM may obtain upon request a copy of our Proxy Voting Policies and Procedures and a record of how EAM voted a Client's securities by contacting EAM at 781-431-2220.

In addition to the standard detailed analysis conducted by Glass Lewis for all its Clients, Glass Lewis conducts an additional level of analysis on behalf of Clients seeking to vote consistent with widely-accepted enhanced environmental, social and governance practices. The ESG guidelines are designed for investors seeking enhanced investment return with a focus on disclosing and mitigating company risk with regard to ESG issues.

### **MANAGEMENT PROPOSALS**

#### **ELECTION OF DIRECTORS**

In addition to the standard level of analysis Glass Lewis conducts of directors and their performance, we provide an additional level of review to determine if directors are providing adequate oversight of ESG issues including whether the company provides sufficient disclosure concerning ESG risks. Pursuant to this, the ESG guidelines evaluate directors' commitment to establishing broad sustainable business practices in evaluating shareholder proposals to report on and mitigate environmental, social and governance risks.

#### **EXECUTIVE COMPENSATION**

Glass Lewis recognizes the importance in designing appropriate executive compensation plans that truly reward pay for performance. In its standard analysis, Glass Lewis engages in an exhaustive examination of the methods and levels of compensation paid to executives to determine if pay and performance are properly aligned. Under the Glass Lewis ESG guidelines, Glass Lewis conducts a further level of analysis by looking at compensation issues as they relate to environmental and social criteria as well as other issues relevant to good corporate governance practices.

In general, under the Glass Lewis ESG guidelines, we will evaluate director compensation based on the same criteria as executive compensation but will favor the ability to approve director compensation separate and apart from executive compensation.

The Glass Lewis ESG Guidelines will follow the general Glass Lewis recommendation



when voting on management advisory votes on compensation (“say-on-pay”) and on executive compensation arrangements in connection with merger transactions (i.e., golden parachutes). Further, the ESG Guidelines will support annual advisory compensation votes.

## **MERGERS/ACQUISITIONS**

Glass Lewis undertakes a thorough examination of the economic and corporate governance implications of a proposed merger or acquisition in terms of the transaction’s likelihood of maximizing shareholder return. Unlike the general Glass Lewis guidelines, the ESG guidelines will support shareholder proposals seeking the company to consider effects of the transaction on the company’s stakeholders.

## **SHAREHOLDER PROPOSALS**

### **COMPENSATION**

The Glass Lewis ESG guidelines recognize that ESG performance factors should be an important component of the overall consideration of proper levels of executive performance and compensation. Therefore, Glass Lewis’ ESG guidelines generally supports proposals seeking to tie executive compensation to performance measures such as compliance with environmental regulations, health and safety regulations, nondiscrimination laws and compliance with international human rights standards. Furthermore, the Glass Lewis ESG guidelines will generally support proposals that seek to evaluate overall director performance based on environmental and social criteria.

The Glass Lewis ESG guidelines will support proposals seeking to prohibit or require more disclosure about stock hedging and pledging by executives. The Glass Lewis ESG guidelines will also support proposals requesting that companies adopt executive stock retention policies and prohibiting the accelerated vesting of equity awards. Furthermore, the Glass Lewis ESG guidelines will support shareholder proposals to link pay with performance, to eliminate or require shareholder approval of golden coffins and to clawback unearned bonuses.

### **SHAREHOLDER RIGHTS**

Similar to Glass Lewis’ general guidelines, the Glass Lewis ESG guidelines supports increased shareholder participation and access to a company and its board of directors. Accordingly, the Glass Lewis ESG guidelines will support initiatives that seek to enhance shareholder rights, such as the introduction of majority voting to elect directors, the adoption of proxy access, the elimination in/ reduction of supermajority provisions, the declassification of the board, the submission of shareholder rights’ plans to a shareholder vote and the principle of one share, one vote. The Glass Lewis ESG guidelines will support proposals requesting reporting on a company’s compliance with the Equal Employment Opportunity Commission but not to require a company to take specific action.

## ENVIRONMENT

Glass Lewis' ESG guidelines generally support proposals regarding the environment, in particular those seeking improved sustainability reporting and disclosure about company practices which impact the environment. Glass Lewis' ESG guidelines support increased disclosure of a company's environmental risk through company-specific disclosure as well as compliance with international environmental conventions and adherence to environmental principles like those promulgated by CERES. Similarly, Glass Lewis' ESG guidelines supports proposals requesting companies develop greenhouse gas emissions reduction goals, comprehensive recycling programs, and other proactive means to mitigate a company's environmental footprint.

Under the Glass Lewis' ESG guidelines, we carefully examine each proposal's merits in order to ensure it seeks enhanced environmental disclosure and/or practices, and is not conversely aimed at limiting environmental disclosure or consideration.

The Glass Lewis ESG guidelines will also support proposals seeking to adopt the Equator Principles. The Equator Principles are a financial industry benchmark for determining, assessing and managing social and environmental risk in project financing. Similarly, the Glass Lewis ESG guidelines support proposals requesting that a company consider energy efficiency and renewable energy sources in its project development and overall business strategy.

As bioengineering and nanotechnology become more prevalent, the Glass Lewis ESG guidelines carefully scrutinize any proposals requesting that a company adopt a policy concerning these matters. In general, the Glass Lewis ESG guidelines support proposals that seek additional reporting on these topics, as well as the development of safety standards to regulate their use.

Glass Lewis' ESG guidelines evaluate a company's impact on the environment, in addition to the regulatory risk a company may face by not adopting environmentally responsible policies. The Glass Lewis ESG guidelines will consider voting against certain directors for not exercising their fiduciary duty as it relates to environmental risk.

## LABOR/HUMAN RIGHTS

Glass Lewis' ESG guidelines generally support enhancing the rights of workers, as well as considering the communities and broader constituents in the areas in which companies do business. Accordingly, the Glass Lewis ESG guidelines will generally vote for proposals requesting that companies provide greater disclosure regarding impact on local stakeholders, workers' rights and human rights in general. In addition, Glass Lewis' ESG guidelines supports proposals for companies to adopt or comply with certain codes of conduct relating to labor standards, human rights conventions and corporate responsibility at large. The Glass Lewis ESG guidelines will support proposals requesting independent verification of a company's contractors' compliance with labor and human rights standards.

In addition, the Glass Lewis ESG guidelines support the International Labor Organization standards and encourage companies to adopt such standards in its business operations.

Glass Lewis' ESG guidelines provides for a review of the performance and oversight of certain directors in instances in which a company is found to have violated international human rights standards. Pursuant to the Glass Lewis ESG guidelines, if directors have not adequately overseen the overall business strategy of the company to ensure that basic human rights standards are met or if a company is subject to regulatory or legal action with a foreign government or entity due to human rights violations, we will consider voting against directors taking into account the severity of the violations and the outcome of the claims.

#### **HEALTH/SAFETY**

Glass Lewis' ESG guidelines generally support proposals seeking increased disclosure regarding public health and safety issues. In particular, Glass Lewis' ESG guidelines supports proposals calling for the labeling of the use of genetically modified organisms ("GMO"), the elimination or reduction of toxic emissions and use of toxic chemicals in manufacturing, and the prohibition of tobacco sales to minors. Glass Lewis' ESG guidelines also supports proposals seeking a report on a company's drug reimportation guidelines, as well as on a company's ethical responsibility as it relates to drug distribution and manufacture.

#### **BUSINESS ETHICS**

Glass Lewis' ESG guidelines generally supports proposals seeking to increase disclosure of a company's business ethics and code of conduct, as well as of its activities that relate to social welfare. The Glass Lewis ESG guidelines supports proposals requesting that a company develop sustainable business practices, such as animal welfare policies, human rights policies, and fair lending policies. Furthermore, the Glass Lewis ESG guidelines supports reporting and reviewing a company's political and charitable spending as well as its lobbying practices.

#### **DISCLAIMER**

This document sets forth the proxy voting policy and guidelines of Glass, Lewis & Co., LLC. The policies included herein have been developed based on Glass Lewis' experience with proxy voting and corporate governance issues and are not tailored to any specific person. Moreover, these guidelines are not intended to be exhaustive and do not include all potential voting issues. The information included herein is reviewed periodically and updated or revised as necessary. Glass Lewis is not responsible for any actions taken or not taken on the basis of this information. This document may not be reproduced or distributed in any manner without the written permission of Glass Lewis.

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## FINANCIAL INFORMATION

This Item is not applicable.

# **EMPIRICAL ASSET MANAGEMENT, LLC**

## **Part 2B of Form ADV: Brochure Supplement**

### **Mark H. Fiskio**

March 31, 2015

Empirical Asset Management, LLC  
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Newton, MA 02462  
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Fax 781-431-2260  
Website: [Empiricalam.com](http://Empiricalam.com)

This Brochure Supplement provides information about Mark H. Fiskio that supplements the Empirical Asset Management, LLC ("EAM") Disclosure Brochure. You should have received a copy of that Disclosure Brochure. Please contact Mark H. Fiskio if you did not receive EAM's Disclosure Brochure or if you have questions about the contents of this Brochure Supplement. Our contact information is listed above.

## **EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE**

Mark H. Fiskio is the founder, Managing Partner and Principal Owner of Empirical Asset Management, LLC (“EAM”). Prior to founding EAM in 2010 Mark was a Senior Portfolio Manager in the PIA program at Merrill Lynch and one of the two individuals behind the *Rules Based Investing*® platform. While at Merrill Lynch, Mark’s responsibilities included investment model development, portfolio management and business development. Prior to joining Merrill Lynch in 2005, Mark spent eleven years at Advest, where he held the title of First Vice President Investments. Prior to joining Advest, Mark was a Vice President at Paine Webber. Additionally, Mark held the position of Vice President for the Investment Services Group of Donaldson, Lufkin and Jenrette, an institutional research and trading house where he worked on the sell side servicing institutional Clients. Mark began his career at Shearson American Express in 1983. He holds a B.A. in Economics from Connecticut College. Mark was born in 1957.

## **DISCIPLINARY INFORMATION**

This Item is not applicable. There is no disciplinary information to disclose for Mark Fiskio.

## **OTHER BUSINESS ACTIVITIES**

This item is not applicable. Mark Fiskio is not involved in other business activities.

## **ADDITIONAL COMPENSATION**

This item is not applicable.

## **SUPERVISION**

As the founder, sole Managing Partner and Chief Compliance Officer of EAM, Mark is the most senior employee of EAM and is not subject to supervision by any other employees of EAM. Mark is expected to adhere to EAM’s policies and procedures as well as our Code of Ethics and all applicable securities laws governing registered investment advisors and their employees.

EAM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of EAM. Further, EAM is subject to regulatory oversight by various agencies. These agencies require registration

by EAM and its employees. As a registered entity, EAM is subject to examinations by regulators, which may be announced or unannounced. EAM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

# **EMPIRICAL ASSET MANAGEMENT, LLC**

## **Part 2B of Form ADV: Brochure Supplement**

### **William H. Davis**

March 31, 2015

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Phone 781-431-2237  
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This Brochure Supplement provides information about William H. Davis that supplements the Empirical Asset Management, LLC ("EAM") Disclosure Brochure. You should have received a copy of that Disclosure Brochure. Please contact William H. Davis if you did not receive EAM's Disclosure Brochure or if you have questions about the contents of this Brochure Supplement. Our contact information is listed above.



## **EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE**

William H. Davis is the Managing Director of Empirical Asset Management, LLC. Prior to being the Managing Director of EAM in 2010, Bill was the CEO at Ze-gen, Inc. Prior to joining Ze-gen, Inc. in 2004, Bill was the Managing Director at Instigo, LLC. He holds a B.A. from Connecticut College in 1979. Bill was born in 1957.

## **DISCIPLINARY INFORMATION**

This Item is not applicable. There is no disciplinary information to disclose.

## **OTHER BUSINESS ACTIVITIES**

Mr. Davis serves as a Board Chair of Telkonet, Inc. as well as Board Vice Chair of Impact Infrastructure. Mr. Davis is compensated for these positions.

## **ADDITIONAL COMPENSATION**

Mr. Davis does earn additional compensation as noted in Other Business Activities above.

## **SUPERVISION**

Mr. Davis serves as a Managing Director of EAM and is supervised by Mark Fiskio, the Chief Compliance Officer. Mr. Fiskio can be reached at 781-431-2223.

EAM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of EAM. Further, EAM is subject to regulatory oversight by various agencies. These agencies require registration by EAM and its employees. As a registered entity, EAM is subject to examinations by regulators, which may be announced or unannounced. EAM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

# **EMPIRICAL ASSET MANAGEMENT, LLC**

## **Part 2B of Form ADV: Brochure Supplement**

### **Jason Aronson, CFA**

March 31, 2015

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This Brochure Supplement provides information about Jason Aronson that supplements the Empirical Asset Management, LLC ("EAM") Disclosure Brochure. You should have received a copy of that Disclosure Brochure. Please contact Jason Aronson if you did not receive EAM's Disclosure Brochure or if you have questions about the contents of this Brochure Supplement. Our contact information is listed above.

## **EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE**

Jason Aronson specializes in the development and risk modeling of investment strategies in equity portfolio management. Prior to joining EAM, he served as a Modeling Analyst in Risk Management for both Sovereign Bank | Santander and ProMutual Group. He graduated with distinction with a MS in Quantitative Finance from Bentley University. Throughout his academic career, Jason has co-authored numerous research studies with topics in statistics, economics, and the capital markets. Jason received a BS in Computational Finance and Information Technology from Babson College.

## **DISCIPLINARY INFORMATION**

This Item is not applicable. There is no disciplinary information to disclose.

## **OTHER BUSINESS ACTIVITIES**

This item is not applicable. Mr. Aronson is not involved in other business activities.

## **ADDITIONAL COMPENSATION**

This item is not applicable. Mr. Aronson does not receive additional compensation.

## **SUPERVISION**

Mr. Aronson serves as a Quantitative Analyst of EAM and is supervised by Mark Fiskio, the Chief Compliance Officer. Mr. Fiskio can be reached at 781-431-2223.

EAM has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of EAM. Further, EAM is subject to regulatory oversight by various agencies. These agencies require registration by EAM and its employees. As a registered entity, EAM is subject to examinations by regulators, which may be announced or unannounced. EAM is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.