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An SEC Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of ClearShares LLC. If you have any questions about the contents of this brochure, please contact us at (212) 359-0290. 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.

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

Where ClearShares LLC describes itself as a registered investment adviser, registration does not imply a certain level of skill or training.

ITEM 2

MATERIAL CHANGES

The following material changes have occurred since the 2018 Annual ADV Amendment:

- 1) ClearShares LLC is the investment advisor to the ClearShares OPER ETF (“OPER ETF”). The OPER ETF launched on July 2018 and is traded on the NYSE. The OPER ETF is an actively managed portfolio seeking current income by investing in repurchase “repo” agreements, collateralized by high-quality fixed income collateral securities such as U.S. Treasuries, U.S. Government Agency and Mortgage Backed securities. Please refer to Item 8 and Item 10 for important disclosures related to this ETF. Additional information regarding OPER ETF is provided in this ADV and is also publicly available in the Prospectus and Statement of Additional Information filed with the SEC. These documents are also available on the OPER ETF website at <https://www.clear-shares.com>.

There have not been any other material changes to firm personnel or advisory services.

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ADVISORY BUSINESSES

ClearShares LLC (“ADVISOR”) is owned by Clearbrook LLC, a Delaware limited liability company. ADVISOR is an independent investment advisory firm whose core business is to provide investment and strategic advice, investment solutions, and related wealth advisory services to institutions high net worth individuals.

Supervisory Services to the Fund:

ADVISOR provides investment supervisory services to the Fund, a Delaware Series limited liability company, as a ‘fund of hedge funds’. Generally, ADVISOR has complete discretion and authority to manage and directs the investment of capital for the Fund for which it serves as the investment manager. ADVISOR does not participate in the selection, buying or selling of specific securities of operating issuers, but does select hedge funds or other private investment vehicles in which the Fund invests or sub-advisors to the Fund. An affiliate of ADVISOR, CDIS LP LLC, is the Managing Member of the Fund.

Interests in the Fund are not registered under the Securities Act of 1933, as amended (the “Securities Act”), and are not registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Accordingly, interests in the Funds are offered and sold exclusively to persons (“Investors”) who are “accredited investors” as defined in Rule 501(a) under the Securities Act of 1933, as amended, and “qualified eligible persons” as defined in Commodity Futures Trading Commission Regulation 4.7. In addition, Investors are also required to be “qualified purchasers” within the meaning of Section 2(a)(51)(A) of the Investment Company Act of 1940, as amended. Investors in the Fund may include, but are not limited to, individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Advisory Services to OCIO ETF

ADVISOR has entered into an agreement to provide advisory services to an ETF on the ESS platform sponsored by U.S. Bancorp Fund Services. This ETF is modeled after an Outsource Chief Investment Officer allocation for large institutional clients (e.g. foundations, charities) (“OCIO ETF”). The OCIO ETF launched on June 27, 2017 and seeks to achieve its objective through investing in a mix of passive index based ETF’s and active ETF strategies providing exposure to a broad range of products and markets including global stocks, bonds, commodities and alternative indexes, based on market opportunities and conditions. The OCIO ETF invests in a wide range of ETFs based on investment considerations including asset, geographic and industry exposures, in addition to diversification and liquidity constraints.

Advisory Services to OPER ETF

ADVISOR has entered into an agreement to provide advisory services to the OPER ETF on the ESS platform sponsored by U.S. Bancorp Fund Services. The OPER ETF is an actively managed portfolio seeking current income by investing in repurchase “repo” agreements, collateralized by high-quality fixed income collateral securities such as U.S. Treasuries, U.S. Government Agency and Mortgage Backed securities. Repurchase agreements are short-term investments widely used by, banks, securities firms, insurance companies and hedge funds to provide liquidity and safety. A repo is backed by collateral, protecting the buyer against the possible risk that the seller is unable to

repurchase the security as promised. The OPER ETF seeks to fill the return void and provide an alternative to low yielding money market and non-yielding cash positions through short-term fixed income securities

ADVISOR does not participate in wrap fee programs.

As of December 31, 2018, ADVISOR manages approximately \$181,556,687.00 assets on a discretionary basis.

ITEM 5 FEES AND COMPENSATION

Fund

The Fund pays ADVISOR the Management Fee, in arrears, in an amount equal to one-half of one percent (0.50%) per annum of the NAV of each Capital Account, as of the end of each month. The Management Fee is charged against a Capital Account regardless of whether such Capital Account increases or decreases in value over time. The Applicant may negotiate fees and agree to a different management fee arrangement in respect of any Capital Account of a Member, or waive or reduce the Management Fee in respect of any Capital Account of a Member, in its discretion. This will not entitle the Member that holds such Account, or any other Member, to such a different arrangement, waiver or reduction in respect of any other Capital Account. Differences in management fees may depend on series of interest, minimum investment amounts, and liquidity terms.

The Fund generally bears all other costs and expenses associated with its organization, the offering of Interests and its ongoing operations, except as otherwise described in the Offering Memorandum provided to each client, including the Fund's organizational costs and expenses, together with offering costs and expenses incurred in connection with the offer and sale of Interests. To the extent the Fund invests in Pooled Investment Vehicles, it bears its allocable share of the costs and expenses of such vehicles, including their organizational, offering and operating costs and expenses and the management fees and incentive compensation payable to their Sub-Managers. Similarly, to the extent the Investment Manager causes the Fund to open Managed Accounts with one or more Sub-Managers, the Fund bears the expenses associated with the management of such accounts, including their administrative and transaction expenses and the management fees and incentive compensation charged by such Sub-Managers.

OCIO ETF Fee

The OCIO ETF pays ADVISOR a management fee, which is calculated daily and paid monthly, at an annual rate of 0.55% of the fund's average daily net assets.

OPER ETF Fee

The OCIO ETF pays ADVISOR a management fee, which is calculated daily and paid monthly, at an annual rate of 0.30% of the fund's average daily net assets

Neither ADVISOR nor any of its officers, directors, employees, or persons providing advice on ADVISOR's behalf and subject to ADVISOR's supervision and control accepts compensation for the sale of securities or other investment products.

ITEM 6 PERFORMANCE BASED FEES and SIDE BY SIDE MANAGEMENT

Incentive fees payable to ClearShares LP LLC, the Managing Member of the Fund and an affiliate of the Applicant, may also be charged to the Fund and are calculated according to the terms in the Offering Memorandum. As of each Incentive Allocation Calculation Date, the Fund generally will debit from each Capital Account, and credit to the Manager's Capital Account, the Incentive Allocation in an amount equal to five percent (5.00%) of the Net New Profit in respect of such Capital Account at such time. "Net New Profit" is any amount by which the NAV of a Capital Account exceeds the "High Water Mark" for such Account, which is the NAV of the Account immediately after the assessment of the most recent Incentive Allocation (adjusting for any withdrawals or distributions from the Account since such assessment) or, if the Account has never been assessed an Incentive Allocation, the amount of the capital contribution that established such Account (adjusting for any withdrawals or distributions since it was established). The Manager's Incentive Allocations depend on continuing increases in the Fund's profitability. This creates an incentive for the Investment Manager to allocate the Fund's assets to Sub-Managers in a manner that is riskier or more speculative than would otherwise be the case. Similarly, the performance compensation payable to Sub-Managers will depend on continuing increases in the value of the assets they manage, creating an incentive for them to invest and trade assets that are allocated to them by the Fund (and other investors) in a manner that is riskier or more speculative than would otherwise be the case.

ITEM 7 TYPES OF CLIENTS

ADVISOR provides advisory services to the following types of clients:

Investment companies (e.g., mutual funds and ETFs); and
Other pooled investment vehicles (e.g., hedge funds).

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Advisor Fund

The Fund's investing and trading activities consist of allocating its assets among Pooled Investment Vehicles and Managed Account that are managed by different Sub-Managers and selected by ADVISOR. (References in this section to investments in Pooled Investment Vehicles should be interpreted to include investments in Managed Accounts as well.) The Fund invests with a number of Pooled Investment Vehicles based on the Sub-Manager's performance record; investment strategy or trading style; organizational depth and longevity; and other factors. ADVISOR invests in multiple Pooled Investment Vehicles with various trading styles so that, through diversification, the Fund can control its exposure to any single strategy or risk and thereby reduce the volatility in its overall portfolio. Within the investment guidelines described in the Memorandum, ADVISOR engages in active portfolio management to achieve these goals through a variety of market and economic cycles. To achieve these objectives, ADVISOR allocates the Fund's assets among a number of Sub-Managers that employ diverse,

OCIO ETF

The Adviser looks at the experience and track record of the manager of the ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. In addition, the Adviser looks at the underlying assets in an ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. The Adviser also monitors the ETFs in an attempt to determine if they are continuing to follow their investment strategy or deviate from the stated investment mandate or strategy of the ETF.

A risk of ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, since the Adviser does not control the underlying investments in an ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value.

OPER ETF

The level of return on OPER ETF will track prevailing short term rates. The OPER ETF is daily priced, daily liquid and is traded on the New York Stock Exchange. OPER ETF is designed for all investors seeking a higher return on their cash assets, particularly high-net-worth, small to mid-sized corporations and institutions. Investors can purchase the OPER ETF with a \$100 minimum investment.

OPER ETF invests in fixed income securities that involves certain risks including call risk, credit risk, event risk, extension risk, interest rate risk & prepayment risk. Repurchase agreements may be construed to be collateralized loans by OPER ETF, and if so, the underlying securities relating to the repurchase agreement will only constitute collateral for the seller's obligation to pay the repurchase price. If the seller defaults on its obligation under the agreement, OPER ETF may suffer delays and incur costs or lose money in exercising its rights under the agreement. A seller failing to repurchase the security coupled with a decline in the market value of the security may result in OPER ETF losing money. OPER ETF may invest in repurchase agreements that are deemed illiquid due to having a term of more than seven days.

The principal general risks associated with ADVISOR's investment strategies include, but are not limited to, the following:

General Investment Risk, *i.e.*, the risk of deterioration in the financial markets in general;

Strategy Risk, *i.e.*, the risk that investment strategies and/or investment techniques may not work as intended;

Sub-Manager Risk, *i.e.*, the risks associated with the use of third-party investment management firms, such as fraud, deviation from defined strategies, human or system error and poor judgment;

Institutional Risk, *i.e.*, the risk that the Fund could incur losses due to: the failure of counterparties to perform their contractual commitments to the Fund or to Pooled Investment Vehicles in which the Fund invests; or (ii) the financial difficulty of brokerage firms, banks or other financial

institutions that hold assets of the Fund or of Pooled Investment Vehicles in which the Fund invests;

Fund Structure Risk, *i.e.*, the special considerations and risks arising from the operation of certain provisions of the LLC Agreement.

Shares of any ETF are bought and sold at market price (not NAV) and may trade at a discount or premium to NAV. Shares are not individually redeemable from the Fund and may be only be acquired or redeemed from the fund in creation units. Brokerage commissions will reduce returns.

For a further discussion regarding risks, please review the ETF's Prospectus' and Statement of Additional Information which can be found at www.clear-shares.com

ITEM 9 DISCIPLINARY INFORMATION

ADVISOR is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. ADVISOR does not have any required disclosures to this Item.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

ADVISOR is a wholly owned subsidiary and is affiliated with several other registered investment advisory firms and a broker-dealer that are identified on ADV Part 1. No affiliates are material to the business of ADVISOR however there are shared personnel. None of ADVISOR's personnel are registered with the broker-dealer.

Conflicts of Interest

ADVISOR recently invested a portion of the Fund in the Infinity Long/Short Equity Fund, LLC (the "Infinity Fund"), which is a registered fund of funds vehicle. This investment was done for the following reasons; this investment provides the ADVISOR Fund with access to several investment managers that are closed to new investors/investment. In addition, the ADVISOR Fund now has increased diversification and exposure to premier equity long/short managers that have empirically performed well over different market cycles. Finally, ADVISOR serves as an advisor to the Infinity Fund's investment manager, Infinity Capital Partners ("ICP"), and provides oversight and input on ICP's selection and retention of investment managers. In consideration of these factors, it is ADVISOR's view that the ADVISOR Fund's investment in the Infinity Fund is in the best interest of the ADVISOR Fund's investors.

As the investment advisor to the ADVISOR Fund, ADVISOR is obligated to disclose any conflicts of interests to its investors. In connection with the ADVISOR Fund's investment in the Infinity Fund, ADVISOR entered into a Revenue Share Agreement with ICP that will provide ADVISOR a percentage of the fees¹ received by ICP from the Infinity Fund's investors, including the ADVISOR Fund. In order to mitigate this conflict of interest, ADVISOR will rebate to the ADVISOR Fund

all revenue received from ICP that is derived from the ADVISOR Fund (but will keep all other revenue received from ICP). In addition to the fee rebate, ADVISOR negotiated with the Infinity Fund to waive certain customary operating fees, including administrator, custodial and auditor expenses on behalf of the ADVISOR Fund. Moreover, ADVISOR's compensation from ICP is based on the services it provides to ICP, and is not linked to whether the ADVISOR Fund remains invested in the Infinity Fund.

ADVISOR is the investment adviser to the OCIO and OPER ETF and earns a fee on these ETF assets. From time to time, ADVISOR's affiliated advisory firms may recommend the purchase of shares of the OCIO or OPER ETF to its institutional advisory clients. To mitigate this conflict of interest, when a portion of an affiliated advisor's client's assets are invested in the OCIO or OPER ETF, the affiliated advisor will waive its portfolio management fee on those same assets. However, these fee waivers may not fully offset the additional fees (direct and indirect) that ADVISOR earns from these client assets invested in the OCIO or OPER ETF. Therefore, in some instances, an affiliated advisor's client invested in the OCIO or OPER ETF may pay total fees in excess of the original portfolio management fee assessed by the affiliated Advisor.

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics.

ADVISOR has adopted a Code of Ethics (the "Code") that sets forth the standards of conduct expected of ADVISOR personnel. All personnel are required annually to acknowledge in writing that they have received and will comply with the Code. The Code requires all personnel to comply with federal securities laws and to report all violations of the Code to ADVISOR's Chief Compliance Officer ("CCO"). The Code states that ADVISOR's personnel owe a fiduciary duty to ADVISOR's clients requiring them to act in the best interests of ADVISOR's clients. ADVISOR personnel must avoid conflicts of interest with clients and actions or activities that allow (or appear to allow) them or their family members to profit or benefit from their relationships with ADVISOR at the expenses of clients. The Code contains policies specific to the safeguarding of non-public personal information of clients and the avoidance of conflicts of interest. The Code also prohibits manipulative trading practices and insider trading. In addition, the Code restricts personnel from giving or receiving gifts in excess of de minimus value to or from persons that do business with or on behalf of ADVISOR.

The Code also contains provisions specific to certain personnel called "Access Persons." These provisions are intended to guard against front-running, insider trading, and other trading improprieties by Access Persons. ADVISOR defines Access Persons to include the following personnel: any officer or employee who directly or indirectly (i) has access to nonpublic information regarding clients' purchases or sales of securities prior to, or within 48 hours after, the completion of such purchases or sales, or (ii) has access to nonpublic securities recommendations, whether discretionary or non-discretionary, prior to, or within 48 hours after, the making of such recommendations. Access Persons are required to provide ADVISOR's CCO with annual personal securities holdings reports and quarterly securities transaction reports (or brokerage statements in

lieu of such reports). In addition, Access Person investments in initial public offerings and private placements must be pre-approved by ADVISOR's CCO.

ADVISOR's CCO is required to report issues that arise under the Code to senior management at least annually. ADVISOR will provide a copy of its Code of Ethics to any client upon request.

Neither ADVISOR nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which ADVISOR or the related person has a material financial interest. Neither ADVISOR nor any of its related persons invests in the same or related securities that recommends to clients. Neither ADVISOR nor any of its related persons recommends securities to clients, or buys or sells securities for client accounts at the same time that ADVISOR or the related person buys or sells the same securities for its own (or the related person's own) account.

ITEM 12 BROKERAGE PRACTICES

For its OCIO ETF, ADVISOR seeks "best execution" for trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, ADVISOR may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of ADVISOR's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

As part of its fiduciary duties to clients, ADVISOR endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of direct or indirect economic benefits by ADVISOR or its related persons in and of itself creates a potential conflict of interest and may indirectly influence ADVISOR's choice of the Custodians for custody and brokerage services.

ADVISOR has not participated or received any request for a directed brokerage arrangement and, based upon its current advisory business does not anticipate any such requests.

ADVISOR does not aggregate the purchase or sale of securities for client accounts.

ITEM 13 REVIEW OF ACCOUNTS

Once invested with a Pooled Investment Vehicle or a Sub-Manager, ADVISOR will monitor the investment on an ongoing basis. As part of the monitoring process, ADVISOR reviews each Pooled Investment Vehicle's performance against its peers, as well as management stability, asset growth and shrinkage, style drift, suspicious activity, employee turnover, and changes in strategy, approach or administrative procedures. This results of ADVISOR's ongoing due diligence process will be furnished to the investment committee for final review and, if requires, action.

Currently, neither ADVISOR nor a related person directly or indirectly compensate any third parties for client referrals other than employees.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

ADVISOR may arrange for a third-party to provide additional research and/or capacity for the Fund. Presently, there are no such arrangements with third parties at this time.

Currently, neither ADVISOR nor any related person directly or indirectly compensate any third parties for client referrals other than employees.

ITEM 15 CUSTODY

CDIS LP is the general manager of the Fund. In this capacity CDIS LP does have custody of client funds or securities. As such, the Fund is audited on an annual basis by BDO, a major public accounting firm registered with the Public Accounting Oversight Board

ITEM 16 INVESTMENT DISCRETION

ADVISOR generally is granted the authority to exercise discretion on behalf of its clients. ADVISOR is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. ADVISOR is given this authority through a power-of-attorney included in the agreement between ADVISOR and the client.

ITEM 17 VOTING CLIENT SECURITIES

ADVISOR has delegated to Broadridge Investor Communications Solutions Inc. ("Broadridge"), an independent service provider, the administration of proxy voting for client portfolio securities directly managed by ADVISOR, subject to oversight by ADVISOR. Broadridge provides proxy-voting services to many asset managers on a global basis. ADVISOR has reviewed, and will continue to review annually, the relationship with Broadridge and the quality and effectiveness of the various services provided by Broadridge.

Specifically, Broadridge assists ADVISOR in the proxy voting by providing research and analysis, recommendations regarding votes, operational implementation, and recordkeeping and reporting services. ADVISOR's decision to retain Broadridge is based principally on the view that the services that Broadridge provides, subject to oversight by ADVISOR, generally will result in proxy voting decisions which serve the best economic interests of clients. ADVISOR has reviewed, analyzed, and determined that Broadridge Proxy Voting services are consistent with the views of ADVISOR. When the Broadridge Proxy Voting Guidelines do not cover a specific proxy issue and Broadridge does not provide a recommendation: (i) Broadridge will notify ADVISOR; and (ii) ADVISOR will use its best judgment in voting proxies on behalf of its clients.

ADVISOR does not engage in investment banking, administration or management of corporate retirement plans, or any other activity that is likely to create a potential conflict of interest. In addition, because client proxies are voted by Broadridge, ADVISOR generally does not make an actual determination of how to vote a particular proxy, and, therefore, proxies voted on behalf of

clients do not reflect any conflict of interest. Nevertheless, the Proxy Voting Guidelines address the possibility of such a conflict of interest arising.

ITEM 18 FINANCIAL INFORMATION

ADVISOR is not required to provide financial information because it does not require prepayment of more than \$1,200 in fees per client, six months or more months in advance. There are no known financial conditions that would impair ADVISOR's ability to meet contractual commitments to clients. ADVISOR has not been the subject of a bankruptcy petition.
