

Firm Brochure

(Part 2A of Form ADV)

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This brochure provides you with information about the qualifications, business practices and nature of advisory services of EMPIRICAL, all of which should be considered before becoming an advisory client of our firm. Please contact Wesley Gray, Executive Managing Member, if you have any questions about this narrative brochure.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC"), or by any state securities authority.

We are registered as an investment adviser. Nonetheless, registration with any state or federal regulatory division does not imply any level of skill or training. Additional information about our firm is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. Our firm's CRD number is 153905.

ITEM 2 MATERIAL CHANGES

ANNUAL UPDATE

This section of our brochure will reflect the annual update of any material changes that occur after issuance and delivery of our firm's brochure.

MATERIAL CHANGES SINCE THE LAST UPDATE

The U.S. Securities and Exchange Commission issued a final rule in October 2010 requiring advisers to provide a Firm Brochure in narrative "plain English" format. The new final rule specifies mandatory sections and organization.

FULL BROCHURE AVAILABLE

If you would like to receive a copy of our Firm Brochure, please contact us by telephone at 773-230-4727 or by email at compliance@empiricalfinancelc.com.

ITEM 3 TABLE OF CONTENTS

Item 2	MATERIAL CHANGES	ii
	Annual Update.....	ii
	Material Changes since the Last Update	ii
	Full Brochure Available	ii
Item 4	ADVISORY SERVICES	5
	A. Firm Description.....	5
	B. Types of Advisory Services.....	5
	C. Tailored Services	6
	D. Wrap Fee Programs	7
	E. Assets under Management.....	7
Item 5	FEES AND COMPENSATION	8
	A. Advisory Fees	8
	B. Billing Procedures	8
	C. Other Fees & Expenses	8
	D. Fee Payment & Refund Policy	9
	E. Other Compensation	9
Item 6	PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT	9
Item 7	TYPES OF CLIENTS	10
Item 8	METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS	10
	A. Methods of Analysis.....	10
	B. Investment Strategies.....	11
	C. Risk of Loss.....	11
Item 9	DISCIPLINARY INFORMATION	12
Item 10	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	12
	A. Financial Industry Activities	12
	B. Financial Industry Affiliations.....	12
	C. Other Affiliations.....	13
	D. Compensational activities and affiliations.....	13
Item 11	CODE OF ETHICS, PARTICIPATION, OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	13

A. Code of Ethics	13
B. Participation or Interest in Client Transactions	13
C. Proprietary Trading	13
D. Simultaneous Trading	14
Item 12 BROKERAGE PRACTICES	14
A. Selection and Recommendation	14
B. Order Aggregation	15
Item 13 REVIEW OF ACCOUNTS	16
A. Periodic Reviews	16
B. Intermittent Review Factors	16
C. Client Reports	16
Item 14 CLIENT REFERRALS AND OTHER COMPENSATION	17
A. Economic Benefits for Advisory Services Rendered	17
B. Compensation for Client Referrals	17
Item 15 CUSTODY	17
A. Custodian of Assets	17
B. Account Statements	17
Item 16 INVESTMENT DISCRETION	17
A. Discretionary Authority	17
Item 17 VOTING CLIENT SECURITIES	Error! Bookmark not defined.
Item 18 FINANCIAL INFORMATION	18
A. Firm Management	20
B. Other Business Activities	20
C. Performance-Based Fees	20
D. Disciplinary Disclosure Reporting	20
E. Relationships or Arrangements with Securities Issuers	20

ITEM 4**ADVISORY SERVICES**

A. FIRM DESCRIPTION

EMPIRICAL, (“EMPIRICAL” or “Firm”) is organized as a Texas limited liability company that was founded in 2010.

EMPIRICAL is an investment management firm that provides investment advisory and asset management services on a discretionary basis by serving as investment manager to separately managed accounts and private placements.

EMPIRICAL also provides general consulting services focused in the following areas:

- General quantitative analysis
- Asset allocation and portfolio optimization
- Hedging and arbitrage strategy analysis and implementation
- Financial data website integration
- General computer programming as it relates to the quantitative finance
- The creation of request for proposals (RFP or RFI) for endowments and pensions.

Fees for consulting services are negotiated on a case by case basis depending on the parameters of the consulting engagement.

1. Principal Owners

The principal owners of our firm are Wesley R. Gray, Clifford Todd Gray and Carlton H. Kanner. All three owners are also Investment Adviser Representatives for the Firm.

B. TYPES OF ADVISORY SERVICES***1. Portfolio Management Services***

EMPIRICAL provides discretionary portfolio management services and separate managed account services to corporations and other business entities based on the specific needs and objectives of such persons.

EMPIRICAL provides asset management services designed to offer suitable participants with portfolio construction and managed accounts with defined investment strategies to meet your investment goals and objectives. EMPIRICAL is responsible for providing ongoing re-balancing and continuous monitoring of our client’s securities holdings. Our advice regarding constructing portfolios and managed accounts include investing listed and over-the counter Equities and Equity derivatives, Mutual Funds and Exchange Traded Funds (ETFs) and ETF derivatives and Unit Investment Trusts (UITs), Bonds, as well as use of Leverage and Naked Option Strategies.

2. Consulting Services

EMPIRICAL provides general consulting services focused in the following areas:

- General quantitative analysis
- Asset allocation and portfolio optimization
- Hedging and arbitrage strategy analysis and implementation
- Financial data website integration
- General computer programming as it relates to the quantitative finance
- The creation of request for proposals (RFP or RFI) for endowments and pensions.

Fees for consulting services are negotiated on a case by case basis depending on the parameters of the consulting engagement.

3. Alternative Investment Services

We offer investment management services on a discretionary basis to private funds (“Funds”). Investments for the Funds will be managed in accordance with each Fund’s investment objectives. Investors in the Funds are limited partners, who are pre-screened qualified investors that are considered “accredited investors” as defined in the Securities Act of 1933, or “qualified clients” as defined by the Investment Company Act of 1940. Each Fund will have its own Confidential Private Placement Memorandum (“PPM”) which contains important information concerning risk factors and other material aspects of the Funds, and must be read carefully before making an investment decision. Specific procedures and restrictions apply to withdrawals from, and terminations of, an Investor’s position in a Private Fund, as described in each Private Fund’s Private Placement Memorandum, (“PPM”).

C. TAILORED SERVICES

The asset management services and separately managed advisory programs offered by EMPIRICAL are based on the individual needs of our clients and the suitability of products and services. We make a thorough assessment of our client’s goals, objectives, investment horizon, and risk tolerance. Subject to any written guidelines, which the client may provide, the Firm may be granted discretion and authority to manage the account.

Accordingly, EMPIRICAL is authorized to perform various functions, at the client’s expense, without further approval from the client. Such functions include the determination of securities to be purchased/sold and the amount of securities to be purchased/sold. Once the portfolio is constructed, EMPIRICAL will provide continuous supervision and re-balancing of the portfolio as changes in market conditions and as client circumstances may require.

Prior to engaging EMPIRICAL to provide any of the aforementioned investment advisory services, the client will be required to enter into one or more written agreements with

EMPIRICAL setting forth the terms and conditions under which EMPIRICAL shall render its services (collectively the “Agreement.”).

At the beginning of the relationship, EMPIRICAL meets with the new client, gathers information, performs research and analysis as necessary and then prepares an investment plan for the client. Once the client portfolio is constructed, EMPIRICAL will provide continuous supervision and re-balancing of the portfolio as changes in market conditions and as client’s circumstances may require. These objectives and other data are commonly revised or updated over time. In some instances, these changes are made in writing; in others, they are agreed to verbally.

Once the objectives and risk tolerance of a client have been established, EMPIRICAL will develop and manage the investment portfolio on a discretionary basis. Under such an arrangement, EMPIRICAL has the authority to supervise and direct the portfolio without prior consultation with the client. Accordingly, EMPIRICAL is authorized to perform various functions, at the client’s expense, without prior approval from the client. Such functions include the determination of the securities to be purchased/sold.

Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without client consent.

Clients are advised to promptly notify EMPIRICAL in writing if there are any material changes in their financial situation, investment objectives, or in the event they wish to alter any restrictions upon investment management services.

D. WRAP FEE PROGRAMS

EMPIRICAL is not a sponsor of any Wrap Fee Program(s).

E. ASSETS UNDER MANAGEMENT

The securities and other instruments in which EMPIRICAL may invest include, but are not limited to, exchange listed securities and over-the-counter securities.

EMPIRICAL may employ cash positions as a possible hedge against market movements. EMPIRICAL may also sell positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of positions, change in risk tolerance of client, or any risk deemed unacceptable for the client’s risk tolerance.

As of December 14, 2010, EMPIRICAL manages approximately \$10,000,000 in assets for one (1) client. Approximately \$10,000,000 is managed on a discretionary basis, and \$0 is managed on a non-discretionary basis.

ITEM 5

FEES AND COMPENSATION

A. ADVISORY FEES

Upon the client's engagement of EMPIRICAL to provide portfolio management services, EMPIRICAL shall perform such services for an annual fee based on a percentage of client assets under management (the "Management Fee") and a performance fee (the "Performance Fee").

1. Management Fee

The Management Fee will be exclusive of and in addition to brokerage commissions, transaction fees, and any other costs or expenses incurred by the client and payable to client's broker. EMPIRICAL will not receive any portion of these commissions, transaction fees, or other brokerage costs. The Management Fee will be calculated and charged on a monthly basis, in arrears, based upon the average asset value per month calculated at the end of each month, commencing on the last of the month that the client account is funded. The Management Fee generally is equal to 1.50% per annum.

Under certain circumstances and at the sole discretion of EMPIRICAL, the Management Fee may be negotiated.

2. Performance Allocation

EMPIRICAL receives a performance profit allocation ("Performance Fee") in the amount equal to twenty percent (20%) of the annual increase in the net asset value of the client account (without regard to capital contributions or withdrawals) subject to a high water mark.

Under certain circumstances and at the sole discretion of EMPIRICAL, the Performance Fee may be negotiated.

Lower fees for comparable services may be available from other sources. EMPIRICAL does not charge any prepaid fees, if a client cancels, any prepaid fees will be refunded on a pro-rated basis.

B. BILLING PROCEDURES*1. Management Fee*

Investment management fees are billed monthly, in arrears, meaning that we invoice you after the monthly billing period has ended. Payment in full is expected upon invoice presentation. Fees are usually deducted from a designated client account to facilitate billing. Clients must consent in advance to direct debiting of their investment accounts.

EMPIRICAL reserves the right to waive or reduce management fees and to change how management fees are billed.

2. Performance Allocation

EMPIRICAL shall receive a performance profit allocation ("Performance Fee") in an amount equal to twenty percent (20%) of the annual increase in the net asset value of the client account (without regard to capital contributions or withdrawals) provided, however, that such Performance Fee shall be subject to a loss carry-forward provision, also known as the "High

Water Mark,” so that no Performance Fee will be deducted from any Capital Account until prior losses allocated to a client have been recouped.

Performance Allocation fees are based on a share of the capital gains or capital appreciation of the assets of a client. Fees based on performance means EMPIRICAL participates directly in the account’s results.

C. OTHER FEES & EXPENSES

There may be additional fees or charges that result from the maintenance of our trading within your account. These fees are imposed by third parties in connection with investments made through your account. Any additional fees, charges or expenses resulting from maintenance of our trading within the account shall be the sole responsibility of the client.

Clients may also incur certain charges imposed by third parties other than EMPIRICAL in connection with investments made through the Account, including but not limited to, no-load 12b-1 distribution fees; certain deferred sales charges on previously purchased mutual funds, and Maintenance fees and Retirement Plan fees.

D. REFUND POLICY

A client may terminate the Investment Advisory Services Agreement for any reason at any time by notifying EMPIRICAL in writing. If the client made an advance payment, EMPIRICAL will refund any unearned portion of the advance payment.

EMPIRICAL may terminate any of the Agreement at any time by notifying the client in writing. If the client made an advance payment, EMPIRICAL will refund any unearned portion of the advance payment.

Any fees assessed in advance by EMPIRICAL will be prorated to the date of the termination specified in the notice of termination and any unearned portion there will be refunded to client.

E. OTHER COMPENSATION

In addition to the Management and Performance Fees, EMPIRICAL accepts fees for its consulting services. Fees for consulting services are negotiated on a case by case basis depending on the parameters of the consulting engagement.

**ITEM 6 PERFORMANCE BASED FEES AND SIDE-BY-SIDE
MANAGEMENT**

EMPIRICAL shall received a performance profit allocation (“Performance Fee”) in an amount equal to twenty percent (20%) of the annual increase in the net asset value of the client account (without regard to capital contributions or withdrawals) provided, however, that such Performance Fee shall be subject to a loss carry-forward provision, also known as the “High Water Mark,” so that no Performance Fee will be deducted from any Capital Account until prior losses allocated to a client have been recouped.

Performance Allocation fees are based on a share of the capital gains or capital appreciation of the assets of a client. Fees based on performance means EMPIRICAL participates directly in the account's results.

EMPIRICAL manages accounts under this basic fee structure: fee based both on assets and performance. *Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.*

EMPIRICAL does not conduct side-by-side investment product management.

ITEM 7 TYPES OF CLIENTS

A. DESCRIPTION

EMPIRICAL generally provides investment advisory services to corporations and other business entities. Client relationships vary in scope and length.

Investors in the Private Fund(s) are expected to include high net worth individuals and institutional investors (meeting the qualifications of those exceptions and exemptions under which the Private Funds operate) or non-U.S. Persons within the meaning of Regulations S, wishing to invest in accordance with the investment objective(s) of the Private Fund(s). Investors may be required to meet the requirements for "accredited investors" under the 1933 Act and "qualified clients" under the Advisers Act and in some cases will be required to be "qualified purchases" under the 1940 Act and/or "qualified eligible persons" under regulations of the Commodity Futures Trading Commission. The Private Fund(s) may impose additional eligibility restrictions on potential investors.

B. ACCOUNT MINIMUMS

At this time, EMPIRICAL does not impose a minimum dollar value of assets or other conditions for starting or maintain an account.

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

A. METHODS OF ANALYSIS

EMPIRICAL utilizes a variety of investment strategies including charting, fundamental, technical, and cyclical analyses. The main sources of information we use include but are not limited to financial newspapers and magazines, inspections of corporate activities, company press releases, and annual reports, prospectuses, and corporate filings with the SEC.

EMPIRICAL uses an objective, quantitative approach to identify securities whose market values differ materially from their fundamental value. EMPIRICAL believes that a compelling portfolio of investments can be created by building: 1) long positions in business that are systematically undervalued and 2) short positions in systematically overvalued businesses. In order to identify mispriced securities, EMPIRICAL utilizes various quantitative systems which have been previously tested and developed in academic literature. EMPIRICAL then takes these

system concepts and performs the following: confirms if the system is empirically robust, determines if the system is realistic to implement, identifies ways in which the system can be improved, discovers if the system has a low correlation with the systems currently in operation, and if appropriate, approves the system for inclusion as one of EMPIRICAL's searching algorithms.

B. INVESTMENT STRATEGIES

The investment objective of EMPIRICAL is to achieve superior risk-adjusted returns regardless of market conditions. To achieve its objective, EMPIRICAL will primarily take long and short positions in publicly traded equity securities. Our firm does not make a practice of recommending margin transactions or options writing strategies but will employ these strategies upon the request of our clients. Short-term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that when utilizing these strategies, there is an increased risk of loss of investment principal.

Although we have a variety of systematic investment strategies to choose from, we can implement a strategy you have developed. The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

C. RISK OF LOSS

Notwithstanding the method of analysis or investment strategy employed by our firm, the assets within your portfolio are subject to risk of devaluation or loss. EMPIRICAL wants you to be aware that there are many different events that can affect the value of your assets or portfolio including, but not limited to, changes in financial status of companies, market fluctuations, changes in exchange rates, trading suspensions and delays, economic reports, and natural disasters.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar will be worth more today than a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

While this information provides a synopsis of the events that may affect your investments, this listing is not exhaustive. We want you to understand that there are inherent risks associated with investing and depending on the risk occurrence; you may suffer LOSS OF ALL OR PART OF YOUR PRINCIPAL INVESTMENT.

ITEM 9 DISCIPLINARY INFORMATION

The Firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. FINANCIAL INDUSTRY ACTIVITIES

EMPIRICAL is not a registered broker-dealer, or a futures commission merchant, commodity pool operator or commodity trading advisor. Furthermore, none of EMPICIAL's management or supervised persons is a registered representative or has an application pending to register as a representative of a broker-dealer.

B. FINANCIAL INDUSTRY AFFILIATIONS

EMPIRCAL is not a registered Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Adviser and does not have an application pending to register as such. None

of EMPIRICAL's management or supervised persons is registered as, or has an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor.

C. OTHER MATERIAL RELATIONSHIPS

EMPIRAL is affiliated with EMPIRICAL, a Delaware limited liability company ("Delaware LLC"), which is under common control with the EMPIRICAL by nature of the majority ownership of both entities by Mr. Wesley Gray.

The Delaware LLC provides investment management services to the EMPIRICAL Search Strategies, L.P. (the "Fund"), a Delaware limited partnership, which invests its assets in securities. It also serves as the general partner to the Fund. **The Fund is closed and no longer accepting investors.** The Fund has two (2) investors remaining and approximately \$300,000 in remaining assets. EMPIRICAL's clients will not be solicited to invest in the Fund and the Fund will be liquidated by December 31, 2011.

D. OTHER INVESTMENT ADVISERS

EMPIRCAL does not have any arrangements that are material to its advisory or its clients with other investment advisers.

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

A. CODE OF ETHICS

All EMPIRICAL personnel must act in an ethical and professional manner. In view of the foregoing, EMPIRICAL has determined to adopt a Code of Ethics (the "Code") to specify and prohibit certain types of transactions deemed to create conflicts of interest (or at least the potential for or the appearance of such a conflict), and to establish reporting requirements and enforcement procedures relating to personal trading by EMPIRICAL personnel. The Code was adopted to effectuate the purposes and objectives of Sections 204A and Section 206 of the Investment Advisers Act of 1940 (the "Advisers Act") and Rule 204-2 under the Advisers Act. The Code, which specifically deals with professional standards, insider trading, personal trading, gifts and entertainment, and fiduciary duties, establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. EMPIRICAL will provide a copy of its Code of Ethics to any client or prospective client upon request.

B. PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

EMPIRICAL does not recommend, or effect transactions in, securities which any related person may have material financial interest.

C. PROPRIETARY TRADING

EMPIRICAL or a related person may from time to time purchase or sell for its own account securities recommended by EMPIRICAL for the purchase and/or sale by clients of EMPIRICAL. However, any purchase or sale of a security by EMPIRICAL or a related person will be subject to EMPIRICAL's fiduciary duty to its clients. Management and/or supervised persons are prohibited from "front-running," that is, the purchase or sale of securities for their own or any client's account on the basis of their knowledge of a client's trading positions or planned trading positions.

EMPIRICAL and its employees have a fiduciary duty to place the interests of clients ahead of their own interests. Records of all security transactions by EMPIRICAL and related persons will be maintained at EMPIRICAL's office and will be available for inspection by clients upon at least two business days prior notice. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, we will monitor our personal trading reports for adherence to our Code of Ethics.

D. SIMULTANEOUS TRADING

In order to avoid any potential conflict of interest between EMPIRICAL and its clients, securities transactions for the accounts of management or supervised persons in the same security as that purchased/sold for advisory accounts is prohibited.

ITEM 12 BROKERAGE PRACTICES

A. SELECTION AND RECOMMENDATION

EMPIRICAL will select and recommend a broker-dealer or custodian that has the most favorable commission rate available for all of its clients. EMPIRICAL shall generally recommend that its clients open brokerage accounts with Interactive Brokers or Fidelity Prime Brokerage, a subsidiary of Fidelity Capital Market, which is a division of National Financial Services LLC ("Fidelity"), a registered broker-dealer, Member NYSE, SIPC. However, clients may choose any other broker for custody and trading of their account, and are responsible for negotiating fees and commissions schedules.

While EMPIRICAL will allow clients to maintain accounts at any brokerage firm, it generally recommends that clients establish prime brokerage accounts with Interactive Brokers or Fidelity. However, the ultimate choice of custodian/broker/dealer will be left to the discretion of the client prior to entering into the Agreement. Where EMPIRICAL has discretion with respect to broker-dealer selection, EMPIRICAL will seek "best execution" for each trade, which is a combination of price, quality of execution and other factors.

In making brokerage determinations, EMPIRICAL will consider a number of judgmental factors, including, without limitation: 1) clearance and settlement capabilities; 2) quality of confirmations and account statements; 3) the ability of the broker to settle the trade promptly and accurately; 4) the financial standing, reputation and integrity of the broker-dealer; 5) the broker-dealer's access to markets, research capabilities, market knowledge, and any "value added" characteristics; 6) EMPIRICAL's past experience with the broker-dealer; 7) EMPIRICAL's past

experience with similar trades; and 8) any other factors. Recognizing the value of these factors, clients may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction. “Best execution” is not synonymous with lowest brokerage commission. Consequently, in a particular transaction EMPIRICAL may pay a brokerage commission in excess of that which another broker might have charged for executing the same transaction. However, EMPIRICAL has determined that the research, execution and other services rendered by a particular broker merit greater than typical fees.

EMPIRICAL will periodically evaluate the performance of the brokers it uses and may change the brokers it uses from time to time.

1. SOFT DOLLAR BENEFITS

Consistent with the foregoing, EMPIRICAL may generate “soft dollars” from brokerage transactions to be used for “brokerage” or “research” services pursuant to the safe harbor of Section 28(e) of the Securities Exchange Act of 1934. **EMPIRICAL’s policy is not to accept “soft dollars” with respect to brokerage transactions.**

2. BROKERAGE FOR CLIENT REFERRALS

EMPIRICAL does not receive client referrals from broker-dealers or third parties in exchange for using that broker-dealer or third party.

3. DIRECTED BROKERAGE

EMPIRICAL shall generally recommend that its clients open brokerage accounts with Interactive Brokers or Fidelity Prime Brokerage (“Fidelity”). However, clients may choose any other broker for custody and trading of their account, and are responsible for negotiating fees and commissions schedules.

B. ORDER AGGREGATION

When aggregating and allocating securities transactions, our clients are treated in a fair and equitable manner. No account will be favored over any other accounts. All clients participating in an aggregated order must be treated fairly. In the regular course of business, we may at times enter orders for multiple advisory accounts in order to obtain the best pricing averages and minimize trading costs for our clients. Accordingly, our policies and procedures mandate allocating the orders to the appropriate client accounts as soon as possible thereafter and allocating transactions equitably.

Allocation of executed trades must be fair and equitable. EMPIRICAL may not allocate trades in such a way that EMPIRICAL’s personal, proprietary or affiliated accounts receive more favorable treatment than clients’ accounts. Similarly, EMPIRICAL may not allocate profitable trades at each day’s end so as to disproportionately favor certain clients without appropriate disclosure.

In making investment decisions for the accounts, securities considered for investment by one client may also be appropriate for another client. On occasions when the purchase or sale of a security is deemed to be in the best interest of more than one client, EMPIRICAL may, but will

not be obligated to, aggregate or “batch” orders for the purchase or sale of securities for all such accounts to the extent consistent with best execution and the terms of the relevant investment advisory agreements. Such combined or “batched” trades may be used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing transaction charges.

When EMPIRICAL decides to purchase or sell the same securities for several clients at approximately the same time, EMPIRICAL is not required to aggregate such transactions, but will do so absent a determination by our Firm’s Compliance Officer based on the best interests of EMPIRICAL’s clients. EMPIRICAL will aggregate and allocate orders only in a manner designed to ensure no client or account is favored over others over time. EMPIRICAL believes that aggregation is consistent with EMPIRICAL’s duty to seek best execution and best price for clients and is consistent with EMPIRICAL’s investment advisory agreements with each client for which trades are being aggregated.

We have instructed our broker-dealer (custodian) to process our clients’ trades in the most cost effective manner while securing quality of execution. The Compliance Officer will review transactions periodically to prevent and detect excessive costs related to non-compliance with order aggregation procedures.

ITEM 13 REVIEW OF ACCOUNTS

A. PERIODIC REVIEWS

EMPIRICAL’s criterion for reviewing client accounts is as follows:

The day-to-day supervision of the accounts is the responsibility of the principals of EMPIRICAL. Each investment account is reviewed at least quarterly for compliance with policy, suitability of investments and customer investment objectives. Other factors that would trigger a more frequent review are material market events, changes in the client's personal situation, or client request. Accounts are reviewed by Wes Gray, Cliff Gray, and Carl Kanner.

B. INTERMITTENT REVIEW FACTORS

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or by changes in your financial status (such as retirement, termination of employment, relocation, or inheritance).

C. CLIENT REPORTS

Client performance reporting requirements are determined by the terms of the Agreement. In all cases, net performance is reported on a quarterly basis to separate account clients.

Clients will receive statements from their broker-dealer. At a minimum, each client will receive a monthly report from his broker-dealer that will include a statement of account holdings, market value, broker commissions, and advisory fees for the previous month.

ITEM 14 **CLIENT REFERRALS AND OTHER COMPENSATION**

A. ECONOMIC BENEFITS FOR ADVISORY SERVICES RENDERED

EMPIRICAL does not receive and does not have any arrangement to receive economic benefits (such as sales awards or other prizes) from any third-party for providing investment advice or other advisory services to clients.

B. COMPENSATION FOR CLIENT REFERRALS

EMPIRICAL does not compensate any third-party for client referrals.

ITEM 15 **CUSTODY**

A. CUSTODIAN OF ASSETS

EMPIRICAL does not have direct custody of any client funds or securities. Our firm has indirect custody of your funds and securities by virtue of our discretionary authority, also referred to as your portfolio assets. Our client's assets are held by Interactive Brokers or Fidelity Prime, the broker-dealer (custodian) of your portfolio assets. Fidelity Prime is a subsidiary of Fidelity Capital Market, which is a division of National Financial Services LLC ("Fidelity"), a registered broker-dealer, Member NYSE, SIPC. Interactive Brokers or Fidelity Prime maintain custody of clients' assets and effects trades for our clients' accounts.

B. ACCOUNT STATEMENTS

Although we are your adviser, your statements will be mailed by Interactive Brokers or Fidelity Prime. When you receive these statements, please review them carefully. Please compare asset values, holdings, and fees on your statement to that in our report of accounts.

ITEM 16 **INVESTMENT DISCRETION**

A. DISCRETIONARY AUTHORITY

EMPIRICAL provides discretionary portfolio management services with respect to client accounts. EMPIRICAL and its clients will determine the level of discretion granted to EMPIRICAL prior to entering into any Agreement. Generally, however, clients will grant to EMPIRICAL complete discretion and authority to make all investment decisions with respect to the types of securities to be bought or sold or the amount of securities to be bought or sold. Notwithstanding the foregoing, all discretionary trades made by EMPIRICAL on behalf of a client will be in accordance with that client's articulated investment objectives and goals, and, as such, may be subject to various limitations. For example, a client may specify that investment in

a particular market sector, type of instrument, or issuer shall not exceed a specified percentage of the value of such client's total portfolio.

It is customary for EMPIRICAL to have full discretionary authority in order to supervise and direct the investments of your accounts. You grant this authority upon execution of our Investment Management Agreement. This authority is for the purpose of making and implementing investment decisions, without your prior consultation. All investment decisions are made in accordance with your stated investment objectives. You may inform our Firm of restrictions that you would like to impose regarding investment strategies or types of securities transactions within your account(s).

1. STANDARD LIMITATIONS

Our discretionary authority does not give authority to take or have possession of any assets in your account or to direct delivery of any securities or payment of any funds held in the account to our firm. Furthermore, our authority by agreement does not allow us to direct the disposition of such securities or funds to anyone except you-the account owner.

ITEM 17 VOTING CLIENT SECURITIES

Under Section 206 of the Advisers Act, an investment adviser has a fiduciary duty to vote proxies in the best interests of the client and to treat clients fairly. The U.S. Department of Labor takes the position that an investment adviser must vote the proxies of its managed accounts which are covered by ERISA unless the governing plan document provides otherwise.

EMPIRICAL will act in the best interest of its Clients in determining whether and how to exercise a Client's rights as a securities holder, including whether and how to vote on any proxy voting matter and how to respond to corporate actions. EMPIRICAL will first determine whether the number of shares it holds of an issuer on behalf of a Client is sufficiently large, taking into account the importance of the matters voted upon to the Clients, to justify the costs of voting the subject proxies. If it determines that the benefits to the Clients exceed the costs, then it will vote those proxies on a case-by-case basis. In general, proxy votes for or against and corporate actions will be based on the probable financial results to the Clients. Controversial proposals or situations involving a potential conflict of interest, including a conflict between the interests of a Client and EMPIRICAL, will be reviewed on a case-by-case basis by the appropriate Officer and the Chief Compliance Officer. EMPIRICAL may also elect to delegate its proxy voting authority with respect to a particular security to a third party, including but not limited to another holder of such security, when EMPIRICAL believes that doing so is in the best interest of the Clients holding such security.

All voting records are maintained by EMPIRICAL.

On occasion, EMPIRICAL may determine not to vote a particular proxy. This may be done, for example where: (1) the cost of voting the proxy outweighs the potential benefit derived from

voting; (2) a proxy is received with respect to securities that have been sold before the date of the shareholder meeting and are no longer held in a client account; (3) the terms of an applicable securities lending agreement prevent EMPIRICAL from voting with respect to a loaned security; (4) despite reasonable efforts, EMPIRICAL receives proxy materials without sufficient time to reach an informed voting decision and vote the proxies; (5) the terms of the security or any related agreement or applicable law preclude EMPIRICAL from voting; or (6) the terms of an applicable advisory agreement reserve voting authority to the client or another party. If you would like to request a copy of adviser's proxy voting guidelines or records, you can email proxy@EMPIRICALfinancellc.com or call 773-230-4727.

ITEM 18

FINANCIAL INFORMATION

A. BALANCE SHEET REQUIREMENT

EMPIRICAL does not require or solicit prepayment of more than \$500 in advisory fees per client, six month or more in advance.

B. FINANCIAL CONDITION

The firm does not have any financial impairment that will preclude it from meeting contractual commitments to clients.

A balance sheet is not required to be provided because EMPIRICAL does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$500 per client, six months or more in advance.

C. BANKRUPTCY PETITION

The Firm has not been the subject of a bankruptcy petition at any time during the last 10 years.

**Item 19 REQUIREMENTS FOR STATE-REGISTERED
ADVISERS**

A. FIRM MANAGEMENT

EMPIRICAL has three managing principals, Wesley R. Gray, Clifford Todd Gray and Carlton H. Kanner. The education and business background for our managing principals can be found in the Brochure Supplement (Form ADV 2B)

B. OTHER BUSINESS ACTIVITIES

Wesley Gray is currently an Assistant Professor of Finance at Drexel University. Wesley's primary duties include research and limited teaching (3 classes a year). Carlton Kanner currently serves in an operational role with Pubco. The aforementioned principals' primary employer and duties are with EMPIRICAL.

C. PERFORMANCE-BASED FEES

As stated in Item 6, EMPIRICAL does assess Performance-Based Fees ("Performance Allocation"). We receive quarterly performance profit allocation fee from the Fund equal to 20% of each Limited Partner's ratable share of the Partnership's profits for such quarter, but only to the extent that such profits exceed such investor's "high water mark" so that no Performance Allocation will be deducted from any Partner's Capital Account until prior losses allocated to such Partner have been recouped. Performance Allocations may be made at any time, in the sole discretion of the General Partner, for a Partner who makes a partial or complete withdrawal.

The Performance Allocation may, indirectly, create an incentive for the Firm to make investments on behalf of the Fund that are riskier or more speculative than would be the case in the absence of such allocation.

D. DISCIPLINARY DISCLOSURE REPORTING**1. ARBITRATION CLAIMS**

None

**2. CIVIL LITIGATION, SELF REGULATORY ORGANIZATION PROCEEDING OR
ADMINISTRATIVE ACTION**

None

E. RELATIONSHIPS OR ARRANGEMENTS WITH SECURITIES ISSUERS

Neither EMPIRICAL nor its management persons have any relationship or arrangement with any issuer of securities that is not listed in Item 10.C.

PRIVACY POLICY

EMPIRICAL takes your privacy seriously.

This policy covers how EMPIRICAL treats personal information that the company collects and receives, including user submissions, personal information, and information related to your past use of our products and services. In the course of its client relationships, the Firm may also gather and maintain personal, non-public information regarding its clients' financial circumstances and investment objectives. Personal information is information about you that is personally identifiable like your name, address, email address, or phone number, and that is not otherwise publicly available. EMPIRICAL is committed to maintaining the privacy and confidentiality of this client information. Accordingly, EMPIRICAL has adopted a privacy policy in accordance with SEC and Federal Trade Commission ("FTC") privacy regulations which require investment advisers to determine and disclose how they treat nonpublic information of their clients and potential clients.

The Privacy Policy relates to all products and services provided by EMPIRICAL to our users through client interactions, applications and services that run on a variety of sites, including but not limited to Facebook and other third-party sites (collectively, the 'Products'), and on the EMPIRICAL website (the 'EMPIRICAL Website'), located at EMPIRICALFinanceLLC.com and all subdomains. The Products and Website comprise, collectively, the 'Site'.

Information We Collect

Non-Personally Identifiable Information. Non-personally identifiable information is information that, by itself, cannot be tracked to a specific individual. EMPIRICAL may collect non-personally identifiable information while you are visiting the Site. While providing services and features, EMPIRICAL may collect web surfing data such as your IP address, web pages on the Site that have you visited, time and date, and whether or not you clicked on advertisements ("Web Surfing Data"). We use different types of technologies to collect this information, including cookies.

If your browser is configured to accept the cookies, these cookies will be used to recognize your computer when you revisit the Site to provide you with a superior user experience -- for example, making it so you do not have to put in your login credentials on every visit. However, if you wish, you can configure your browser to block cookies.

Advertisements of third-party advertisers may be displayed on the Site (Website or Products). If you choose to click on an advertisement or link, EMPIRICAL may provide non-personally identifiable information to the advertiser and/or web publisher. Also, the advertiser or web publisher may use cookies or other technologies to collect information when you are visiting their websites. The information advertisers or other third parties collect is governed by their individual privacy policies, not by EMPIRICAL's privacy policy.

EMPIRICAL's partners or affiliates may provide the Product through their website, including by framing the Product. To the extent the partner or affiliate collects information, the treatment of

that information is governed by the privacy policy of the partner or affiliate, not by EMPIRICAL's privacy policy.

Personally Identifiable Information. While providing various services or features, we may ask you to provide personal information. For example, if you choose to register at the Site, you will be asked to provide your email address and a Screen Name. If you choose to create a profile at the Site, you may elect to provide information, such as your name, telephone number, street address, email address, age, gender, stocks of interest, and income range.

Another service provided through the Site Product allows you to invite a friend to Sign Up for membership. If you use this service, we will ask you to provide your email address along with your friend's email address. We will send one email message to your friend inviting the friend to Sign Up. We will not use this information for any other purpose.

The Firm may also collect personally identifiable information about EMPIRICAL's clients and potential clients from the following sources:

- Information received from account applications, questionnaires, interviews, information forms, and other client interactions;
- Information about transactions with EMPIRICAL, EMPIRICAL's affiliates, or others;
- Information EMPIRICAL obtains or receives from a consumer reporting agency.

Use of the Information We Collect

Use of Non-Personally Identifiable Information. EMPIRICAL may use non-personally identifiable information collected to improve the quality of EMPIRICAL's services -- for example, by diagnosing service or technology problems, by assessing and maintaining security, by presenting you with ads that we think you would be interested in seeing, or by allowing you to remain logged into EMPIRICAL on your computer. We may also use the information to count and recognize returning users.

EMPIRICAL may use user submissions, such as screens and searches, to conduct studies and develop forecasts, price forecasts, and stock ratings and reports, which it may display on the Site or otherwise provide to Site users. EMPIRICAL may use user submissions to make trades. By using the Site and providing User Submissions and, specifically predictions, you agree to allow us to use the information to make forecasts, trade on the forecasts, and to provide statistics to others.

EMPIRICAL may conduct research on the Web Surfing Data to determine user demographics, interests, and behavior and may market the Site by sharing Web Surfing Data with potential advertisers or partners. If it does so, EMPIRICAL will share the Web Surfing Data in such a way that users are not identified. For example, we may provide demographic or usage information to an advertiser so they may see how many registered users are from a specific geographic area or

clicked on a certain ad in the previous month. EMPIRICAL also may provide your non-personally identifiable information to contractors so that they can perform services for us.

Use of Personally Identifiable Information. EMPIRICAL does not intentionally provide personally identifiable information to third parties except under the following conditions: If you provide personally identifiable information as part of an inquiry about products or services provided by one of the advertisers or partners, we will provide that information to that advertiser or partner so that they may attempt to provide you with information regarding the products or services about which you inquired.

EMPIRICAL may use the personally identifiable information provided by users or advertisers for internal purposes, such as sales, human resources, marketing, and administration.

Other Sharing of Information

EMPIRICAL may release information when necessary to comply with the law or a court order or an investigation. EMPIRICAL also may release information to law enforcement to protect its rights, property, or other interests, including those of its customers or users or to prevent illegal activities or violations of EMPIRICAL's Terms of Service Agreement.

Because the Site may make available certain financial market data, quotes, price forecasts, other forecasts, news, research, predictions, recommendations, and opinions or other financial information (collectively "Information"), which has been independently obtained by certain financial market information services, financial publishers, various securities markets, including stock exchanges and their affiliates, investment bankers, and other providers (collectively the "Information Providers"), EMPIRICAL reserves the right to share limited information of users, including, for example, name and address, to the Information Providers if the user is violating EMPIRICAL's Terms of Service Agreement or an Information Provider's terms of use.

In the event that EMPIRICAL, in whole or in part, establishes a partnership with another company, or is acquired by or merged with another company, collected information may be transferred to the partner or the acquiring or merging company.

Deletions/Corrections/Updates

You can delete your account by emailing data@empiricalfinancelc.com. EMPIRICAL also allows users who choose to provide personally identifiable information on their profile to edit their profile to ensure that it is correct and up-to-date.

Child Protection

EMPIRICAL does not offer services to, or target, persons under the age of 13. In compliance with the Children's Online Privacy Protection Act, any information we receive from people we believe to be children under 13 will be purged from our database.

Security

EMPIRICAL makes significant efforts to protect against the loss, misuse, and alteration of the collected information. These measures may include the use of secure server technology. Be aware, however, that the Internet is not 100% secure. Therefore, we cannot ensure the security of any information transmitted to us over the Internet, and we accept no liability for any unintentional disclosure.

Some areas of the Site are password-protected. To increase security, please do not share your passwords with anyone.

Links to Advertisers and Other Websites

EMPIRICAL's services are combined with content from web publishers and advertisers. The Site may contain links to other websites, including advertisers. In addition, User Submissions may contain links to other websites. EMPIRICAL is not responsible for the privacy practices or the content of web publishers, advertisers, or other websites that may be linked to the Site.

Acceptance of Privacy Policy

BY USING OUR WEBSITE AND/OR PRODUCTS, YOU ARE ACCEPTING THE PRACTICES SET OUT IN THIS PRIVACY POLICY AND OUR TERMS OF USE AGREEMENT.

Effective Date

We reserve the right to modify this privacy policy at any time by posting the changes on our website. Please check the effective date at the bottom of this page to determine if the privacy policy has been modified since you last reviewed it. We also will notify you about significant changes to the privacy policy by sending you a notice to the primary email address specified in your account or by placing a prominent notice on the Site. Your continued use of our Site following posting of the updated privacy policy will constitute your acceptance of the changes.

Privacy Policy Notification

EMPIRICAL will provide clients with a privacy notice (the "Privacy Notice") when the client engages EMPIRICAL for advisory or other services. The Privacy Notice shall detail the types of nonpublic client information EMPIRICAL collects, the information EMPIRICAL shares with third parties or with affiliates, the kinds of third parties with which EMPIRICAL shares information, the policies and practices EMPIRICAL has in place to protect the confidentiality and security of nonpublic client information; and the procedures EMPIRICAL has in place to permit clients or potential clients to opt-out of information-sharing arrangements with third parties (inapplicable to EMPIRICAL so long as EMPIRICAL only shares information with third parties for purposes of servicing client accounts).

EMPIRICAL shall distribute an updated Privacy Notice to all of its clients on or before July 1 of each year, even if the policy has not changed since the previous year. Privacy Notices shall be sent by electronic mail unless otherwise requested by the client, and may be included in a quarterly report, newsletter or other client mailing. The Privacy Notice will also be available via our Site.

The Compliance Officer is responsible for evaluating EMPIRICAL's compliance with this privacy policy. Compliance deficiencies must be addressed by the Compliance Officer and brought to the immediate attention of EMPIRICAL's management.

NOTICE:

This brochure supplement provides information about the Investment Adviser Representatives (IARs) of Empirical Finance, LLC (“Empirical Finance”). This information supplements the Empirical Finance brochure. You should have received a copy of that brochure. Please contact Wesley Gray at 773-230-4727, if you did not receive the brochure of Empirical Finance. You can also contact Wes Gray if you have any questions about the content of this supplement. Additional information about the IARs delineated within this supplement is available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov . You can search this website by using the IAR’s CRD number as listed herein.

Brochure Supplement

(Part 2B of Form ADV)

**Investment Adviser Representatives
of
Empirical Finance, LLC**

**17304 Preston Road
Suite 1230
Dallas, Texas 75252**

Telephone: 773-230-4727

Fax: 888.517.5529

Email: compliance@EMPIRICALfinancelc.com

March 14, 2011

INVESTMENT ADVISER REPRESENTATIVES OF EMPIRICAL FINANCE

GENERAL EDUCATIONAL AND BUSINESS REQUIREMENTS

Generally, Empirical Finance, LLC (“Empirical Finance”) requires employees to have relevant work experience in the securities industry. Any employee of Empirical Finance acting in an Investment Adviser Representative (IAR) capacity will be appropriately licensed as such.

We currently have three (3) investment adviser representatives employed by Empirical Finance:

A. INVESTMENT ADVISER REPRESENTATIVE – W. GRAY

ITEM 2 EDUCATIONAL AND BUSINESS EXPERIENCE

Wesley R. Gray, Managing Member, CEO, Chief Compliance Officer

CRD No. 4233964

Year of Birth: 1980

Education Background:

PhD, Finance, University of Chicago, Chicago, IL (2010)

MBA, Finance, University of Chicago, Chicago, IL (2010)

BS, Economics, University of Pennsylvania, Philadelphia, PA (2002)

Dr. Wesley R. Gray is the founder and Chief Operating Officer of Empirical Finance, LLC. He is also an Assistant Professor of Finance at Drexel University’s LeBow College of Business where his research focus is on value investing and behavioral finance. Professor Gray teaches introductory investments and an advanced-level course on hedge fund strategies and operations. Dr. Gray’s professional and leadership experiences include over twelve years trading special situations and micro-cap equities and service as a United States Marine Corps intelligence officer (Captain) in Iraq and various posts in Asia.

Dr. Gray earned an MBA and a Ph.D. in Finance from the University of Chicago Booth School of Business. He graduated magna cum laude with a B.S. in economics from The Wharton School, University of Pennsylvania.

Business Experience:

Executive Managing Member and Investment Adviser Representative

Empirical Finance, LLC, Dallas, TX (2008 – Present)

Ground Intelligence Officer

United states Marine Corps, Captain, 0203 (2004 – 2008)

ITEM 3 DISCIPLINARY INFORMATION

None.

ITEM 4 OTHER BUSINESS ACTIVITIES

Wes is an Assistant Professor of Finance at Drexel University's LeBow College of Business where his research focus is on value investing and behavioral finance. Professor Gray teaches introductory investments and an advanced-level course on hedge fund strategies and operations.

ITEM 5 ADDITIONAL COMPENSATION

None.

ITEM 6 SUPERVISION

Wes Gray is an Investment Adviser Representative of Empirical Finance. Wes Gray is also responsible for supervising personnel and for the administration of the firm's operations. As the Firm Supervisor, Wes Gray is responsible for complete oversight of your IAR's activity. As Firm Supervisor, he reviews client trades and the adviser's trades on a regular basis through our client relationship management system. Additionally, Wes Gray ensures that IARs, sales assistants and other branch office staff adhere to applicable laws, regulations and firm policies regarding the discharge of their duties. Suspected violations are referred to the proper channels within the firm for further investigation and, if necessary, disciplinary action.

ITEM 7 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

- A.1 Arbitration Claims – None.
- A.2 Self-Regulatory Organization or Administrative Proceedings – None.
- B. Bankruptcy Petitions – None.

B. INVESTMENT ADVISER REPRESENTATIVE – C. GRAY

ITEM 2 EDUCATIONAL AND BUSINESS EXPERIENCE

Clifford Todd Gray, Managing Member

CRD No. 5792159

Year of Birth: 1984

Education Background:

MBA, University of Chicago, Chicago, IL (2010)

BA, Economics, Stanford University, Palo Alto, CA (2007)

Mr. Gray worked as an independent research consultant to renowned quantitative finance academic Professor Darrel Duffie. Through his partnership, Mr. Gray contributed to Bank for International Settlements sponsored research on credit risk transfer, structured credit products, and the credit default swap market. He has also worked on U.S. derivative exchange competitiveness research sponsored by the Committee on Capital Markets Regulation with Professor Duffie and Dr. Henry Hu. He spent time as an investment consultant associate at Cambridge Associates and advised on the allocation of \$1.5B to hedge fund entities.

Mr. Gray earned a B.A. in Economics from Stanford University and an M.B.A. from the University of Chicago Booth School of Business.

Business Experience:

Managing Member and Investment Adviser Representative

Empirical Finance, LLC, Chicago, IL (2010 – Present)

Consulting Associate

Cambridge Associates, Palo Alto, CA (2007 – 2008)

ITEM 3 DISCIPLINARY INFORMATION

None.

ITEM 4 OTHER BUSINESS ACTIVITIES

None.

ITEM 5 ADDITIONAL COMPENSATION

None.

ITEM 6 SUPERVISION

See Item 6 of Representative Wes Gray's profile.

ITEM 7 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

- A.1 Arbitration Claims – None
- A.2 Self-Regulatory Organization or Administrative Proceedings – None
- B. Bankruptcy Petitions – None

C. INVESTMENT ADVISER REPRESENTATIVE – C. KANNER

ITEM 2 EDUCATIONAL AND BUSINESS EXPERIENCE

Carlton Harrington Kanner, Managing Member

CRD No. 5806244

Year of Birth: 1986

Education Background:

BS, Business Administration with a concentration in Finance, Babson College,
Babson Park, MA (2009)

Mr. Kanner is the Co-Chief Investment Officer for Pubco Corporation, a Cleveland, Ohio based manufacturing and Investment Company. Mr. Kanner's duties include investment research on distressed businesses for potential acquisition, research on individual securities for passive value and macro based investments strategies, as well as general managerial tasks.

Mr. Kanner earned a B.S. in business administration from Babson College.

Business Experience:

Managing Member and Investment Adviser Representative

Empirical Finance, LLC, Chicago, IL (2010 – Present)

Co-Chief Investment Officer

Pubco Corporation, Cleveland, OH. (2009 – Present)

Managing Member/Proprietary Trader

EIS Capital Partners, LLC; Cleveland, OH (2009 – 2010)

ITEM 3 DISCIPLINARY INFORMATION

None.

ITEM 4 OTHER BUSINESS ACTIVITIES

As noted in Item 2, Mr. Kanner serves as co-investment officer for Pubco Corporation, a manufacturing company based in Cleveland, Ohio. This corporation offers, manufactures, and sells label supplies and construction industry materials.

ITEM 5 ADDITIONAL COMPENSATION

None.

ITEM 6 SUPERVISION

See Item 6 of Representative Wes Gray's profile.

ITEM 7 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

- A.1 Arbitration Claims - None
- A.2 Self-Regulatory Organization or Administrative Proceedings - None
- B. Bankruptcy Petitions – None