

EMPIRICAL ASSET MANAGEMENT, LLC

Part 2A of Form ADV: Firm Brochure

January 29, 2013

Empirical Asset Management, LLC
Two Newton Executive Park
2227 Washington Street, Suite 202
Newton, MA 02462
Phone: 781-431-2220
Fax: 781-431-2260
Website: Empiricalam.com

This brochure provides information about the qualifications and business practices of Empirical Asset Management, LLC. If you have questions about the contents of this brochure, please contact us at 781-431-2220 or by email at mfiskio@empiricalam.com. 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 Empirical Asset Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Empirical Asset Management, LLC is a Registered Investment Advisory firm. Registration does not, however, imply a certain level of skill or training.

Material Changes

This brochure does contain material changes to the prior brochure of Empirical Asset Management dated October 9, 2012. This brochure was updated to reflect that Empirical Asset Management, LLC is also an owner of M3 Advisory Group, LLC (CRD#156208). See page 15 under the section "Other Financial Industry Activities and Affiliations" for further information.

TABLE OF CONTENTS

	Page
ADVISORY BUSINESS.....	3
FEES AND COMPENSATION	4
PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	5
TYPES OF CLIENTS.....	6
METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS.....	6
DISCIPLINARY INFORMATION	14
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	15
CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	16
BROKERAGE PRACTICES.....	20
REVIEW OF ACCOUNTS.....	22
CLIENT REFERRALS AND OTHER COMPENSATION.....	23
CUSTODY	23
INVESTMENT DISCRETION	23
VOTING CLIENT SECURITIES.....	23
FINANCIAL INFORMATION.....	27

ADVISORY BUSINESS

Firm Description

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

Principal Owners

Mark H. Fiskio is the founder, Managing Partner and a principal owner of EAM.

Types of Advisory Services

Our primary focus is the management of assets for high net worth and institutional clients, foundations, endowments, broker dealer platforms and RIA platforms, 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 the end of the decade *TIP* had evolved into *Rules Based Core Equity (RBCE)*, which today is the active component of *EAM Asset Allocation Portfolios. (EAMAAP)*. The EAM suite of products includes five risk-adjusted asset allocation portfolios, EAMAAP, a more aggressive all equity portfolio, EAM Equity All Cap, (EAMEAC), the EAM Equity Income Portfolio (EAMEIP) and Empirical Long Short Fund, L.P. (ELSF) which was launched in October, 2011.

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 effect on the investment process and outcome. This has resulted in a menu of products that we believe are consistent, disciplined and reliable.

Tailored Relationships

We determine the risk tolerance for each 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, ETFs, UITs, Mutual Funds, bonds and alternative investment vehicles. We encourage clients to inform us in the event of any significant life changes, such as being promoted, 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 provide clients with annual reviews, which should be sufficient given our long-term

strategic approach to money management. Upon request EAM will provide the flexibility to exclude sectors or individual securities. This may require us to deviate from our proprietary quantitative investment modeling.

Assets Under Discretionary and Non-Discretionary Management

As of October 1, 2012 Empirical Asset Management had \$123,837,860 of discretionary assets under management and \$3,569,646 of non-discretionary assets under management. Our total assets under management as of October 1, 2012 were \$127,407,506.

FEES AND COMPENSATION

Generally

At Empirical Asset Management we will be compensated on a fee basis only. Separate accounts will be charged a management fee based on the market value of the account. Below is our standard fee schedule for separate accounts.

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 0.50% depending on the size and complexity of the Client relationship. Relationships with multiple goals and objectives and other complexities may be charged a higher fee. 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 must 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, Empirical Asset Management 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 Empirical Asset Management is actively managing a client's account.

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 Empirical Asset Management, 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 fees charged by unit investment trusts, exchange traded funds (ETFs) or mutual funds in which client accounts may be invested. These expenses are not collected by or credited to Empirical Asset Management but rather are charged by such unit investment trust sponsors and such ETFs or mutual funds.

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 and auditing expenses.

Other Commissions and Sales Charges

Neither EAM nor any of its supervised persons accepts compensation for the sale of securities or other investment products, 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 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. 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, registered investment advisors, trusts, endowments and foundations, corporations and retirement plans, including 401(k) 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 \$1,000,000.

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 which manage portfolios through the application of disciplined sets of rules that govern the investment management of the portfolio rather than through the application of investment decisions made by individual people.

Over the years several strategies and portfolios have been added to the EAM product offering. Our *Rules Based Investing*® methodology is utilized in the EAM Asset

Allocation Portfolios, EAM Equity All Cap and Empirical Long Short Fund. All of EAM's investment models are based on the concept of "Using Disciplined Sets of Rules to Build and Preserve Our Client's Wealth." In our experience the application of such rules to the management of a portfolio allows for "active" 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 (EAMAAP) consists 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 to accomplish this goal:

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

Each of the five asset allocation models that constitute EAMAAP utilizes *Rules Based Core Equity* as its active management component. *Rules Based Core Equity* relies on six independent strategies in the form of defined asset portfolios to select approximately 160 underlying stocks that comprise the active portion of each of the portfolios. Exchange Traded Funds (ETFs) are then utilized to round out the asset classes 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. Both purposes also attempt to control risk.

The EAMAAP are tax conscious in the following ways:

- Gains are normally long-term.
- A tax event occurs only three out of every four years due to the fifteen-month rebalance.
- There are no embedded gains in unit investment trusts.
- The ETF portion of the models postpones a majority of tax liability because these 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 into their investment process:

- First Trust Portfolios
- Van Kampen Investments/Invesco
- Blackrock/iShares
- State Street Global Advisors
- PowerShares
- Vanguard
- RevenueShares
- Index IQ
- Deutsche Bank

EAM Equity All Cap

EAM Equity All Cap (EAMEAC) is comprised of three independent sets of rules that select fifteen securities each (45 total) for a portfolio. There is no subjective, emotional decision making allowed in the buy or sell decision for each security. With 45 positions, not only is there diversification by security, sector, industries, etc., but the EAMEAC model also seeks to provide diversification through the selection process as well. The three sets of EAMEAC rules seek to identify flaws in a security's valuation in the following three ways:

- The first set of EAMEAC rules is based on the trading patterns of corporate officers and directors (*Insider Set*);
- The second set of EAMEAC rules centers 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 EAMEAC rules focuses on exploiting analyst earnings revisions (*Earnings Set*).

The resulting EAMEAC 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. We believe that stocks that are identified by more than one of these three sets of EAMEAC rules tend to provide above average performance. Although there can be up to 45 positions in an EAMEAC 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.

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, as well as absolute, 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 which seeks to exploit fundamental flaws in valuation in order to provide investors with certain advantages that are not usually provided by most hedge funds including, but not limited to, low trading costs and favorable tax treatment.

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, which we expect will allow ELSF to avoid "crowded trades," i.e., investments in securities that are very popular among investors and that quickly decline when large groups of investors decide to exit these trades at the same time.

- The EAMEAC rules described above are applied to select ELSF's long investment portfolio. The short side of ELSF's portfolio is invested predominantly in a combination of exchange-traded funds that are representative of the current holdings in the fund. 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 investments held long will typically be dominated by highly liquid equities. EAM believes that most of the gains will be provided by equities held long term while the equities that create losses will generally be held for less than one year. ELSF consists of three separate Series; Series A Market Neutral Interests, 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 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”)

Limited Operating History. EAM was formed in 2010 and has limited operating history. 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.

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.

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 its 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. Since the 4th quarter of 2008 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 of certain financial institutions and the "bailout" of various financial institutions. 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 15 percent. (The maximum federal rate for most other ordinary income is 35 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 may engage 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

Affiliated Investment Advisor

EAM has a material interest in another investment advisory firm, M3 Advisory Group, LLC ("M3"). EAM provides portfolio management and operational support to M3 and its Clients. Some advisory staff of EAM may serve advisory and/or management roles at M3.

To review information on M3, you may also visit the Investment Adviser Public Disclosure website at <http://adviserinfo.sec.gov>. Enter 156208 (M3's CRD number) in the field labeled "Firm IARD/CRD Number." This will provide access to Form ADV Parts 1 and 2 for M3.

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.

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 transaction giving rise to a 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 Management Committee, along with any recommendations for changes.

During our last fiscal year, ending December 31, 2011, EAM utilized Fidelity and JP Morgan Clearing Corp. for custodial services. In return for placing trades with Fidelity on behalf of our 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 exchange for placing trades, EAM received account statements and hedge fund reporting.

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.

EAM did not direct client transactions to a particular broker-dealer in return for client referrals during our last fiscal 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. Transaction costs for any transaction will be shared pro rata based on each portfolio'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 in which EAM, its officers or employees or their family members participate as 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 from one of our qualified custodians. In the case of our separate account advisory clients, statements are issued by Fidelity Investments. For investors in ELSF, statements are issued by Gravity Financial, our third party administrator. In the event that there is no activity in a separate account for the entire quarter, a client will receive only a quarterly account statement from Fidelity Investments. All of the reports and statements sent to our clients are computer generated by either our custodian, our third party administrator or by Advent, our performance management provider.

CLIENT REFERRALS AND OTHER COMPENSATION

This Item is not applicable.

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, Gravity Financial, sends quarterly, or more frequent, account statements to investors 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, Fidelity Investments.

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 authority to vote client securities. 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.

Proxy Voting Policies and Procedures

1. General Responsibilities. EAM shall have the responsibility for determining how to address proxy votes made on behalf of the clients. In so doing, EAM shall generally seek to ensure that proxy votes are made in the best economic interest of the clients, and that proxy votes are determined in a manner free from unwarranted or inappropriate influences. It is expected that EAM will generally seek to vote proxies in a uniform manner for all clients and in accordance with these Proxy Voting Policies and Procedures.

2. Review and Amend Procedures As Needed. EAM will monitor adherence to the Proxy Voting Policies and Procedures and from time to time, based on experience as well as changing environments, review and amend these policies as needed, without notice. However, EAM will make available upon request a revised copy of these policies.

3. Voting Guidelines. EAM determined that it is appropriate and in the best economic interest of clients to adopt the following guidelines, which represent EAM's voting position on certain recurring proxy issues that are not expected to involve unusual circumstances. In general, EAM will vote proxies in accordance with these Guidelines unless: (1) EAM is aware of the presence of a material conflict of interest or (2) EAM otherwise determines that due to special circumstances, these Guidelines should not apply and EAM elects to adopt a different position.

Boards of Directors: These proposals concern those issues submitted to shareholders relating to the composition of the board of directors of companies other than investment companies registered under the Investment Company Act of 1940. As a general matter, EAM believes that a company's directors (rather than shareholders) are most likely to have access to important, non-public information regarding a company's business and prospects, and is therefore best positioned to set corporate policy and oversee management. EAM therefore believes that the foundation of good corporate governance is the election of qualified, independent corporate directors who are likely to diligently represent the interests of shareholders, and oversee management of the company in a manner that will generally seek to maximize shareholder value over time. In individual cases, EAM may look at a director nominee's history of representing shareholder interests as a director of other companies, or other factors to the extent EAM deems relevant.

Auditors: These proposals concern those issues submitted to shareholders related to the selection of auditors other than investment companies registered under the Investment Company Act of 1940. As a general

matter, EAM believes that corporate auditors have a responsibility to represent the interests of shareholders and provide an independent view on the propriety of financial reporting decisions of corporate management. We believe that the company remains in the best position to choose the auditors and will generally support management's recommendation. While EAM will generally defer to a company's choice of auditor, in individual cases EAM may look at an auditors' history of representing shareholder interests as auditor of other companies, to the extent that EAM deems relevant.

Compensation and Benefits: These proposals concern those issues submitted to shareholders related to management compensation and employee benefits. As a general matter, EAM favors proposals related to more detailed disclosure of a company's compensation and benefit policies (including perquisites) and opposes excessive compensation. Also, as a general matter, EAM believes that compensation matters are normally best determined by a company's board of directors, rather than by shareholders. Consequently, shareholder proposals to "micro-manage" a company's compensation practices or to set arbitrary restrictions on compensation or benefits will generally not be supported.

Capital Structure: These proposals relate to various requests, principally from management, for approval of amendments that would alter the capital structure of a company, such as an increase in authorized shares. In general, EAM will cast votes in accordance with the company's management on such proposals. However, EAM will support requests that it believes enhance the rights of common shareholders and oppose requests that appear to be unreasonably dilutive.

Corporate Charter and Bylaws: Changes in a company's charter, articles of incorporation or bylaws may be required by state or federal regulation. However, certain proposals relate to various requests for approval of amendments to a company's charter or bylaws, principally for the purpose of adopting or redeeming "poison pills." As a general matter, EAM will cast votes in accordance with the company's management on such proposals. However, in general EAM will oppose poison pill provisions.

Corporate Meetings: In general, these are routine proposals relating to various requests regarding the formalities of corporate meetings. EAM recognizes the importance of good corporate governance in ensuring that management and the board of directors fulfill their obligations to shareholders. In general, EAM will favor proposals promoting transparency and accountability within a company.

Investment Companies: These proposals relate to proxy issues that are

associated solely with holdings of shares of investment companies. As with other types of companies, EAM believes that a fund's board of directors (rather than its shareholders) policy is best positioned to set fund policy and oversee management. However, EAM opposes granting boards of directors authority over certain matters, such as changes to a fund's investment objective, which the Investment Company Act of 1940 envisions will be approved directly by shareholders.

Political, Environmental and Social Issues: These are shareholder proposals either to limit corporate conduct or to take action in some manner that relates to the shareholder's political, environmental, or social concerns. EAM generally believes that annual shareholder meetings are inappropriate forums for the discussion of larger social issues, and opposes shareholder resolutions "micromanaging" corporate conduct or requesting release of information that would not help a shareholder evaluate an investment in the company as an economic matter. While EAM is generally supportive of proposals to require corporate disclosure of matters that seem relevant and material to the economic interests of shareholders, EAM is generally not supportive of proposals to require disclosure of corporate matters for other purposes.

Adjourn Meeting: These are proposals to provide management with the authority to adjourn a meeting in continuation of the current session at a convenient date/time before the next regular meeting if the regular meeting or a special meeting is unable to complete its work.

Special Circumstances: Although clients have delegated proxy-voting authority to EAM, voting proxies in certain limited situations involve logistical issues, which can affect EAM's ability to vote such proxies. These situations include (but are not limited to):

- circumstances where the proxy or other relevant materials are not received in sufficient time to allow an appropriate analysis by EAM;
- restrictions on a foreigner's ability to exercise votes;
- requirements to vote proxies in person;
- requirements that shareholders who exercise their voting rights surrender the right to dispose of their holdings for some specified period in proximity to the shareholder meeting (i.e., "share-blocking");
- potential difficulties in translating the proxy of a non-U.S. issuer;
- requirements to provide local agents in foreign countries with unrestricted powers of attorney to facilitate voting instructions;
- circumstances where the volume of proxy or other relevant materials provided is insufficient to allow an appropriate analysis by EAM;

- circumstances where securities are on loan (i.e., securities may not be voted by the lender unless the loan is recalled); and
- potential difficulties in recalling securities on loan for purposes of voting proxies.

Consequently, where applicable, EAM will vote proxies involving special circumstances only on a “best-efforts” basis. In addition, EAM may determine that it is generally in the best economic interests of clients not to vote proxies of companies in certain instances where EAM determines that the costs (including but not limited to opportunity costs associated with “share-blocking” constraints) associated with exercising a vote or removing the issues (where possible) generally are expected to outweigh the benefit clients will derive by voting on the issuer’s proposal. If EAM so determines that the benefits of seeking to exercise a vote outweighs the costs, EAM will generally seek to vote on a “best-efforts” basis.

There are other instances where EAM will be voting proxies on issues not covered in this document. In those cases EAM shall generally seek to ensure that proxy votes are made in the best economic interest of EAM’s clients, and that proxy votes are determined in a manner free from unwarranted or inappropriate influences.

FINANCIAL INFORMATION

This Item is not applicable.

EMPIRICAL ASSET MANAGEMENT, LLC

Part 2B of Form ADV: Brochure Supplement

Mark H. Fiskio

March 30, 2012

Empirical Asset Management, LLC
2227 Washington Street, Suite 202
Newton, MA 02462
Phone 781-431-2220
Fax 781-431-2260
Website: Empiricalam.com

This brochure supplement provides information about Mark H. Fiskio that supplements the Empirical Asset Management, LLC brochure. You should have received a copy of that brochure. Please contact Mark H. Fiskio if you did not receive Empirical Asset Management's 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 and Managing Partner of Empirical Asset Management, LLC. Prior to founding EAM in 2010 Mark was a Senior Portfolio Manager 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.

OTHER BUSINESS ACTIVITIES

This Item is not applicable.

ADDITIONAL COMPENSATION

As a principal of EAM, Mark Fiskio is affiliated with M3 Advisory Group, LLC. Information on M3 can be found on page 15 of this brochure under the heading "Other Financial Industry Activities and Affiliations".

SUPERVISION

As the sole 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.