

SEC v Brantley Fair Fund
Distribution Agent
PO Box 4234
Portland OR 97208-4324

Toll Free Number: 877-868-8230
Website: www.secvbrantleyfairfund.com
Email: info@secvbrantleyfairfund.com
Deadline to File a Claim: December 11, 2013

PROOF OF CLAIM FORM

Before completing this form, please read the detailed instructions on page 4. When filling out this form, type or print in the boxes below in CAPITAL LETTERS; do not use red ink, pencils or staples.

PART I: CLAIMANT IDENTIFICATION

Beneficial Owner's First Name	Beneficial Owner's Last Name
<input type="text"/>	<input type="text"/>

Co-Beneficial Owner's First Name	Co-Beneficial Owner's Last Name
<input type="text"/>	<input type="text"/>

Entity Name (if claimant is not an individual)

Representative or Custodian Name (if different from Beneficial Owner(s) listed above)

Address 1 (street name and number)

Address 2 (apartment, unit or box number)

City	State	Zip Code
<input type="text"/>	<input type="text"/>	<input type="text"/>

Foreign Country (only if not USA)

Social Security Number	OR	Taxpayer Identification Number	Exemption from FATCA reporting code (if any)
<input type="text"/>		<input type="text"/>	<input type="checkbox"/>

Telephone Number (home)	Telephone Number (work)
<input type="text"/>	<input type="text"/>

Email address

Account Number (if filing for multiple accounts, file a separate Proof of Claim Form for each account)

Claimant Account Type (check appropriate box):

<input type="checkbox"/> Individual (includes joint owner accounts)	<input type="checkbox"/> Pension Plan	<input type="checkbox"/> Trust
<input type="checkbox"/> Corporation	<input type="checkbox"/> Estate	
<input type="checkbox"/> IRA/401K	<input type="checkbox"/> Other _____ (please specify)	

PART III: RELEASE AND CERTIFICATION

The undersigned represents and certifies UNDER PENALTY OF PERJURY that:

1. I am NOT:
 - a) A director or officer, or former director or officer, of Brantley Capital Management or any of its past or present Affiliates (or any of his or her assigns, creditors, heirs, distributees, spouses, parents, children, or controlled entities) who served in such capacity during the SEC Recovery Period;
 - b) An employee of Brantley Capital who has been terminated for cause in connection with the violations alleged in the Commission’s complaint in this action or any related Commission action, or who was otherwise terminated or has resigned in connection with the violations alleged in the Commission’s Complaint in this action;
 - c) A defendant in any action brought by the Commission or any class action lawsuit related to the conduct described in the Commission’s Complaint in this action, unless and until such defendant is found not liable in all such civil suits and proof of the finding(s) is provided to the Distribution Agent prior to the Claims Bar Date;
 - d) A Person who has been the subject of criminal charges related to the violations alleged in the Commission’s Complaint in this action, unless and until such defendant is found not guilty in all such criminal cases and proof of the finding(s) is provided to the Distribution Agent prior to the Claims Bar Date;
 - e) A Person who assigned their right to obtain a recovery in the Commission’s action against Brantley Capital Management;
 - f) An assignee of another Person’s right to obtain a recovery in the Commission’s action against Brantley Capital Management, provided, however, that this provision shall not be construed to exclude those Persons who obtained such a right by inheritance or devise; nor
 - g) The Distribution Agent, its employees, and those persons assisting the Distribution Agent in its respective role as the Distribution Agent.
2. If signing this Proof of Claim Form on behalf of a corporation, partnership or other business entity, I have the legal authority to act on its behalf and execute this Proof of Claim Form;
3. I agree to submit to the jurisdiction of the United States District Court for the Northern District of Ohio for all purposes relating to this claim;
4. I understand that the Distribution Agent may require additional information from me in order to validate or pay my claim, and I agree to provide any information requested by the Distribution Agent for those purposes;
5. I agree that under no circumstances shall the Distribution Agent or its agents incur any liability to me or to any other person if it makes a distribution in accordance with the list of all Eligible Claimants as approved by the Court and that I am enjoined from taking any action in contravention of this provision;
6. If I am a custodian, trustee, or professional investor on behalf of and representing more than one claimant in a pooled investment fund or entity, I also attest that any distribution received will be allocated for the benefit of current or former pooled investors and not for the benefit of management; and
7. I attest that:

- a). The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- b). I am not subject to backup withholding because: a) I am exempt from backup withholding; or b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or c) the IRS has notified me that I am no longer subject to backup withholding. (NOTE: If you have been notified by the IRS that you are subject to backup withholding, you must cross out this item), and
- c). I am a U.S.citizen or other U.S. person, and
- d). The Foreign Account Tax Compliant Act “FATCA” code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct. **The Internal Revenue Service does not require your consent to any provision of this document other than the certifications in the box above, which are required to avoid backup withholding.**

Executed this _____ day of _____, in _____, _____
(Day) (Month/Year) (City) (State/Country)

Signature of
Claimant

Date

 - -
MM DD YY

Print Name of
Claimant

Signature of
Joint Claimant,
if any

Date

 - -
MM DD YY

Print Name of
Joint Claimant,
if any

PROOF OF CLAIM FORM INSTRUCTIONS

A. This Proof of Claim Form has been sent to you because you may be eligible to file in this matter. To participate, you must complete and sign this Proof of Claim Form and provide supporting documents for any eligible transactions you claim. If you fail to file a properly addressed Proof of Claim Form and supporting documents, your claim may be rejected, and you may be determined to be ineligible for any payment from the Distribution Fund.

B. Submission of this Proof of Claim Form does not assure that you will share in the proceeds of the Distribution Fund.

C. YOU MUST COMPLETE AND SUBMIT YOUR PROOF OF CLAIM FORM BY MAIL POSTMARKED ON OR BEFORE DECEMBER 11, 2013, ADDRESSED TO THE DISTRIBUTION AGENT AS LISTED BELOW.

D. Use the section of this form entitled "Claimant Information" to identify each owner of record.

E. Use the section of this form entitled "Schedule of Transactions" to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

F. Complete a separate Proof of Claim Form for each account in which you qualify.

G. Provide all of the requested information with respect to shares of the Brantley Securities that you acquired at any time on or between March 31, 2003 and October 24, 2005, inclusive (the "SEC Recovery Period"), whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

H. List each transaction in the SEC Recovery Period in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

I. Documentation of your transactions in Brantley Securities must be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. Acceptable documentation must include the name of the owner(s) of the account for which you are filing a claim, the name of the broker through whom the security was traded, trade date, number of securities purchased, acquired and/or sold, and price per share (excluding brokers' commissions, taxes and fees). Acceptable documentation includes contract notes, brokers' confirmation slips, account activity pages from brokers' computer printouts (including the front page), or account activity pages from brokers' monthly statements (including the front page), if those statements contain the required information.

J. The above requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Distribution Agent may request additional information as required to efficiently and reliably calculate your losses.

Proof of Claim Forms must be postmarked no later than December 11, 2013 and mailed to SEC v Brantley Fair Fund, Distribution Agent, PO Box 4234, Portland, OR 97208-4234.

ATTENTION NOMINEES AND BROKERAGE FIRMS: If you are filing claim(s) electronically on behalf of beneficial owners, detailed instructions are available on the website at www.secvbrantleyfairfund.com along with the formatted electronic filing template. You may also send an email to info@secvbrantleyfairfund.com requesting this information.

Reminder Checklist

1. Sign the Certification section of the Proof of Claim Form on page 4.
2. Remember to attach supporting documentation.
3. Do not send original documents.
4. Keep a copy of your Proof of Claim Form and all documents submitted for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim Form, send your Proof of Claim Form by Certified Mail, Return Receipt Requested.
6. If you move, please send the Distribution Agent your new address.

ACCURATE CLAIMS PROCESSING CAN TAKE A SIGNIFICANT
AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE