

## Item 1 – Cover Page

### **Clear Investment Research, LLC**

284 S. Main Street, Suite 900

Alpharetta, Georgia 30009

678-293-8667

Date of Disclosure Brochure: March 2024

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This disclosure brochure provides information about the qualifications and business practices of Clear Investment Research, LLC (also referred to as we, us and Clear Investment Research throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Joseph Jennings at 678-293-8667 or [joe.jennings@clearir.com](mailto:joe.jennings@clearir.com). The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Clear Investment Research is also available on the Internet at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can view our firm's information on this website by searching for Clear Investment Research, LLC or our firm's CRD number 172685.

\*Registration as an investment adviser does not imply a certain level of skill or training.

## Item 2 – Material Changes

Since our last disclosure brochure annual updated was submitted in March 2023 the material changes made to this disclosure brochure has been:

- We have updated the amount of client assets managed by the firm. Please refer to **Item 4 – Advisory Business** for more information.
- In March 2024 the firm adjusted our fee schedules and minimum annual fees. Please refer to **Item 5 – Fees and Compensation** for more specific information

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm's fiscal year ends. Our firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time, we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes, as necessary.

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## **Item 4 – Advisory Business**

Clear Investment Research is an investment adviser registered with the United States Securities and Exchange Commission (“SEC”) since August 2014 and is a limited liability company (LLC) formed under the laws of the State of Georgia. Joseph Jennings is the Principal.

### **Description of Advisory Services**

#### ***Retirement Consulting Services***

We offer personalized retirement consulting services to companies offering qualified and non-qualified retirement plans. A detailed description is provided in **Item 5, Fees and Compensation**, so that clients and prospective clients can review the services and description of fees more thoroughly.

#### ***Asset Management Services***

Clear Investment Research, LLC offers asset management services, which involves Clear Investment Research, LLC providing you with continuous and ongoing supervision over your specified accounts.

You must appoint our firm as your investment adviser of record on specified accounts (collectively, the “Account”). The Account consists only of separate account(s) held by qualified custodian(s) under your name. The qualified custodians maintain physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

The Account is managed by us based on your financial situation, investment objectives and risk tolerance. We actively monitor the Account and provide advice regarding buying, selling, reinvesting or holding securities, cash or other investments of the Account.

We will need to obtain certain information from you to determine your financial situation and investment objectives. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however, we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account. You have the ability to impose reasonable restrictions on the management of your accounts, including the ability to instruct us not to purchase certain securities.

It is important that you understand that we manage investments for other clients and may give them advice or take actions for them or for our personal accounts that is different from the advice we provide to you or actions taken for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Conflicts may arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for your account(s) and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public

information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

### ***Financial Planning Services***

Financial Planning Services begin with a data-gathering and analysis of the client's stated needs, financial goals and objectives, risk tolerance, age, tax status, net worth, income and other relevant factors. We will request input and information from the client, including financial information in conjunction with past financial history, present financial condition, and investment goals. These may include planning for short-term goals (such as college funding) or for long-term goals (such as retirement planning) or other segments of an investment plan that may be desired. The information gathered for review and assessment may vary, depending upon the individual needs and objectives as stated by the client. Information presented by the client will be deemed reliable and current. The adviser may also request information regarding the utilization of other Advisors (e.g., attorney, accountant, banker, etc.), family background, and other circumstances that may affect the client economically, based upon what information is reported by the client.

The Financial Planning Services can be included as a part of the Clear Investment Research Investment Management Service and may involve the creation of capital accumulation or capital distribution plans, a tax plan, and/or tracking the client's annual savings progress. We may offer comprehensive planning services, or the client may desire advice on certain planning components. We will assist the client with the development and implementation of a comprehensive financial plan. Clear Investment Research can tailor services as desired by the client. When Financial Planning Services only focus on certain areas of client interests, needs or is otherwise limited, clients must understand that a client's overall financial and investment needs and objectives may not be considered as a result of time and/or service restraints placed on our services.

The advice provided may include recommendations for updates and reviews. During the course of the Investment Management engagement, we will remain available to the client for client-initiated updates and annual reviews.

### **Limits Advice to Certain Types of Investments**

We provide investment advice on any investment product that may be suitable for each client's specific circumstances, needs, goals and objectives.

It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings modestly as deemed appropriate based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

*(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)*

### **Wrap Fee Programs**

Clear Investment Research does not offer or participate in wrap fee programs. Clear Investment Research offers asset management services through a traditional fee based program. Clients may elect to pay expenses under a “traditional” payment option meaning that advisory services are provided for a fee but transaction services are billed separately on a per-transaction basis.

### **Tailor Advisory Services to Individual Needs of Clients**

Our services are always provided based on clients’ specific needs. Clients have the ability to impose restrictions on their accounts, including specific investment selections and sectors.

### **Client Assets Managed by Clear Investment Research**

As of December 31, 2023, discretionary assets under management were \$221,576,588.

As of December 31, 2023, non-discretionary assets under management were \$5,623,182,802.

## **Item 5 – Fees and Compensation**

In addition to the information provided in *Item 4 – Advisory Business*, this section provides additional details regarding our firm’s services along with descriptions of each service’s fees and compensation arrangements. It should be noted that lower fees for comparable service may be available from other sources. The exact fees and other terms will be outlined in the agreement between you and Clear Investment Research.

### **Retirement Consulting Services Fees**

We offer retirement consulting services to companies offering pension and retirement plans and provide a wide variety of services focusing on our clients’ specific needs. The following are examples of some of the general areas that may be covered as part of our services:

- Current plan review
- Vendor search
- Plan design and implementation
- Investment policy statement implementation
- Manager searches
- Compliance review
- Communication plan implementation
- Investment committee implementation
- Investment review

The above list is not all inclusive and is provided only to give clients a general idea of the types of consulting services offered. Services are negotiable depending on clients’ individual needs. At no time

do we maintain custody of plan assets. Typically, our consulting services focus on providing investment advice to the plan. In addition, we provide consulting services focusing on plan design, compliance matters and problem solving.

Our asset-based fee is on a tiered schedule, which starts at 0.90% and goes down to 0.40% annually. Our minimum annual fee is \$2,400. Typically, fees are charged quarterly and will be charged in arrears. All fees are negotiable based on the complexity of the services contracted for and the anticipated amount of work involved in providing those services, the size of the plan and the number of plan participants. See **Item 14, Client Referrals and Other Compensation**, for additional discussion about referrals. The amount of the fee and the manner in which it is calculated and billed are fully disclosed to clients prior to services being provided.

Either party may terminate services by providing written termination to the other party. Clients are responsible for paying fees for services completed prior to the effective date of termination. If fees are paid in advance, we refund any unearned fees to clients. If services are terminated mid-period, a prorated fee is charged based on the number of days services are provided during that period and the percentage of work completed by us for that period.

#### **Asset Management Services Fees**

Fees charged for our asset management services are charged based on a percentage of assets under management, billed in arrears (at the end of the billing period) on a quarterly basis and calculated based on the fair market value of your account as of the last business day of the current billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period. If asset management services are commenced in the middle of the billing period, then the prorated fee for that billing period will be billed in arrears at the end of that billing period.

The asset management services continue in effect until terminated by either party (i.e., Clear Investment Research, LLC or you) by providing written notice of termination to the other party. When fees are billed in arrears, Clear Investment Research, LLC will prorate the final fee payment based on the number of days services are provided during the final period. The amount of client assets on the termination date will be used to determine the final fee payment.

Fees charged for our asset management services are negotiable based on the type of client, the complexity of the client's situation, the composition of the client's account (i.e., equities versus mutual funds), the potential for additional account deposits, the relationship of the client with the investment adviser representative, and the total amount of assets under management for the client.

For our asset management services, client will be charged the following annual fee based upon the amount of assets under management:

<b>Account Value</b>	<b>Annual Max. Fee</b>
First \$200,000	0.90%

Next \$300,000	0.75%
Next \$500,000	0.60%
Next \$500,000	0.50%
Above \$1,500,000	0.40%

Clear Investment Research, LLC may negotiate a different annual fee if we believe that it is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you may also incur charges imposed at the exchange traded fund or mutual fund level (e.g., advisory fees and other fund expenses).

The investment advisory fees will be deducted from your account and paid directly to us by the qualified custodian(s) of your account. You will authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to Clear Investment Research, LLC. See *Item 15 – Custody* for more details.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) generally will not verify the accuracy of the investment advisory fees deducted.

Clear Investment Research, LLC does not receive any portion of such commissions or fees from you or the qualified custodian. In addition, you may incur certain charges imposed by third parties other than Clear Investment Research, LLC in connection with investments made through your account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s) of your account. Management fees charged by Clear Investment Research, LLC are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each investment company security's prospectus.

### **Financial Planning Services**

Our financial planning fee methods offer flexibility based on our client's preference and the complexity of their planning needs. Our hourly rates are from \$250-\$350 per hour. Our minimum annual fee is \$2,400. A negotiated asset based fee can be made available depending on the size of the assets managed.



### **Comparable Services**

We believe our fees for advisory services are reasonable with respect to the services provided and the fees charged by other investment advisors offering similar services. However, lower fees for comparable services may be available from other sources.

### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. *Item 6* is not applicable to this Disclosure Brochure because we do not charge or accept performance-based fees.

### **Item 7 – Types of Clients**

Clear Investment Research generally provides investment advice to retirement plans, endowments and foundations, and high-net worth individuals.

You are required to execute a written agreement with Clear Investment Research specifying the particular advisory services in order to establish a client arrangement with Clear Investment Research.

### **Minimum Investment Amounts Required**

We do not require any minimum asset plan size to provide Retirement Consulting or Asset Management services. There is a minimum annual fee of \$2,400 for our Financial Planning services. We do not charge any minimum advisory fee for Asset Management services.

### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

#### **Methods of Analysis**

We use fundamental analysis when considering investment strategies and recommendations for clients.

Fundamental analysis is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of a company). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

### **Investment Strategies**

We use long term investment horizons (securities held at least a year) when implementing investment advice to clients.

### **Primarily Recommend One Type of Security**

We do not primarily recommend one type of security to clients. Instead, we recommend any product that may be suitable for each client relative to that client's specific circumstances and needs.

### **Risk of Loss**

Investing in securities involves a risk of loss, including loss of original principal. Past performance of any security is not necessarily indicative of future results. Therefore, do not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that clients' specific goals will be achieved. Further, depending on the different types of investments, there may be varying degrees of risk:

- **Market Risk** – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- **Equity (stock) market risk** – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- **Company Risk**. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- **Fixed Income Risk**. When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

- Options Risk. Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You may also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

### **Item 9 – Disciplinary Information**

*Item 9* is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

### **Item 10 – Other Financial Industry Activities and Affiliations**

We are not and do not have a related person that is:

- A broker/dealer, municipal securities dealer or government securities dealer or broker
- An investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
- A futures commission merchant, commodity pool operator or commodity trading advisor
- A banking or thrift institution
- A lawyer or law firm
- A real estate broker or dealer
- A sponsor or syndicator of limited partnerships.

We are an independent registered investment registered advisor and only provide investment advisory services. We are not engaged in any other business activities and offer no other services other than financial planning, retirement consulting, asset management and selection of third-party money managers described in this Disclosure Brochure.

## Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

### **Code of Ethics Summary**

Section 204A-1 of the *Investment Advisers Act of 1940* requires all investment advisers to establish, maintain and enforce a Code of Ethics. We have established a Code of Ethics that applies to all of our associated persons. An investment adviser is considered a fiduciary according to the *Investment Advisers Act of 1940*. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of clients at all times. We have a fiduciary duty to all clients. This fiduciary duty is considered the core underlying principle for our Code of Ethics, which also covers our insider trading and personal securities transactions policies and procedures. Advisor requires all supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Once employed by or affiliated with us, and at least annually thereafter, all supervised persons sign an acknowledgement that they have read, understand and agree to comply with our Code of Ethics. We have the responsibility to make sure that the interests of all clients are placed ahead of our own investment interests. Full disclosure of all material facts and conflicts of interest is provided to you prior to any services being conducted. We and our supervised persons must conduct business in an honest, ethical and fair manner and avoid all circumstances that might negatively affect or appear to affect its duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if you wish to review our Code of Ethics in its entirety, a copy is provided promptly upon request.

### **Participation or Interest in Client Transactions**

We may recommend an ETF or a mutual fund as an investment option to be offered through a plan or account, and we may also maintain that recommended fund in the personal accounts of our representatives. We are and will continue to be in compliance with *The Insider Trading and Securities Fraud Enforcement Act of 1988*. As these situations represent a conflict of interest, we have developed written supervisory procedures that include personal investment and trading policies for representatives, employees and their immediate family members (collectively, associated persons). These procedures were distributed to all associated persons, and the associated persons acknowledged they have read, understand and agree to abide by our policies and procedures. The policies include:

- Associated persons cannot prefer their own interests to that of the client
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry
- We maintain a list of all securities holdings for the firm and all associated persons; this list is reviewed on a regular basis by our Chief Compliance Officer

Any associated person not observing our policies or violating any applicable state and federal advisory practice regulations, is subject to sanctions up to and including termination.

## Item 12 – Brokerage Practices

Clients are under no obligation to act on the financial planning recommendations of Clear Investment Research, LLC. If the firm assists in the implementation of any recommendations, we are responsible to ensure that the client receives the best execution possible. Best execution does not necessarily mean that clients receive the lowest possible commission costs but that the qualitative execution is best. In other words, all conditions considered, the transaction execution is in your best interest. When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with our existing systems, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

We exercise reasonable due diligence to make certain that best execution is obtained for all clients when implementing any transaction by considering the back office services, technology and pricing of services offered.

### **Brokerage Recommendations**

If you elect to utilize our asset management services it is more efficient to establish a brokerage account at Fidelity or Charles Schwab and Co. Inc.(Schwab) (Qualified Custodians). The Qualified Custodians provide Clear Investment Research, LLC with access to their institutional trading and custody services, which are typically not available to retail investors. The services from the Qualified Custodians include brokerage, custody, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

The Qualified Custodians also make available to Clear Investment Research, LLC other products and services that we benefit from but may not benefit your accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- Provide access to client account data (such as trade confirmation and account statements)
- Facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts)
- Provide research, pricing information and other market data
- Facilitate payment of our fees from client accounts
- Assist with back-office functions, recordkeeping and client reporting.

Many of these services generally may be used to service all or a substantial number of our accounts. The Qualified Custodians also make available other services intended to help us manage and further develop our business. These services may include:

- Consulting, publications and conferences on practice management

- Information technology
- Business succession
- Regulatory compliance
- Marketing.

In addition, the Qualified Custodians may make available, arrange and/or pay for these types of services rendered to Clear Investment Research, LLC by independent third-parties providing these services to us. As a fiduciary, we endeavor to act in your best interest. Our request that you maintain your assets in accounts at one of our Qualified Custodians may be based in part on the benefit to us of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the Qualified Custodians. This creates a conflict of interest.

You are under no obligation to act on our recommendations. You may select a broker/dealer or account custodian other than Fidelity or Schwab, although in this case we may not be able to assist you with asset management services.

### **Directed Brokerage**

Clients should understand that not all investment advisors require the use of a particular broker/dealer or custodian. Some investment advisors allow their clients to select whichever broker/dealer the client decides. By requesting clients use a particular broker/dealer, Clear Investment Research, LLC may not achieve the most favorable execution of client transactions and the practice requiring the use of specific broker/dealers may cost clients more money than if the client used a different broker/dealer or custodian. However, for compliance and operational efficiencies, Clear Investment Research, LLC has decided to request that our clients use broker/dealers and other qualified custodians determined by Clear Investment Research, LLC.

### **Soft Dollar Benefits**

Clear Investment Research, LLC does not receive any soft dollars from broker-dealers or any other source.

### **Handling Trade Errors**

Clear Investment Research, LLC has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of Clear Investment Research, LLC to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and any loss resulting from the trade error is absorbed by Clear Investment Research, LLC if the error is caused by Clear Investment Research, LLC. If the error is caused by the broker-dealer, the broker-dealer is responsible for handling the trade error. If an investment gain results from the correcting trade, the gain remains in the client's account unless the same error involved other client account(s) that should also receive the gains. It may not be permissible for all clients to retain the gain. Clear Investment Research, LLC may also confer with a client to determine if the client should forego the gain (e.g., due to tax reasons).

Clear Investment Research, LLC will never benefit or profit from trade errors.

### **Block Trading Policy**

We may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used by our firm when Clear Investment Research, LLC believes such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

Clear Investment Research, LLC uses the pro rata allocation method for transaction allocation.

Under this procedure, pro rata trade allocation means an allocation of the trade at issue among applicable advisory clients in amounts that are proportional to the participating advisory client's intended investable assets. Clear Investment Research, LLC will calculate the pro rata share of each transaction included in a block order and assigns the appropriate number of shares of each allocated transaction executed for the client's account.

If and when we determine to aggregate client orders for the purchase or sale of securities, including securities in which Clear Investment Research, LLC or our associated persons may invest, we will do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc.* Neither the firm nor our associated persons receive any additional compensation as a result of block trades.

### **Agency Cross Transactions**

Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

## **Item 13 – Review of Accounts**

### **Account Reviews and Reviewers**

Investment reviews are based on the criteria adopted in the Investment Policy Statement. The Investment Policy Statement is adopted by the Asset Management client or by the Retirement Consulting client's investment committee.

The investment committee can include the Chief Financial Officer, Chief Executive Officer, Chief Compliance Officer, Human Resources staff and certain other employees. In certain circumstances, we generate investment reports providing detailed information so the committee members can make informed decisions. We recommend adding, removing and/or replacing the investment options of the retirement plan. We send reports to each Retirement Consulting client's investment committee as contracted for, and each report is customized for the client and includes commentary specific to the client.

The Retirement Consulting client reviews are performed on the client's schedule up to four times per year. Asset Management client reviews are performed on the client's schedule at least once per year.

#### **Item 14 – Client Referrals and Other Compensation**

Clear Investment Research may enter into agreements with various individuals or entities (Referring Parties) to refer clients to Clear Investment Research. Typically this is done through a subscription service where leads are presented for a fixed fee whether or not any new business is obtained. The referral agreements between any referring party and Clear Investment Research will not result in any charges to clients in addition to the normal level of advisory fees charged.

When a client is referred to us by a referring party, the referring party provides the client with a copy of our Disclosure Brochure as required by the *Investment Advisers Act of 1940*. The client also will complete a Solicitor's Disclosure Statement document. If the referring party is an unaffiliated registered investment adviser firm, then the client will also receive a copy of the referring party's Form ADV Part 2 Disclosure Brochure. The referral relationship will not result in clients being charged any fees over and above the normal advisory fees charged for the advisory services provided.

The referral agreements between Clear Investment Research and referring parties are in compliance with state and federal securities rules regarding paid solicitor arrangements.

*Please see Item 5, Fees and Compensation, Item 10, Other Financial Industry Activities and Affiliations and Item 12, Brokerage Practices, for additional discussion concerning other compensation.*

#### **Item 15 – Custody**

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

Clear Investment Research, LLC is deemed to have custody of client funds and securities whenever Clear Investment Research, LLC is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody Clear Investment Research, LLC will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

It should also be noted that the limited authority to transfer a client's assets between the client's accounts maintained at one or more qualified custodians if the client has authorized the advisor in writing to make such transfers and a copy of that authorization is provided to the qualified custodian, specifying the client accounts maintained with qualified custodians, is not deemed to be custody. Clear Investment Research's authority to instruct the qualified custodian maintaining a client's account to remit funds or securities from the account from time to time to the same client at his or her address of record is not deemed to have custody if (1) the client has granted such authority to the adviser in writing and a copy of that authorization is provided to the qualified custodian, (2) the adviser has no authority to open an



account on behalf of the client; and (3) the adviser has no authority to designate or change the client's address of record with the qualified custodian.

For accounts in which Clear Investment Research, LLC is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from Clear Investment Research, LLC. When clients have questions about their account statements, they should contact Clear Investment Research, LLC or the qualified custodian preparing the statement.

### **Item 16 – Investment Discretion**

When providing asset management services, Clear Investment Research, LLC maintains trading authorization over your Account and can provide management services on a **discretionary** basis. When discretionary authority is granted, we will have the authority to determine the type of securities, the amount of securities that can be bought or sold and the broker or dealer to be used for your portfolio without obtaining your consent for each transaction.

If you decide to grant trading authorization on a **non-discretionary** basis, we will be required to contact you prior to implementing changes in your account. Therefore, you will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If your accounts are managed on a non-discretionary basis, you need to know that if we are not able to reach you or you are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

You will have the ability to place reasonable restrictions on the types of investments that may be purchased in your Account. You may also place reasonable limitations on the discretionary power granted to Clear Investment Research, LLC so long as the limitations are specifically set forth or included as an attachment to the client agreement.

### **Item 17 – Voting Client Securities**

We do not vote proxies on behalf of clients. Clients should read through the information provided with the proxy-voting documents and make a determination based on the information provided. If clients request,

we may provide limited clarifications of the issues presented in the proxy voting materials based on our understanding of issues presented in the proxy-voting materials. However, clients have the ultimate responsibility for making all proxy-voting decisions.

### **Item 18 – Financial Information**

This *Item 18* is not applicable to this brochure. Clear Investment Research does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, Clear Investment Research has not been the subject of a bankruptcy petition at any time.

### **Customer Privacy Policy Notice**

The information contained in this section will also be disclosed in Clear Investment Research's Privacy Policy Statement. This statement will be provided to all clients in accordance with the rules and regulations of the *Gramm-Leach-Bliley Act of 1999*.

As a registered investment advisor, Clear Investment Research, LLC and its investment adviser representatives will gather and develop personal information regarding our clients. This information will be gathered and developed by us for the following purposes:

1. To determine the client's financial goals and objectives
2. To determine the level of advisory services needed and desired by the client
3. To provide the client with specific recommendations regarding advisory services
4. To provide the client with specific recommendations regarding financial products
5. To provide ongoing support and recommendations regarding financial products held in the client's account

Client information that Clear Investment Research, LLC will collect may include, but not be limited to the following:

- Information received from clients on financial inventories through consultations with its representatives. This information may include personal and household information such as income, spending habits, investment objectives, financial goals, statements of account and other records concerning the clients' financial conditions and assets, together with information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.
- Information developed as part of financial plans, analyses or investment advisory services.
- Information concerning investment advisory account transactions.
- Information about clients' financial products and services transactions with Clear Investment Research, LLC

When a client account is closed, Clear Investment Research, LLC will continue to keep all client information confidential in accordance with the principles stated in its privacy policy.

A copy of the Privacy Policy Notice will be delivered to all clients in writing by at least one of the following methods:

- By hand delivering a copy to the client
- Mailing a copy to the client's address on record
- Emailing a copy to the client
- If business is conducted electronically, a notice may be posted on an electronic site as long as the client acknowledges receipt of the Privacy Policy Notice prior to the client obtaining any services or products from Clear Investment Research, LLC

A copy of the Privacy Policy Notice will be provided to the client no later than the time a client establishes a relationship with Clear Investment Research, LLC, unless this situation would cause a delay in the client obtaining services and the client agrees to accept the notice at a later date. When this situation applies, a copy of the Privacy Policy Statement will be delivered to the client within a reasonable time period following the transaction.

Any time a change is made to the Privacy Policy, the statement to clients will be revised. The revised statement will be given to all affected clients prior to any disclosure of information. In addition, Clear Investment Research, LLC will provide a copy of its Privacy Policy Statement to all current and existing clients at least annually.