



## **Form ADV Part IIA**

### **Clarity Capital Partners**

5000 Birch Street, Suite 100  
Newport Beach, CA 92660  
(800) 805-7526

[www.claritycapitalllc.com](http://www.claritycapitalllc.com)

**May 22, 2020**

**This brochure provides information about the qualifications and business practices of Clarity Capital Partners. If you have any questions about the contents of this brochure, please contact us at (800) 805-7526 or by email to [trustman@claritycapitalllc.com](mailto:trustman@claritycapitalllc.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. Registration of an investment advisor does not imply any specific level of skill or training. This Disclosure Brochure provides information about CCP to assist you in determining whether to retain the Advisor.**

**Additional information about Clarity Capital Partners and its advisory personnel is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## Item 2 - Material Changes

The material changes in this brochure from the last annual amendment of Clarity Capital Partners on 03/02/2020 are described below. Material changes relate to Clarity Capital Partners' policies, practices or conflicts of interests.

- 1) Clarity Capital Partners' chief compliance officer is now Brittany Slater-Gautreau.

### Item 3 – Table of Contents

#### Table of Contents

Item 2 - Material Changes.....	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business .....	4
Item 5 – Fees and Compensation .....	6
Item 6 – Performance Based Fees and Side-by-Side Management .....	8
Item 7 – Types of Clients.....	8
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	8
Item 9 – Disciplinary Information .....	10
Item 10 – Other Financial Industry Activities and Affiliations Broker-Dealer and Insurance Activities .....	11
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading Code of Ethics .....	13
Item 12- Brokerage Practices.....	14
Item 13 – Review of Accounts.....	15
Item 14- Client Referrals and Other Compensation .....	15
Item 15 – Custody .....	16
Item 16 - Investment Discretion .....	16
Item 17 – Voting Client Securities.....	16
Item 18 – Financial Information .....	16
Item 19 – Requirements for State-Registered Advisers.....	16
Privacy Policy .....	17

## Item 4 – Advisory Business

### A) Firm Information

Todd Allen Rustman is the owner of Clarity Capital Partners (hereinafter “CCP”). The RIA was founded in September 2000 and is organized in the State of Delaware. We have a growing number of Wealth Managers, Associate Wealth Managers and Associates working as a team within the firm. Todd Rustman, in particular, has been in the advisory/wealth management business for 25 years. He has worked for Long Term Credit Bank of Japan (LTC B), PIMCO, Mellon Private Asset Management and Kayne Anderson Investment Management before starting CCP.

CCP also performs its advisory business under the name of Clarity Capital Partners, headquartered in Newport Beach, CA.

### B) Advisory Services Provided

CCP performs investment advisory to individuals, high net worth individuals, trusts, estates, companies and pension/profit sharing plans. We also utilize many of the highest end wealth management techniques, allocations and income strategies to protect and grow our client's portfolios. By coordinating in a team approach with our Client's other advisors, we achieve greater synergies in tax efficiency, asset protection and legacy planning.

## Investment Management

CCP provides customized investment advisory solutions for its Clients. CCP works with each Client to identify their investment goals and objectives as well as risk tolerance and financial situation in order to create a portfolio allocation. CCP will then construct a portfolio, consisting of equity securities (exchange-listed securities, securities traded over the counter (OTC), and foreign issuers), debt securities (government treasuries, corporate, municipal and agency debt), and investment company securities (alternatives, variable life insurance, variable annuities, exchange-traded funds, and mutual fund shares). The Advisor may utilize other types of investments, as necessary, to meet the needs of its Clients.

CCP's investment strategy is primarily long-term focused, but the Advisor may buy, sell or re-allocate positions that have been held less than one year to meet the objectives of the Client or due to market conditions. CCP will construct, implement and monitor the portfolio to ensure it meets the goals, objectives, circumstances, and risk tolerance agreed to by the Client. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to the acceptance by the Advisor.

CCP evaluates and selects investments for inclusion in Client portfolios only after applying their internal due diligence process. CCP may recommend, on occasion, redistributing investment allocations to diversify the portfolio. CCP may recommend specific positions to increase sector or asset class weightings. The Advisor may recommend employing cash positions as a possible hedge against market movement. CCP may recommend selling positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position[s] in the portfolio, change in risk tolerance of Client, generating cash to meet Client needs, or any risk deemed unacceptable for the Client's risk tolerance. **Prior to rendering investment advisory services, CCP will ascertain, in conjunction with the Client, the Client's financial situation, risk tolerance, and investment objective[s].**

CCP will provide investment advisory services and portfolio management services and will not provide securities custodial or other administrative services. At no time will CCP accept or maintain custody of a Client's funds or securities. All Client assets will be managed within their designated brokerage account or pension account, pursuant to the Client Investment Advisory Agreement.

#### Financial Planning and Consulting Services

CCP will typically provide a variety of financial planning services to individuals and families, pursuant to a written Financial Planning or Consulting Agreement. Services are offered in several areas of a Client's financial situation, depending on their goals, objectives and financial situation. Fee's for service in preparation for a Financial Plan range from \$1500-\$10,000/year depending upon complexity.

A financial plan developed for or financial consultation rendered to the Client will usually include general recommendations for a course of activity or specific actions to be taken by the Client. CCP may also refer Clients to an accountant, attorney or other Trusted Advisor, as appropriate for their unique situation. For certain financial planning engagements, the Advisor will provide a written summary of Client's financial situation, observations, and recommendations. Plans or consultations are typically completed within six months of contract date, assuming all information and documents requested are provided promptly.

Financial planning and consulting recommendations may pose a potential conflict between the interests of the Advisor and the interests of the Client. Clients are not obligated to implement any recommendations made by the Advisor or maintain an ongoing relationship with the Advisor. If the Client elects to act on any of the recommendations made by the Advisor, the Client is under no obligation to effect the transaction through the Advisor.

#### Client Account Management

Prior to engaging CCP to provide investment advisory services, each Client is required to enter into an Investment Advisory Agreement with the Advisor that defines the terms, conditions, authority and responsibilities of the Advisor and the Client. These services may include:

- Establishing an Investment Policy Statement – CCP, in connection with the Client, may develop a statement that summarizes the Client's investment goals and objectives along with the broad strategy[ies] to be employed to meet the objectives. Each Client will have the opportunity to place reasonable restrictions on the types of investments to be held in their respective portfolio, subject to the acceptance by the Advisor.
- Asset Allocation – CCP will develop a strategic asset allocation that is targeted to meet the investment objectives, time horizon, financial situation and tolerance for risk for each Client.
- Portfolio Construction – CCP will develop a portfolio for the Client that is intended to meet the stated goals and objectives of the Client.
- Investment Management and Supervision – CCP will provide investment management and ongoing oversight of the Client's portfolio and overall account.

### C) Assets Under Management

As of the December 31, 2019, the Advisor manages \$200,000,000 in discretionary and \$60,000,000 in non-discretionary assets for a total of \$260,000,000. Clients may request more current information at any time by contacting the Advisor.

## Item 5 – Fees and Compensation

The following paragraphs detail the fee structure and compensation methodology for services provided by the Advisor. Each Client shall sign an Investment Advisory Agreement that details the responsibilities of CCP and the Client.

### A) Fees for Advisory Services

#### *Investment Management*

Investment Advisory Fees are paid quarterly in advance 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 each calendar quarter. Our standard Investment Advisory Fees range based on the following schedule:

Assets Under Management	Annual Rate
First \$2,000,000	1.50%
< \$2,000,001-\$5,000,000	1.25%
<\$5,000,001-\$10,000,000	1.00%
<\$10,000,001+	Negotiable

\*Minimum fee requirement of \$5000/year for time, planning, and investment advice is required\*

Investment Advisory Fees in the first quarter of service are prorated to the inception date of the account to the end of the first quarter. Fees may be negotiable at the discretion of the Advisor. All securities held in accounts managed by CCP will be independently valued by the designated Custodian. CCP will not have the authority or responsibility to value portfolio securities.

#### *Consulting Services*

CCP offers financial planning or consulting services on an hourly basis at a rate of up to \$300 per hour, which may be negotiable depending on the nature and complexity of each Client's circumstances. An estimate for total hours will be determined prior to establishing the advisory relationship.

The Advisor's fee is exclusive of, and in addition to, brokerage fees, transaction fees, and other related costs and expenses, which may be incurred by the Client. The hourly fees are determined after considering many factors, such as the level and scope of the services.

#### Fee Billing - Investment Management

Investment Advisory Fees may be automatically deducted from the Client Account by the Custodian. The Advisor shall send an invoice to the Custodian indicating the amount of the fees to be deducted from the Client Account at the respective quarter end date. The amount due is

calculated by applying the quarterly rate (annual rate divided by 4) to the total assets under management with CCP at the end of each quarter. It is the responsibility of the Client to verify the accuracy of these fees as listed on the custodian's brokerage statement as the Custodian does not assume this responsibility. Clients provide written authorization permitting CCP to be paid directly from their accounts held by the Custodian as part of the Investment Advisory Agreement and separate account forms provided by the Custodian.

#### *Financial Planning and Consulting Services Fees*

Financial planning and consulting fees are generally invoiced 50% upon execution of the Financial Planning and Consulting Agreement and 50% upon receipt of the agreed-upon deliverable.

#### Other Fees and Expenses

Clients may incur certain fees or charges imposed by third parties, other than CCP, in connection with investment made on behalf of the Client's account[s]. The Client is responsible for all custodial and securities execution fees charged by the custodian and executing broker-dealer. The Investment Advisory Fee charged by CCP is separate and distinct from these custodian and execution fees.

In addition, all fees paid to CCP for investment advisory services are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. Accordingly, the Client should review both the fees charged by the fund[s] and the fees charged by CCP to fully understand the total fees to be paid.

#### Advance Payment of Fees and Termination

##### *Investment Management*

CCP is compensated for its services in advance of the quarter in which investment advisory services are rendered. Clients may request to terminate their Investment Advisory Agreement with CCP, in whole or in part, by providing advance written notice. The Client shall be responsible for Investment Advisory Fees up to and including the effective date of termination. Upon termination, the Advisor will refund any unearned, prepaid Investment Advisory Fees from the effective date of termination to the end of the quarter.

##### *Financial Planning and Consulting Services*

In the event that a Client should wish to cancel the financial planning agreement under which any plan is being created, the Client shall be billed for actual hours logged on the planning project times the agreed-upon hourly rate. Any surplus in the Advisor's possession as the result of collecting a deposit at the time of signing the financial planning agreement will be returned to the Client within 5 business days of cancellation.

Either party may terminate a planning or consulting agreement at any time by providing written notice to the other party. In addition, the Client may terminate the agreement within five (5) days of signing the Advisor's financial planning or consulting agreement at no cost to the Client. After the five-day period, the Client will incur charges for bona fide advisory services rendered to the point of termination and such fees will be due and payable by the Client. Refunds will be given on a pro-rata basis.

### Compensation for Sales of Securities

CCP's investment advisor representatives, who possess securities licenses (Series 7, etc.) may be also associated as a registered representative with Niagara International Capital Limited, a registered FINRA-member broker dealer, which receives compensation for securities transactions, including the sale of securities and other investment products, such as mutual funds and limited partnerships. In their capacity as registered representatives of a broker dealer, investment advisor representatives of CCP licensed in securities may receive asset-based sales charges or service fees from the sale of mutual funds and other commissions.

The receipt of commissions by registered representatives of Niagara's broker-dealer unit presents a conflict of interest that may give advisory persons of CCP the incentive to recommend products and services where a commission is earned. CCP addresses this conflict in two ways. First, CCP will always disclose all compensation to clients. Second, CCP will not charge an asset-based fee on the same investment assets when commissions are also received.

### Item 6 – Performance Based Fees and Side-by-Side Management

CCP does not charge performance-based fees for its investment advisory services. The fees charged by CCP are as described in "Item 5 – Fees and Compensation" above and are not based upon the capital appreciation of the funds or securities held by any Client.

CCP does not manage any proprietary investment funds or limited partnerships (for example, a mutual fund or a hedge fund) and has no financial incentive to recommend any particular investment options to its Clients.

### Item 7 – Types of Clients

CCP offers investment advisory services primarily to individuals, high net worth individuals, trusts, estates, companies and pension/profit sharing plans in California, Washington, and other states. The relative percentage of each type of Client is available on CCP's Form ADV Part 1. These percentages will change over time.

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

#### A) Methods of Analysis

CCP primarily employs fundamental analysis methods in developing investment strategies for its Clients. Research and analysis from CCP is derived from numerous sources, including financial media companies, third-party research materials, Internet sources, and review of company activities, including annual reports, prospectuses, press releases and research prepared by others.

As noted above, CCP generally employs a long-term investment strategy for its Clients, as consistent with their financial goals. CCP will typically hold all or a portion of a security for more than a year, but may hold for shorter periods for the purpose of rebalancing a portfolio or meeting the cash needs of Clients. At times, CCP may also buy and sell positions that are more short-term in nature, depending on the goals of the Client and/or the fundamentals of the security, sector or asset class.



### Risk of Loss

Investing in securities involves certain investment risks. Securities may fluctuate in value or lose value. Clients should be prepared to bear the potential risk of loss. CCP will assist Clients in determining an appropriate strategy based on their tolerance for risk and other factors noted above. However, there is no guarantee that a Client will meet their investment goals.

*Fundamental analysis* utilizes economic and business indicators as investment selection criteria. These criteria are generally ratios and trends that may indicate the overall strength and financial viability of the entity being analyzed. Assets are deemed suitable if they meet certain criteria to indicate that they are a strong investment with a value discounted by the market. While this type of analysis helps the Advisor in evaluating a potential investment, it does not guarantee that the investment will increase in value. Assets meeting the investment criteria utilized in the fundamental analysis may lose value and may have negative investment performance. The Advisor monitors these economic indicators to determine if adjustments to strategic allocations are appropriate.

*Technical analysis* involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends, which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that the Advisor will be able to accurately predict such a reoccurrence.

When pursuing a long-term purchases strategy, CCP assuming the financial markets will go up in the long-term, which may not be the case. There is also the risk that the segment of the market or a particular investment that a Client is invested will go down over time even if the overall financial markets advance. In addition, purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

Each Client engagement will entail a review of the Client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a Client's account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a Client's account. The Advisor shall rely on the financial and other information provided by the Client or their designees without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the Client to inform the Advisor of any changes in financial condition, goals or other factors that may affect this analysis.

The risks associated with a particular strategy are provided to each Client in advance of investing Client accounts. The Advisor will work with each Client to determine their tolerance for risk as part of the portfolio construction process.

### *Margin Borrowings*

*The use of short-term margin borrowings may result in certain additional risks to a Client. For example, if securities pledged to brokers to secure a Client's margin accounts decline in value, the Client could be subject to a "margin call", pursuant to which it must either deposit additional*

*funds with the broker or be the subject of mandatory liquidation of the pledged securities to compensate for the decline in value.*

### *General Investing Risks*

In addition, CCP investment strategies may also include the following risks:

- *Manager Risk*: the risk that an actively managed mutual fund's investment advisor will fail to execute the fund's stated investment strategy.
- *Market Risk*: the risk that the financial markets will decline, decreasing the value of the securities contained within a Client's investments.
- *Industry Risk*: the risk that a group of stocks in a single industry will decline in price due to adverse developments in that industry.
- *Inflation Risk*: the risk that the rate of price increases in the economy deteriorates the returns associated an investment.
- *Financial Risk*: the risk that the investments we recommend to Clients may perform poorly, which will affect the value of a Client's investment(s).
- *Political and Governmental Risk*: the risk that the value of a Client's investment(s) may change with the introduction of new laws or regulations.
- *Interest Rate Risk*: the risk that the value of the bond investments will fall, if interest rates rise.
- *Call Risk*: the risk that your bond investment will be called or purchased back when conditions are favorable to the bond issuer and unfavorable to Clients.
- *Default Risk*: the risk that the bond issuer may be unable to pay the contractual interest or principal on a bond in a timely manner or at all.

**Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear. Clients are reminded to discuss these risks with the Advisor. Clients are reminded to also refer to any applicable third party's ADV, Prospectus and/or associated disclosure documents for details on their investment strategies, methods of analysis and associated risks.**

**For more information on our investment management services, please contact us at (800) 805-7526 or via email at [info@claritycapitalllc.com](mailto:info@claritycapitalllc.com).**

### Item 9 – Disciplinary Information

**There are no legal, regulatory or disciplinary events involving CCP.** CCP and its advisory personnel value the trust you place in us. As we advise all Clients, we encourage you to perform the requisite due diligence on any advisor or service provider in which you partner. Our backgrounds are on the Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

As of 3/2016, our Managing Partner, Todd Rustman, has been involved in a customer complaint. He has been working with his legal team to defend himself in the complaint. He has worked with the ex-client, their lawyers, and teams to come to a fair resolution of the claims. He keeps client interests as first priority in all things and avoids any conflicts of interest. More information on Todd Rustman's licensing/complaint info can be found at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 10 – Other Financial Industry Activities and Affiliations Broker-Dealer and Insurance Activities

As mentioned earlier, investment advisor representatives of CCP, if licensed in securities (e.g., Series 7, etc.) may also be registered representatives of Niagara International Capital Limited. In addition, investment advisor representatives may also be licensed as an insurance agent for life, accident and health, variable life and variable annuities.

Neither CCP nor any of its management persons are registered, nor have an application pending to register, as a futures commission merchant (“FCM”), commodity pool operator (“CPO”), a commodity-trading advisor (“CTA”), or an associated person of the foregoing entities.

Investment advisor representatives, duly licensed in securities, may also recommend the purchase of securities offered by CCP’s broker-dealer Niagara International Capital Limited, including products and securities offered by Pershing, LLC (“Pershing”) or Raymond James Financial Services, Inc.

(“Raymond James”). Transactions effected through these entities will receive normal and customary commissions, which may be in addition to investment advisory fees. As such, CCP’s investment advisor representatives may have an incentive to sell you commissionable products in addition to providing you advisory services. Alternatively, CCP’s investment advisor representatives may also have an incentive to forego providing you with advisory services when appropriate, and instead recommend the purchase of commissionable investments, if the payout for recommending the purchase of these investments would be higher than providing management advice on these products for an advisory fee. Therefore, a conflict of interest may exist between the interests of CCP and its investment advisor representatives with the best interests of Clients.

While our security sales are reviewed for suitability by an appointed supervisor, Clients should be aware of these incentives and are encouraged to ask CCP about any potential conflict. Please be aware that Clients are under no obligation to purchase products or services recommended by CCP or its investment advisor representatives.

Todd Rustman, the owner of CCP, is also credentialed in three financial services designations, specifically, as a Chartered Financial Analyst (CFA), Certified Financial Planner (CFP) and Chartered Life Underwriter (CLU). Each of these designations are explained below:

### CFA (Chartered Financial Analyst)

While most graduate school programs cover a broad range of topics, the CFA Program focuses specifically on investment knowledge, and the self-study format allows you to continue working full time as you progress towards earning the CFA charter.

### *Global Recognition*

With a six-decade history of maintaining a rigorous focus on globally relevant investment knowledge, the CFA Program is the most widely known and respected investment credential in the world.

### *Career Advantage*

Employers recognize the CFA charter as the definitive standard by which to measure the competence, integrity, and dedication of serious investment professionals.

### *Practical Skills*

The CFA Program curriculum focuses on the practical knowledge and current real-world skills necessary in the global investment management profession. These skills are immediately useful on the job.

### CFP® (Certified Financial Planner)

CFP® professionals are dedicated to using the financial planning process to serve the financial needs of individuals, families and businesses. Most CFP professionals have earned a four-year college degree in a finance-related field, and have completed a course of study in financial planning approved by CFP Board. To earn the prestigious CFP® certification and remain certified as a CFP professional, individuals must meet four main requirements.

### Certification Requirements

#### *Examination*

CERTIFIED FINANCIAL PLANNER™ Professionals must successfully complete CFP Board's comprehensive certification examination, which tests an individual's knowledge on various key aspects of financial planning.

#### *Experience*

CERTIFIED FINANCIAL PLANNER Professionals must acquire three years of financial planning-related experience before receiving the right to use the CFP certification marks.

#### *Ethics*

CERTIFIED FINANCIAL PLANNER Professionals must voluntarily ascribe to CFP Board's Code of Ethics and additional requirements as mandated. CFP practitioners who violate the code can be disciplined, including permanent loss of the right to use the CFP certification marks.

#### *Education*

CERTIFIED FINANCIAL PLANNER Professionals must complete 30 hours of continuing education every two years to stay current in financial planning knowledge, including ethics. Compliance with these four areas informs you that an individual who holds the CFP certification mark is well prepared and qualified to give sound, professional advice.

*CFP®, CERTIFIED FINANCIAL PLANNER™ and federally registered CFP (with flame logo) are certification marks owned by Certified Financial Planner Board of Standards. These marks are awarded to individuals who successfully complete CFP Board's initial and ongoing certification requirements.*

### Chartered Life Underwriter (CLU)

#### *What Does Chartered Life Underwriter - CLU Mean?*

A professional designation for individuals who wish to specialize in life insurance and estate planning. Individuals must complete five core courses and three elective courses, and successfully pass all eight two-hour, 100-question examinations in order to receive the designation.

Financial planners with a CFP designation will often earn the CLU designation title to demonstrate their expertise in the areas of life insurance and estate planning to existing and potential clients. Having additional knowledge in these areas gives financial planners a competitive edge over other planners with fewer credentials.

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

CCP has implemented a Code of Ethics that defines our fiduciary commitment to each Client. This Code of Ethics applies to all persons associated with CCP. The Code of Ethics was developed to provide general ethical guidelines and specific instructions regarding our duties to you, our Client. CCP and its personnel owe a duty of loyalty, fairness and good faith towards each Client. It is the obligation of CCP associates to adhere not only to the specific provisions of the Code, but also to the general principles that guide the Code. The Code of Ethics covers a range of topics that may include; general ethical principles, reporting personal securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code of Ethics, review and enforcement processes, amendments to Form ADV and supervisory procedures. CCP has written its Code of Ethics to meet and exceed regulatory standards. To request a copy of our Code of Ethics, please contact us via email at [trustman@claritycapitalllc.com](mailto:trustman@claritycapitalllc.com).

### Personal Trading with Material Interest

CCP allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. CCP does not act as principal in any transactions. In addition, the Advisor does not act as the general partner of a fund, or advise an investment company. Unless a client is informed otherwise, CCP does not have a material interest in any securities traded in Client accounts.

### Personal Trading in Same Securities as Clients

CCP allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. We have also adopted written policies and procedures to detect the misuse of material, non-public information. We may have an interest or position in certain securities, which may also be recommended to you.

In addition the Code of Ethics governs Gifts and Entertainment given by and provided to the Advisor, outside employment activities of employees, Employee reporting, sanctions for violations of the Code of Ethics, and records retention requirements for various aspects of the Code of Ethics.

### Personal Trading at Same Time as Client

While CCP allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients, these trades do not occur at the same time. For publically traded securities, CCP will place trades only after Client orders have been placed

and filled. **At no time, will CCP or any associated person of CCP, transact in any security to the detriment of any Client.**

## Item 12- Brokerage Practices

### *Recommendation of Custodian(s)*

CCP does not have discretionary authority to select the broker-dealer/custodian for custodial and execution services or the administrator for defined contribution accounts. The Client will select the broker-dealer or custodian (herein the "custodian") to safeguard Client assets and authorize CCP to direct trades to this custodian as agreed in the Investment Advisory Agreement. Further, CCP does not have the discretionary authority to negotiate commissions on behalf of our Clients on a trade-by-trade basis.

Where CCP does not exercise discretion over the selection of the custodian, it may recommend the custodian[s] to Clients for execution and/or custodial services. Clients are not obligated to use the recommended custodian and will not incur any extra fee or cost associated with using a broker not recommended by CCP. CCP may recommend a custodian based on criteria such as, but not limited to, reasonableness of commissions charged to the Client, services made available to the Client, and location of the custodian's offices. CCP does not receive research services, other products, or compensation as a result of recommending a particular broker that may result in the Client paying higher commissions than those obtainable through other brokers.

CCP will typically recommend Raymond James as the custodian and broker-dealer for Client accounts. CCP through its broker dealer Niagara International Capital Limited maintains institutional relationships with these unaffiliated firms.

Following are additional details regarding the brokerage practices of the Advisor:

- 1. *Soft Dollars*** - Soft dollars are revenue programs offered by broker-dealers whereby an advisor enters into an agreement to place security trades with the broker in exchange for research and other services. **CCP does not participate in soft dollar programs sponsored or offered by any broker-dealer.**
- 2. *Brokerage Referrals*** – CCP does not receive any compensation from any third party in connection with the recommendation for establishing a brokerage account.
- 3. *Directed Brokerage*** - All Clients are serviced on a “directed brokerage basis”, where CCP will place trades within the established account[s] at the custodian designated by the Client. Further, all Client accounts are traded within their respective brokerage account[s]. The Advisor will not engage in any principal transactions (i.e., trade of any security from or to the Advisor's own account) or cross transactions with other Client accounts (i.e., purchase of a security into one Client account from another Client's account[s]). In selecting the custodian, CCP will not be obligated to select competitive bids on securities transactions and does not have an obligation to seek the lowest available transaction costs. These costs are determined by the designated custodian. Directing brokerage may result in higher transaction costs to the Client.

### **B) Aggregating and Allocating Trades**

The primary objective in placing orders for the purchase and sale of securities for Client accounts is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker. CCP will execute its transactions through an unaffiliated broker-dealer selected by the Client.

CCP may aggregate orders in a block trade or trades when securities are purchased or sold through the same broker-dealer for multiple (discretionary) accounts. If a block trade cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated in a manner that is consistent with the initial pre-allocation or other written statement. This must be done in a way that does not consistently advantage or disadvantage particular Client accounts.

## Item 13 – Review of Accounts

### *Frequency of Reviews*

Accounts are monitored on a regular basis by Brittany Slater-Gautreau, Chief Compliance Officer of CCP. Formal reviews are generally conducted at least annually or more or less frequently depending on the needs of the Client.

### *Causes for Reviews*

In addition to the general investment monitoring noted in Item 13.A., each Client account shall be reviewed at least annually. Reviews may be conducted more or less frequently at the Client's request. Accounts may be reviewed as a result of major changes in economic conditions, known changes in the Client's financial situation, and/or large deposits or withdrawals in the Client's account. The Client is encouraged to notify CCP if changes occur in his/her personal financial situation that might adversely affect his/her investment plan. Additional reviews may be triggered by material market, economic or political events.

### *Review Reports*

The Client will receive brokerage statements no less than quarterly from the trustee or custodian. These brokerage statements are sent directly from the custodian to the Client. The Client may also establish electronic access to the custodian's website so that the Client may view these reports and their account activity. Client brokerage statements will include all positions, transactions and fees relating to the Client's account[s]. The Advisor may also provide Clients with periodic reports regarding their holdings, allocations, and performance.

## Item 14- Client Referrals and Other Compensation

### *Compensation Received by CCP*

CCP is a fee-only advisory firm, who, in all circumstances, is compensated solely by the Client. Other than in its role as a broker-dealer registered representatives, CCP nor its investment advisor representatives do not receive commissions or other compensation from product sponsors, broker dealers or any un-related third party, if any. CCP may refer Clients to various third parties to provide certain financial services necessary to meet the goals of its Clients. Likewise, CCP may receive referrals of new Clients from a third-party.

### *Client Referrals from Solicitors*

CCP may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order

to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

#### Item 15 – Custody

CCP does not accept or maintain custody of any Client accounts. All Clients must place their assets with a qualified custodian. Clients are required to select their own custodian to retain their funds and securities and direct CCP to utilize that custodian for the Client's security transactions. CCP encourages Clients to review statements provided by account custodian against reports received by the Advisor. For more information about custodians and brokerage practices, see Item 12 - Brokerage Practices.

#### Item 16 - Investment Discretion

CCP may manage your accounts on a discretionary basis upon obtaining your consent. Your consent is typically granted and evidenced in the advisory agreement that you sign with CCP. Discretion is defined as: the ability to trade your account, without obtaining your prior consent, the securities and amount of securities to be bought or sold, and the timing of the purchase or sale. It does not extend to the withdrawal or transfer of your account funds.

#### Item 17 – Voting Client Securities

CCP does not accept proxy-voting responsibility for any Client. Clients will receive proxy statements directly from the Custodian, and if received by the Advisor, CCP will forward any proxy materials to you. The Advisor will assist in answering questions relating to proxies, however, the Client retains the sole responsibility for proxy decisions and voting.

#### Item 18 – Financial Information

Neither CCP, nor its management, has any adverse financial situations that would reasonably impair the ability of CCP to meet all obligations to its Clients. Neither CCP, nor any of its advisory persons, has been subject to a bankruptcy or financial compromise. CCP is not required to deliver a balance sheet along with this Disclosure Brochure as the firm does not collect advance fees for services to be performed six months or more in advance.

#### Item 19 – Requirements for State-Registered Advisers

This is not applicable as CCP is a SEC registered investment adviser.



## Privacy Policy

### **Our Commitment to You**

GR Capital Management (“CCP”) is committed to safeguarding the use of your personal information that we have as your Investment Advisor. CCP (also referred to as "we", "our" and "us" throughout this notice) protects the security and confidentiality of the personal information we have and implements controls to ensure that such information is used for proper business purposes in connection with the management or servicing of our relationship with you. Our relationship with you is our most important asset. We understand that you have entrusted us with your private information, and we do everything we can to maintain that trust.

CCP does not sell your non-public personal information to anyone. Nor do we provide such information to others except for discrete and proper business purposes in connection with the servicing and management of our relationship with you as discussed below. However, as a joint broker-dealer and investment adviser, CCP does share personal information obtained in its advisory business with you with other employees of CCP engaged in its broker-dealer business, and vice versa, in order to provide seamless and comprehensive services to both advisory and brokerage clients.

Details of our approach to privacy and how your personal non-public information is collected and used are set forth in this Privacy Policy.

#### **Why you need to know?**

Registered Investment Advisors (“RIAs”) share some of your personal information. Federal and State laws give you the right to limit some of this sharing. Federal and State laws require RIAs to disclose how we collect, share, and protect your personal information.

#### **What information do we collect from you?**

Social security or taxpayer identification number	Assets and liabilities
Name, address and phone number(s)	Income and expenses
E-mail address(es)	Investment activity
Account information (including other institutions)	Investment experience and goals

#### **What sources do we collect information from in addition to you?**

Custody, brokerage and advisory agreements	Account applications and forms
Other advisory agreements and legal documents	Investment questionnaires and suitability documents
Transactional information with us or others	Other information needed to service account

## How we share your information?

RIAs do need to share personal information regarding its clients to effectively implement the RIA's services. In the section below, we list some reasons we may share your personal information.

Basis for sharing	Sharing	Limitations
<b>Servicing our Clients</b> We may share non-public personal information with non-affiliated third parties (such as brokers, custodians, regulators, credit agencies, other financial institutions) as necessary for us to provide agreed services to you consistent with applicable law, including but not limited to: <ul style="list-style-type: none"><li>• Processing transactions;</li><li>• General account maintenance;</li><li>• Responding to regulators or legal investigations; and</li><li>• Credit reporting, etc.</li></ul>	CCP may share this information.	Clients cannot limit the Advisors ability to share.
<b>Administrators</b> We may disclose your non-public personal information to companies we hire to help administrate our business. Companies we hire to provide services of this kind are not allowed to use your personal information for their own purposes and are contractually obligated to maintain strict confidentiality. We limit their use of your personal information to the performance of the specific service we have requested.	CCP may share this information.	Clients cannot limit the Advisors ability to share.
<b>Marketing Purposes</b> CCP does not disclose, and does not intend to disclose, personal information with non-affiliated third parties to offer you services. Certain laws may give us the right to share your personal information with financial institutions where you are a customer and where CCP or the client has a formal agreement with the financial institution. <b>We will only share information for purposes of servicing your accounts, not for marketing purposes.</b>	CCP does not share personal information.	Clients cannot limit the Advisors ability to share.
<b>Authorized Users</b> In addition, your non-public personal information may also be disclosed to you and persons we believe to be your authorized agent or representative.	CCP does share personal information.	Clients can limit the Advisors ability to share.

<b>Information About Former Clients</b> CCP does not disclose, and does not intend to disclose, non-public personal information to non-affiliated third parties with respect to persons who are no longer our clients.	CCP does not share personal information regarding former clients	Clients can limit the Advisors ability to share.
---	--	--

<b>How do we protect your information?</b>
To safeguard your personal information from unauthorized access and use, we maintain physical, procedural and electronic safeguards. These include computer safeguards such as passwords, secured files and buildings.
Our employees are advised about CCP's need to respect the confidentiality of each client's non-public personal information. We train our employees on their responsibilities.
We require third parties that assist in providing our services to you to protect the personal information they receive. This includes contractual language in our third party agreements.

<b>Changes to our Privacy Policy.</b>
We will send you notice of our Privacy Policy annually for as long as you maintain an ongoing relationship with us.
Periodically we may revise our Privacy Policy, and will provide you with a revised policy if the changes materially alter the previous Privacy Policy. We will not, however, revise our Privacy Policy to permit the sharing of non-public personal information other than as described in this notice unless we first notify you and provide you with an opportunity to prevent the information sharing.

<b>Questions:</b> You may ask questions or voice any concerns, as well as obtain a copy of our current Privacy Policy by contacting us at (800) 805-7526 or via email at <a href="mailto:trustman@claritycapitalllc.com">trustman@claritycapitalllc.com</a> .
---