SHELTON CAPITAL MANAGEMENT

Form ADV Part 2: Firm Brochure

Contents

Item 1: Cover Page	1
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	9
Item 9: Disciplinary Information	18
Item 10: Other Financial Industry Activities and Affiliations	18
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	19
Item 12: Brokerage Practices	19
Item 13: Review of Accounts	22
Item 14: Client Referrals and Other Compensation	22
Item 15: Custody	23
Item 16: Investment Discretion	23
Item 17: Voting Client Securities	24
Item 18: Financial Information	24
Supplemental Information	26-32

Shelton Capital Management

1875 Lawrence Street, Suite 300
Denver, Colorado 80202
Telephone: 800-955-9988 | Fax: 303-534-5627
Email: info@sheltoncap.com
Website: www.sheltoncap.com

Form ADV Part 2:
Firm Disclosure Separately Managed Accounts

May 10, 2021

This brochure provides information about the qualifications and business practices of CCM Partners LP, d/b/a Shelton Capital Management ("Shelton Capital Management" or the "Advisor"). If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer at 800-955-9988. The information in this brochure has not been approved or verified by the United States Securities Exchange Commission (SEC) or any state securities authority.

Additional information about Shelton Capital Management can be found on the SEC's website at www.adviserinfo.sec.gov using the unique CRD search number 104720. You may request a copy of this brochure by contacting us at the 800 number or email address noted above.

Please keep in mind that nothing in this brochure is to be construed as an offer of securities and, where appropriate, you should refer to applicable product disclosure documents. Registration with the SEC does not imply a certain level of skill or training.

Item 2: Material Changes

This Brochure dated May 10, 2021 contains no material changes from the previous Brochure dated March 29, 2021. We have however added updated information regarding our 3(38) Advisory services offered to retirement plans and their sponsors.

Item 3: Table of Contents

Item 1: Cover Page	1
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	9
Item 9: Disciplinary Information	18
Item 10: Other Financial Industry Activities and Affiliations	18
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	19
Item 12: Brokerage Practices	19
Item 13: Review of Accounts	22
Item 14: Client Referrals and Other Compensation	22
Item 15: Custody	23
Item 16: Investment Discretion	23
Item 17: Voting Client Securities	24
Item 18: Financial Information	24
Supplement	26-32

Item 4: Advisory Business

Shelton Capital Management is an SEC-registered investment advisor organized as a limited partnership on August 1, 1985 under the laws of the State of California with its principal place of business located in Denver, Colorado. Shelton Capital Management is controlled by a privately held partnership, RFS Partners, LP which is controlled by RFS, Inc. (an S-Corporation). RFS, Inc. is controlled by a family trust. Mr. Stephen C. Rogers is the Chief Executive Officer of Shelton Capital Management and serves as a co-trustee of the family trust.

Shelton Capital Management provides investment management services to mutual funds, institutions, individuals, retirement plans and their sponsors, and other entities.

In particular, we provide investment management services through Separately Managed Account strategies ("SMAs"). These strategies may be managed on a discretionary and non-discretionary basis for the following types of clients:

- Institutional clients (including pension and profit sharing plans, trusts, estates, charitable organizations, business entities) and individual clients (collectively, "Direct Clients");
- Sub-Advisory services where we provide the advisory services to the investment advisor for a portion of their advisory client's account ("Sub-Advisory Clients");
- Clients in sponsored wrap programs or wrap fee programs ("Wrap Clients"); and
- Sponsors of UMA Programs where we provide the advisory services to the sponsors rather than to the underlying UMA clients.

We work with each Direct Client to establish an appropriate investment profile. For Wrap Clients, financial advisors working for the Wrap Sponsor, as defined in the following, guide the clients to select the appropriate investment strategy we offer. For Sub-Advisory clients, financial advisors working directly with the client choose from our offered strategies. Clients may choose from international equity, fixed income, tactical credit and options-related strategies. Direct Clients and Sub-Advisory Clients may impose reasonable restrictions on our management of their accounts. Wrap Clients may only impose a limited range of restrictions on our management of their accounts.

Before establishing a Direct Client relationship, we will enter into a written advisory contract, supplemented in certain cases other documentation, with a client to understand their particular needs and investment goals and to establish guidelines appropriate to the client's account.

Shelton Capital cannot guarantee or assure a client

- that investment goals and objectives will be achieved,
- of the future performance of an account or any specific level of performance;
- of the success of any investment decision or strategy we may use; or
- of the overall success of our management of a client's account.

The investment decisions we make are subject to various market, currency, economic, political and business risks and the risk that investment decisions will not always be profitable. Please see Item 8: Methods of Analysis, Investment strategies and Risk of Loss for more information about our strategies and related investment risks, which clients should review carefully before deciding to engage us.

ERISA Accounts

Shelton Capital Management may be deemed to be a fiduciary to clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, Shelton Capital Management is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation.

3(38) Advisory Services

We provide investment advisory services to ERISA and non-ERISA retirement plans and accounts, and their sponsors, including discretionary investment management 3(38) solutions.

Mutual Funds

Shelton Capital Management provides investment management services to various series open end mutual funds of SCM Trust and Shelton Funds. These mutual funds are described in the prospectuses of the funds which are available on our website (sheltoncap.com), or in the case of certain funds sub-advised by ICON Advisers, Inc., on the ICON Advisers website (iconadvisers.com).

Assets Under Management

As of March 24, 2021, we had $3,542,065,930 of assets under management.

Participation in Sub-Advised Option Strategies

We serve as a sub-advisor to investment advisory firms' clientele for various strategies. The investment advisory firms typically provide some or all of the following:

- recommend us to their advisory clients for the management of a portion of their account;
- obtain required suitability information and client's investor profile;
- provide quarterly performance reporting to their clients;
- monitor our performance; and
- determine the custodian.

Participation in Wrap Programs

We serve as the advisor for wrap fee program accounts ("Wrap Programs") sponsored by brokerage firms and/ or their affiliates ("Wrap Sponsors"). Under these Wrap Programs, the Wrap Sponsors typically perform some or all of the following services:

- recommend us to their Wrap Clients;
- execute the clients' portfolio transactions without charging a transaction-based fee;
- monitor our performance; and
- act as custodian.

Wrap Sponsors charge a single fee for performing some or all of these services and pay a portion of that fee to us for investment management services. As negotiated between a Wrap Client and a Wrap Sponsor, our investment management fee may differ from the fee schedules charged for Direct Clients as shown under Item 5: Fees and Compensation.

Wrap Program accounts typically grant us full investment discretion, depending on the individual needs of the client, as communicated to us by the Wrap Sponsor. However, we generally do not have the discretion to select broker- dealers to execute portfolio transactions for Wrap Clients, as discussed in Item 12: Brokerage Practices. Wrap Clients generally have the ability to establish special limitations on the investments in their portfolios, although Wrap Clients must notify their Wrap Sponsor, who will then notify us, of any changes to the Wrap Client's financial condition, investment objectives, risk tolerance, and restrictions. For more information about Wrap Programs, including information about fees and other terms and conditions of investment, please see the Wrap Sponsor's applicable program brochure.

Participation in UMA Programs

We participate in Unified Managed Account (UMA) programs which may be sponsored by broker-dealers and unaffiliated investment advisory firms, among others. We provide our investment model to the UMA sponsors, but we do not execute transactions for the UMA clients since the UMA sponsors implement the investment model by executing transactions in the UMA accounts at their discretion. We are responsible for communicating any changes to the investment model to the UMA sponsor on a timely basis. Please see Item 12: Brokerage Practices for a discussion of how we communicate changes to the investment model to UMA sponsors.

UMA clients are generally not considered to be clients of Shelton Capital, but rather clients of the UMA sponsor.

Item 5: Fees and Compensation

The management fee paid to Shelton Capital Management for separately managed accounts is determined based on each client's individual needs and applicable portfolio restrictions and the distribution channel through which the account is established. The annual management fee is charged as a percentage of assets under management (discretionary and non-discretionary accounts) or a minimum fee arrangement and may be negotiable in the sole and absolute discretion of Shelton Capital Management.

The following provides important information concerning the payment of the management fee and its calculation.

Prepayment of Fees

Management fees are normally paid quarterly in advance generally within fifteen (15) business days of the end of the calendar quarter. The fees are deducted from your account by the custodian.

Refund of Pre-Paid Fees

In the event an account closes prior to the end of a billing period, the pre-paid management fees will be pro-rated from the date of closing and credited back to the client.

Basis of Fee Calculation

Management fees are based on net market value of an account as of the close of business on the last day of the calendar quarter.

New Account Establishment During a Quarter

Management fees are calculated based on the value of the assets and prorated for the number of days remaining in the quarter.

Withdrawal of Assets

Assets can be withdrawn generally upon five (5) business days written notice to the Advisor subject to the usual and customary securities settlement procedures.

Withdrawals or Deposits equal to or greater than $20,000 (cash and/or securities)

The management fee for the balance of the billing period will be pro-rated as of the date of the transaction to reflect the withdrawal or deposit and generally will be credited or due at quarter-end following the date of the withdrawal or deposit.

Withdrawals or Deposits less than $20,000 (cash and/or securities)

No fee adjustment will be made during the billing period of the transaction.

Fees received from SMA Strategies

The following management fee schedules are based on which distribution channel establishes the SMA account using Shelton Capital Management's investment management services.

		Advisor (BD, RIA)	Solicitor	Retail Direct
Covered ETF Portfolio Strategies	Minimum Investment	$100,000	$100,000	
	Fees	75 bps — $100K - $250K 60 bps — Every dollar greater than $250k $750 annual minimum per account	200 bps — $100K - $250K 150 bps — Every dollar greater than $250k $2,000 annual minimum per account	Not Offered
Option Overlay	Minimum Investment	$100,000	$500,000	
	Fees	60 bps — All dollar amounts $3,000 annual minimum per account	150 bps — All dollar amounts $750 annual minimum per account	Not Offered
Equity Income	Minimum Investment	$250,000	$250,000	
	Fees	60 bps — All dollar amounts $1,500 annual minimum per account	200 bps — $250K - $500K 150 bps — Every dollar greater than $500k $5,000 annual minimum per account	Not Offered
Fixed Income	Minimum Investment	$1,000,000	Not Applicable	$1,000,000
	Fees	30 bps — Less than $2,000,000 25 bps – Next $3,000,000 Negotiable – Over $5,000,000 $3,000 annual minimum per account	Not Applicable	60 bps — Less than $2,000,000 50 bps – Next $3,000,000 Negotiable – Over $5,000,000 $6,000 annual minimum per account
International Select Equity	Minimum Investment	$100,000	Not Applicable	$100,000
	Fees	75 bps — All dollar amounts $750 annual minimum per account	Not Applicable	150 bps — All dollar amounts $1,500 annual minimum per account

The above table reflects Shelton Capital Management's minimum requirements for assets under management for each SMA strategy. Shelton Capital Management may waive any minimum in its sole discretion. If the account size falls below the minimum requirement due to market fluctuations only, a client will not be required to invest additional funds to meet the minimum account size.

Fees Received from Wrap/UMA Sponsors

We are paid between 0.32% and 1.00% for our investment management services, based on scale and volume of the assets under management in the Wrap or UMA program. Generally, our fees are calculated and billed quarterly, in advance, by each Wrap or UMA sponsor, based on the market value of assets under management at the beginning of each quarter. If the client terminates before the end of the prepaid quarter, a refund is paid on a pro-rata basis.

For additional information regarding fees for these Wrap Programs (in addition to the brief description above in Item 4), please consult the applicable Wrap Program brochure prepared by the Wrap Sponsor or UMA sponsor, in the case of a single contract Wrap Program or UMA program.

While it is not Shelton Capital Management's policy to accept new accounts at fees other than those shown above, varying workloads between clients may mean some variability of management fees. Management fees are otherwise negotiable in the sole discretion of Shelton Capital Management. Clients should keep in mind that lower fees for comparable services may be available from other sources. We may amend our fee schedule at any time.

Other Fees and Expenses

Client accounts may also be subject to other expenses such as custodial charges, brokerage fees, commissions, interest expenses, taxes, duties and other governmental charges. Item 12: Brokerage Practices further describes the factors that we consider in selecting or recommending broker-dealers for a client's transactions and determining the reasonableness of their compensation (i.e., commissions).

If we invest a client's portfolio in a third-party investment vehicle, such as a mutual fund or an exchange-traded fund ("ETF"), the client will pay our investment management fee on the portion of the assets invested in the investment vehicle. Additionally, the client will pay the separate layer of management, trading and administrative fees that are charged at the investment vehicle level which are described in the investment vehicle's prospectus or other disclosure documents. Additionally, client assets may be invested in other investments, such as stocks, bonds, and derivatives. In these cases, the client will bear its pro rata share of the expenses and fees for these investments.

Fees received for 3(38) Advisory Services

We are paid asset based fees for these services as set forth in each client's agreement. We do not charge advisory fees in respect of retirement plan assets which are invested affiliated mutual funds.

Item 6: Performance-Based Fees and Side-by-Side Management

Performance-Based Fees

Shelton Capital Management does not charge performance-based fees. In other words, we do not charge fees based on a share of the capital gains or the capital appreciation in your account(s).

Side-by-Side Management

In general, the management of multiple funds and accounts may give rise to potential conflicts of interest if, for example, the accounts have different objectives, benchmarks, time horizons, and fees as the portfolio manager must allocate his or her time and investment ideas across multiple funds and accounts. Because a portfolio manager must allocate his or her time and investment ideas across these multiple funds and accounts, the portfolio manager may be motivated to invest more effort on behalf of those funds and accounts that include a higher fee to the extent it could impact Shelton Capital Management's or the portfolio manager's financial interests.

Shelton Capital Management seeks to manage such competing interest for the time and attention of the portfolio managers by having portfolio managers focus on an investment discipline or disciplines using similar investment strategies in connection with the management of multiple funds and accounts.

Accordingly, portfolio holdings, position sizes and industry and sector exposures tend to be similar across similar accounts, which may minimize the potential for conflicts of interest. To further mitigate these conflicts, Shelton Capital Management maintains an investment culture which seek to provide that investment personnel make decisions based on the best interests of clients, without consideration of Shelton Capital Management's or any portfolio manager's financial interests. There can be no assurance, however, that all conflicts have been addressed in all situations.

Item 7: Types of Clients

Shelton Capital Management provides advisory services to the following types of clients:

- Individuals (to include high net worth individuals)
- Pension and profit sharing plan sponsors
- Pension and profit sharing plan participants
- Trusts, Estates, business entities or charitable organizations
- Nonprofit organizations and other non-governmental organizations
- Mutual funds

Direct Accounts

Direct accounts must execute a written advisory agreement with us before receiving our services.

Sub-Advised Accounts

We may be appointed by other investment management firms to serve as a sub-advisor to one or more accounts managed by such firms. A written sub-advisory agreement must be executed with us before we begin our sub-advisory services. In return for sub-advisory services, an investment management firm pays Shelton Capital Management a sub-advisory fee which generally takes the form of a percentage of the investment management fee received by the investment management

firm. In some cases, Shelton Capital Management may invoice its fees directly to the client's account through for verification and payment by the custodian if it is the preference of the investment management firm and its client, and is permitted by the custodian.

Wrap Programs and UMA Programs

We also provide advice to Wrap Clients through broker- sponsored Wrap programs and advise clients in UMA Programs. In some cases, we provide advice to the sponsor of UMA Programs, rather than the underlying UMA clients. For Wrap Clients, we generally do not accept new accounts with less than $100,000 in assets, although we may make exceptions to accommodate the requirements of certain Wrap Sponsors.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Shelton Capital Management utilizes a variety of methods and strategies to make investment decisions and recommendations. The methods of analysis include fundamental research, charting analysis, cyclical analysis or technical analytical tools and approaches using various information sources. We believe that clients may benefit from a focused, consistent and repeatable approach to investment management across all strategies. Our philosophy is simple but effective: build high conviction portfolios from our best ideas and make investment decisions based on a long-term horizon which support the goals of each client.

These methods, strategies and investments involve the potential risk of loss to clients and clients must be prepared to bear the loss of their entire contribution/investment.

Our methods of analysis vary by investment strategy and are described below, along with particular associated risks of such strategies. Risks applicable to all strategies also are described further below.

Fixed Income Strategies

The fixed income investment strategies focus on maximizing income and the providing of competitive returns given the client's specified market (e.g., U.S. Treasuries, municipal bonds, corporate bonds and mortgage backed securities) and stated risk tolerance. Fixed income portfolios are actively managed to select securities that Shelton Capital Management believes will provide the best balance between risk and return specific to each client. Individual securities are evaluated based on the credit risk, interest rate risk, duration risk, etc. of the specific security as well as their contribution to the risk/return profile of the portfolio. The portfolio management team may focus on integrating bond investing with sustainable, green investment principles when consistent with client objectives.

For clients seeking to maximize income exempt from federal taxes, an actively managed separate account of municipal securities issued by state and local governments can be created based on the specific risk and return of a client.

Such municipal securities accounts can also consist of bonds that finance projects considered to be environmentally sustainable and/or focused on environmental solutions.

Shelton Capital Management may, under certain market conditions, seek to protect or hedge a client's portfolio against a decline in the value of its fixed income investments by holding cash or cash equivalents. Shelton Capital Management actively manages the fixed income SMA portfolios and may initiate transactions for defensive purposes or otherwise, as deemed necessary.

Tactical Credit Strategy

We provide tactical credit investment strategies to various clients SMA arrangements.

We actively manage fixed income credit/arbitrage total return strategies within a "long/ short" credit context with a particular focus and expertise in the high grade and high yield municipal bonds and high grade and high yield corporate bond markets.

The investment team uses a combined "top down/ bottom up" approach to making investment decisions. We believe any sound fixed income investment process must begin with a view of the overall macroeconomic environment, including Federal Reserve policy, interest rate and spread forecast, and business cycle. We then focus on how best to take advantage of that view within our core investing sectors; we do not run an "index fund," and maintain our investing focus within about ten core investing sectors. In turn, we closely follow about 120 credits at any given time that may be the source of a long or short view on credit.

We seek to generate over time above market total investment returns from both positive net investment income and correct assessments on credit capable of generating capital appreciation from both positions held "long" as well as "short". Our typical investment horizon is three to twelve months or longer.

Our level of macro research and analysis is broad and when needed, deep. Our macro trend analysis focuses on general economic conditions in the U.S. and globally, where economies (and specific investing sectors) are in the business and economic cycle, and what trends and current conditions are being priced into the fixed income markets at any given time. In addition, we analyze and predict central bank actions and policies and how they will likely affect the market.

Risks Associated with Fixed Income and Tactical Credit Strategies

In the fixed income strategy, we are limited to current market offerings, which may, at times, lead to significant delays in fully investing a portfolio. This is especially true when a client has very explicit criteria which is contrary to current market offering availability.

Interest Rate Risk: Debt securities that pay interest based on a fixed rate are subject to the risk that they will decline in value if interest rates rise. Interest rate changes may occur suddenly and unexpectedly, and may be caused by a wide variety of factors including central bank monetary policy, inflation rates, and general economic conditions. A strategy may lose money as a result of such movements. The longer the remaining maturity of a debt security, the more its value is likely to be affected by changes in interest rates. Debt securities with longer durations tend to be more sensitive to changes in interest rates, usually making them more volatile than securities with shorter durations. The values of equity and other non-debt securities may also decline due to fluctuations in interest rates. A strategy may choose not to or be unable to hedge itself fully against changes in interest rates. If a strategy uses derivatives to hedge against changes in interest rates, those hedges may not work as intended and may decrease in value if interest rates move differently than anticipated. Interest rates are currently at or near historic lows in many developed countries, including the United States, which increases the risk that interest rates will rise. In the United States, the Federal Reserve Board has already begun, and may continue, to raise interest rates. Non-fixed rate instruments (i.e., variable and floating rate securities) generally are less sensitive to interest rate changes but may decline in value if their interest rates do not rise as much or as quickly as interest rates in general. Conversely, non- fixed-rate instruments will not generally increase in value if interest rates decline. If a strategy holds variable or floating rate securities, a decrease in market interest rates may adversely affect the income received from such securities.

Income Risk: The income you earn from a strategy may decline due to declining interest rates. This is because, in a falling interest rate environment, a strategy generally will have to invest the proceeds from sales of from maturing portfolio securities (or portfolio securities that have been called, see "Call Risk" below), into lower-yielding securities.

Call Risk: Issuers of callable bonds are permitted to redeem them before their full maturities. Buying a callable bond exposes a strategy to economic risks similar to selling call options. Issuers may call outstanding securities before their maturity for a number of reasons, including decreases in prevailing interest rates or improvements to the issuer's credit profile. If an issuer calls a security in which a strategy is invested, that strategy could lose potential price appreciation and be forced to reinvest the proceeds in securities that bear a lower interest rate or more credit risk.

Credit Risk: The value of a debt security may decline if the market believes it is less likely that the issuer will make all payments of interest and principal as required. This could occur because of actual or perceived deterioration in the issuer's or a guarantor's financial condition, or in the case of asset-backed securities, the likelihood that the loans backing a security will be repaid in full. A strategy could lose money if the issuer or guarantor of a debt security becomes bankrupt or subject to a special resolution regime, or is otherwise unable or unwilling to make timely interest and/or principal payments, or honor its obligations. Securities are subject to varying degrees of credit risk, which may be reflected by their ratings; however, such ratings may overestimate or underestimate the likelihood of default and may not accurately reflect the true credit risk of a security. The credit risk associated with corporate debt securities may change as the result of an event such as a large dividend payment, leveraged buyout, debt restructuring, merger, or recapitalization; such events are unpredictable and may benefit shareholders or new creditors at the expense of existing debt holders. Credit risk is likely to increase during periods of economic uncertainty or downturns. Credit risk associated with non-U.S. dollar denominated securities may increase if the value of an issuer's home currency declines relative to the U.S. dollar. If a debt security owned by a strategy ceases to be rated or is downgraded below a permitted threshold, the strategy may (but is not required to) sell the security.

Option Strategies

Equity Strategies

Investment strategies for equity accounts with option strategies may write covered options on securities in order to seek cash flow that may be disbursed to clients or reinvested in client accounts.

Shelton Capital Management may provide option advisory services on a client's stock or ETF portfolio. Depending on the account, Shelton Capital Management, the client or another investment advisor has responsibility for the selection and purchase of all or a portion of the stocks in a client's portfolio. We enter into covered call options on the stock. The call options are considered "covered" because the account owns the stock against which the options are written. As a result, the number of covered call options that can be written against any particular stock is limited by the number of shares of that stock the client holds.

If a client's goal is to maximize option premiums generated, we generally write as many covered call options as it can on the stocks the client owns. We also write options having duration characteristics and exercise prices that we believe may provide the client with the best expected outcome consistent with the client's overall objective. For some clients, the goal might be capital appreciation from the equities purchased in combination with cash flow from option premiums. In this case, we would write fewer covered call options on a portion of the portfolio, setting aside the remaining stocks on which options would not initially be written. The amount of covered call options written on the stocks held by a client is determined by Shelton Capital Management, in its sole discretion, based on the written client goals, investment opportunities presented by the overall financial position of each common stock within the stock market, market volatility, implied volatility and any other market factors which may give rise to advantageous conditions for the writing of covered call options.

We may, under certain market conditions, seek to protect or "hedge" a client's portfolio against a decline in the value of the portfolio's stocks by purchasing put options. The purchase of a put option provides the right to sell or "put" a fixed number of shares of stock at a fixed price within a given time frame in exchange for the payment of a premium. The values of put options generally increase for the purchaser as stock prices decrease. The purchase of puts creates an additional expense, and may adversely affect the client's return.

Shelton Capital Management may initiate transactions for defensive or other purposes, as we deem necessary.

We may, upon a client's request, sell/write secured put options as a means to acquire underlying stocks at a price at or below the market price at the time the option was written. The put options written for a client's account are considered "secured' because the client's account has sufficient cash or margin designated to cover the obligation to "purchase" the amount of the underlying stock at the put's strike price. If the value of the underlying stock declines below the strike price of the put and the put is assigned, the client would be obligated to purchase the stock at a price in excess of its then current market value.

In a case where the client has not authorized the use of margin, if the client's withdrawals leave less than the amount necessary to cover the purchase of stock subject to the put and the put is assigned, then the account has a debit. If the client's account has a debit, then Shelton Capital Management is required to liquidate other account assets to cover the assignment. In a case where the client has authorized the use of margin, the client's account is subject to any additional margin requirements and related costs as stated in their margin agreement. Using margin increases risk to the account and requires a margin agreement.

Protective Puts Strategy

A protective put is a risk management strategy where a put or puts are purchased against a long stock or long portfolio position. The objective of the strategy is to reduce the directional risk and exposure of the individual stock or portfolio while allowing for upside gains if the stock or portfolio continues to increase in value beyond the debit paid.

With a protective put strategy, while the long put provides some temporary protection from a decline in the price of the corresponding stock, it does involve risking the entire cost of the put position. Should the long put position expire worthless, the entire cost of the put position would be lost.

Cash-Secured Puts Strategy

A cash-secured put involves writing an at-the-money or out- of-the-money put option and simultaneously setting aside enough cash to buy the stock. This strategy seeks to generate cash flow by writing cash secured puts, receiving a cash premium for the obligation to buy 100 shares of stock per each put sold at a set price. The premium lowers the break- even stock price, if assigned, while providing cash flow to the seller.

Selling naked or cash-secured puts may not be appropriate for all investors and includes a risk of purchasing the underlying stock at the option strike price regardless of the prevailing market price, which may be significantly lower.

Equity Income Strategy

This strategy seeks to deliver capital appreciation and an enhanced cash flow through a concentrated portfolio of generally less than 40 U.S. stocks, combined with writing covered calls and/or selling cash secured puts on these portfolio positions. The strategy is used to either reduce overall volatility or add incremental cash flow. The covered calls are strategically sold to generate option premium cash flow in addition to the portfolio's dividends. The cash- secured put involves selling put options and simultaneously setting aside enough cash or margin to buy the stock if an assignment occurs. We may also buy protective puts. A protective put is a risk-management strategy where a put or puts are purchased against a long stock or other long portfolio position. The objective of buying puts is to reduce the directional risk and exposure of the individual portfolio while allowing for upside gains if the stock or portfolio continues to increase in value.

Certain accounts may seek to generate cash flow by writing covered call options on the underlying stock positions in a diversified equity portfolio which may also provide a means for income-oriented clients to diversify their distribution streams while reducing direct exposure to interest rate risk. Seeks to generate cash flow by writing cash secured puts, receiving a cash premium for the obligation to buy 100 shares of stock per each put sold at a set price. The premium income lowers the break-even stock price, if assigned, while providing cash flow to the seller.

Option Overlay Strategy

This strategy seeks to enhance cash flow and improve the risk-adjusted total return on one or more positions by employing the use of covered call writing secured put selling, or protective put buying. This involves selling potential upside return on a stock for current cash flow in the form of option premium. We may also sell out of the money (OTM) put options to enhance the cash flow in accounts. The strategy may be using leverage to sell the secured puts, so there is risk of increased leverage in the portfolio. For each put option we sell in a client's account, the client is obligated to buy 100 shares at the options strike price. We may also buy a protective put. A protective put is a risk- management strategy where a put or puts are purchased against a long stock or long portfolio position. The objective of the strategy is to reduce the directional risk and exposure of the individual stock or portfolio while allowing for upside gains if the stock or portfolio continues to rally beyond the debit paid.

Covered ETF Portfolio Strategy

This strategy seeks to provide a fully diversified portfolio of ETFs on which the manager writes (sells) covered calls on some or all of those positions to reduce overall volatility while adding incremental cash flow. We offer the client threeportfolios to choose from:

1. Conservative Strategy provides a portfolio that seeks to have lower volatility in relation to the overall market (as measured by the S&P 500) for investors that seek moderate growth. We seek to manage the Strategy so that over long periods of time, it should have less volatility than the overall equity market. With lower anticipated volatility, this approach carries relatively lower risk and seeks to provide a moderate level current cash flow yield. This Strategy is appropriate for investors with a long- term time horizon.
2. Balanced Strategy provides a portfolio that seeks to have a higher level of volatility than our Conservative Strategy for investors who are more comfortable with risk, seek capital growth and a higher current cash-flow yield in relation to our Conservative Strategy. We seek to manage the Strategy so that over long periods of time, the Strategy should have lower volatility in relation to the overall market (as measured by the S&P 500). With its anticipated higher volatility relative to the Conservative Strategy, this approach carries relatively higher risk and is expected to provide a higher level current cash flow yield. This Strategy is appropriate for investors with a long-term time horizon.
3. Growth Strategy provides a portfolio that seeks to have a higher level of volatility than our Balanced Strategy for investors who are comfortable with risk, seek capital growth and a higher current cash-flow yield in relation to our Balanced Strategy. We seek to manage it so that over long periods of time, it should have lower volatility in relation to the overall market (as measured by the S&P 500). With its anticipated higher volatility relative to the Balanced Strategy, this approach carries relatively higher risk and is expected to provide the highest level of current cash flow yield of any of Covered ETF portfolios. This Strategy is appropriate for investors with a long- term time horizon.

Strategic Income Strategy

This strategy seeks to deliver an enhanced level of cash flow through the selling of a concentrated portfolio of generally less

than four blue-chip cash-secured puts to enhance the level of cash flow. The cash- secured put involves selling put options and simultaneously setting aside enough cash or margin to buy the stock if an assignment occurs. We may also buy protective puts. A protective put is a risk- management strategy where puts are purchased against a long stock or long position. The objective of buying protective puts is to reduce the directional risk and exposure of a stock or portfolio while allowing for upside gains if the stock or portfolio increases in value.

Risks Associated with Options Strategies

There is no guarantee against loss or that all account objectives will be met. The downside risk of the potential loss in the value of the underlying equities in a declining market will be mitigated only to the extent of net option premiums received in the account and by any puts purchased for the account.

At times, Shelton Capital Management may repurchase a written option and sell a replacement option at a higher strike price and/or further out in time. This may be done at times to reduce the risk of loss in an equity position during fluctuating markets and/or to maintain the overall investment style of the portfolio. This strategy may reduce the amount of cash flow available for distribution to the client.

The following factors, among others, can affect account performance with respect to investing and trading in options: market, sector, and stock-specific volatility, length of time invested, diversification, management and other account fees and charges, taxes, liquidity in options and equity markets, inflation and deflation, and various other economic and political factors. Early assignment of option contracts can also occur, and this may detract from dividends paid by the companies whose stocks are held in the account. The more money disbursed from the account over time, the less will be available for possible reinvestment and growth, which may affect performance, especially in a declining market.

Clients with secured puts written in their accounts give up upside potential of the stock above the option price for the option period and bear the risk that the value of the stock declines below the break-even point (strike price minus the premium received), and the loss could be substantial if the decline is significant. Such clients also bear the risk of a decline in the value of the underlying cash collateral (if the cash is invested in a short-term debt instrument such as a treasury bill or note). For this assumption of risk, clients holding secured puts earn cash premiums from selling the secured put and potential interest from a treasury bill or money market fund during the option period. Because the client does not yet own the stock, he/she is not entitled to any dividends paid on the stock during the option period.

There are other risks of covered calls and secured puts that are more fully explained in the OCC Risk Booklet "Characteristics and Risks of Standardized Options" and the newly issued Supplement. Such risks include, but not limited to, tax implications of covered writing, option market liquidity, and market volatility. Clients should be sure to read and ask any questions raised after reading the OCC Risk Booklet, the Supplement and the management agreements they received to understand the possible costs and risks as well as potential opportunities for an investment in one of these styles.

Other risks:

- Covered call strategies limit up side potential for underlying security appreciation and will typically underperform in strong markets.
- Covered call strategies do not protect an underlying security from downside risk. The loss for the client could be the current price of the underlying security less the premium received for the call option.
- Put strategies used for hedging purposes carry the risk of losing the entire premium paid to purchase the option.
- Shares of underlying securities with an option strategy held in a margin account run the risk of being sold if the option(s) is exercised or the need arises to close a losing position.
- Withdrawals, such as systematic withdrawals as part of an income strategy, may result in a declining portfolio value over time.
- The sale of the stock will produce tax consequences for U.S. taxpayers. Each option transaction also produces a tax consequence – when closed.
- An option writer may be assigned an exercise at any time during the period the option is exercisable.
- The writer of a covered call forgoes the opportunity to benefit from an increase in the value of the underlying interest above the option price, but continues to bear the risk of a decline in the value of the underlying interest.
- An option writer may be assigned an exercise that is made based on news that is published after the established exercise cut-off time and that the writer may not have an effective remedy to compensate for the violation of the option market's rules.

- In a strong market advance where the buyback involves an in the money (i.e., an option with a strike price less than the current level of the benchmark index) option, and volatility levels have declined, there may be a "debit" roll, whereby the cash needed to close out the option position exceeds the new sale's proceeds.

International Equity Strategies

Shelton Capital Management offers the International Select Strategy, which is managed by Shelton's international investment team of global investors which joined Shelton Capital Management in July 2016.

Our International Select Strategy seeks to deliver attractive risk-adjusted returns over time through active stock selection.

The Strategy's investments are based on a principles-based investment philosophy, and the Fund seeks to invest in businesses it believes are on the whole beneficial to society, and in the first instance considers potential investments on that basis. Our criteria for such businesses are that they offer products and services that improve the lives of their customers, and of people in the communities in which they operate, and to exhibit responsible management practices. These practices may include dealings with customers, suppliers, employees, and the environment. The investment team seeks to invest in companies that have shown to incorporate the following key principles:

1. Produce products or services that have a positive societal impact.

2. Engage in community building rather than the production of products or services that contribute to harmful or destructive behavior.

3. Establish responsible procurement policies and procedures.

4. Have demonstrated a respect for human rights.

5. Established policies that show a commitment to the value of their employees.

6. Have an ethical executive leadership team and board of directors through past experience.

The principles-based investment component of our investment approach also includes screening out businesses that do not respect the value, freedom, and equality of all people or that contribute to harmful or addictive behavior. Such companies may be involved in the production or distribution of products or services such as alcohol, tobacco, cannabis, gaming, gambling, certain video game or other media products, pornography, nuclear or small firearms, and some pharmaceutical companies that do not display responsible distribution practices. Additionally, special care is taken when investing in companies in countries that have controversial governments and may involve the avoidance of some industries in certain countries or some countries altogether. There is no guarantee that the investment team will be able to successfully screen out all companies that are inconsistent with its ethical standards.

In conjunction with our principles-based initial screening, which continues throughout the investment analysis process, we apply a proprietary global "life-cycle" screen to narrow the Fund's investable universe. The Advisor then uses a fundamental, "bottom-up" research selection and disciplined portfolio construction process which is focused on identifying stocks that the Advisor believes have the ability to generate sustainable returns, regardless of sector or country.

Our "life-cycle" screen classifies companies according to one of the following five categories:

• Innovation: Companies characterized as having a high level of capital investment but returns on that investment that are below their cost of capital.

• Expansion: Companies characterized by aggressive investment to compound their high and rising returns, achieving a peak in both growth and cash flow returns.

• Deceleration: Companies characterized as having very high returns, combined with good, but slowing growth prospects.

• Maturity: Companies characterized as earning a small positive spread above the cost of capital.

• Distress: Companies characterized as having returns driven down below the cost of capital.

Our investment team actively invests across all five categories of the "life-cycle," building a diversified portfolio of high-growth, high-return, income-oriented and distressed investments. In managing the Strategy, the investment team seeks to balance a portfolio's risk and return by maximizing stock specific risk (risk from security selection) while at the same time minimizing systematic factor risks (which includes, but is not limited to, sector selection, country selection, currency management).

Risks Associated with International Equity Strategies

Depositary Receipts Risk: American Depositary Receipts ("ADRs") as well as other "hybrid" forms of ADRs, including European Depositary Receipts ("EDRs") and Global Depositary Receipts ("GDRs"), are certificates evidencing ownership of shares of a foreign issuer. These certificates are issued by depository banks and generally trade on an established market in the United States or elsewhere. The underlying shares are held in trust by a custodian bank or similar financial institution. The depository bank may not have physical custody of the underlying securities at all times and may charge fees for various services, including forwarding dividends interest and shareholder information regarding corporate actions. ADRs may be available through "sponsored" or "unsponsored" facilities. A sponsored facility is established by a depositary without participation by the issuer of the underlying security. Holders of unsponsored depositary receipts generally bear all the costs of the unsponsored facility. The depositary of an unsponsored facility frequently is under no obligation to distribute shareholder communications received from the issuer of the deposited security or to pass through, to the holders of the receipts, voting rights with respect to the deposited securities. ADRs are alternatives to directly purchasing the underlying foreign securities in their national markets and currencies. However, ADRs continue to be subject to many of the risks associated with investing directly in foreign securities. These risks include foreign exchange risk as well as political and economic risks of the underlying issuer's country.

Foreign Over-the Counter Securities Risk: In some cases the best available market for foreign securities will be on over-the-counter ("OTC") markets. In general, there is less governmental regulation and supervision in the OTC markets than of transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, will not be available in connection with OTC transactions. This directly or indirectly exposes the account to the risks that a counterparty will not settle a transaction because of a credit or liquidity problem or because of disputes over the terms of the contract. Therefore, to the extent that the account engages in trading on OTC markets, it could be exposed to greater risk of loss through default than if the account confined its trading to regulated exchanges. Please refer to foreign securities risk for additional information.

Foreign Securities Risk: Non-U.S. securities (including ADRs and other securities that represent interests in non-U.S. issuer's securities) involve some special risks such as exposure to potentially adverse foreign political and economic developments; market instability; nationalization and exchange controls; potentially lower liquidity and higher volatility; possible problems arising from accounting, disclosure, settlement, and regulatory practices that differ from U.S. standards; foreign taxes that could reduce returns; higher transaction costs and foreign brokerage and custodian fees; inability to vote proxies, exercise shareholder or bondholder rights, pursue legal remedies, and obtain judgments with respect to foreign investments in foreign courts; possible insolvency of a sub-custodian or securities depository; and fluctuations in foreign exchange rates that decrease the investment's value (although favorable changes can increase its value). Non-U.S. stock markets may decline due to conditions unique to an individual country or within a region, including unfavorable economic conditions relative to the United States or political and social instability or unrest. Non-U.S. investments may become subject to economic sanctions or other government restrictions by domestic or foreign regulators, which could negatively impact the value or liquidity of those investments. There may be increased risk of delayed settlement of portfolio transactions or loss of certificates of portfolio securities. Governments in certain foreign countries participate to a significant degree, through ownership or regulation, in their respective economies. Action by such a government could have a significant effect on the market price of securities issued in its country. These risks may be higher when investing in emerging market issuers. Certain of these risks also apply to securities of U.S. issuers with significant non-U.S. operations. Global economies and 28 financial markets are becoming increasingly interconnected, which increases the possibilities that conditions in one country or region may adversely affect issuers in a different country or region.

Emerging Market Risk: Emerging markets are riskier than more developed markets because they tend to develop unevenly and may never fully develop. Investments in emerging markets may be considered speculative. Emerging markets are more likely to experience hyperinflation and currency devaluations, which adversely affect returns to U.S. investors. In addition, many emerging securities markets have far lower trading volumes and less liquidity than developed markets. Since these markets are often small, they may be more likely to suffer sharp and frequent price changes or long-term price depression because of adverse publicity, investor perceptions or the actions of a few large investors. Also, there may be less publicly available information about issuers in emerging markets than would be available about issuers in more developed capital markets, and these issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to those in developed markets. Many emerging markets have histories of political instability and abrupt changes in policies. As a result, their governments are more likely to take actions that are hostile or detrimental to private enterprise or foreign investment than those of more developed countries, including expropriation of assets, confiscatory taxation, high rates of inflation or unfavorable diplomatic developments. In the past, governments of these nations have expropriated substantial amounts of private property, and most claims of the property owners have never been fully settled. If this occurs, it is possible that the entire investment in the affected market could be lost. Some countries have

pervasiveness of corruption and crime that may hinder investments. Certain emerging markets may also face other significant internal or external risks, including the risk of war, and ethnic, religious and racial conflicts.

In addition, governments in many emerging market countries participate to a significant degree in their economies and securities markets, which may impair investment and economic growth. Emerging markets may also have differing legal systems and the existence or possible imposition of exchange controls, custodial restrictions or other foreign or U.S. governmental laws or restrictions applicable to such investments. Sometimes, they may lack or be in the relatively early development of legal structures governing private and foreign investments and private property. In addition to withholding taxes on investment income, some countries with emerging markets may impose differential capital gains taxes on foreign investors.

Currency Risk: Non-U.S currencies may decline relative to the U.S. dollar and affect a strategy's investments in non-U.S. currencies, in securities that are denominated in non-U.S. currencies, in securities of issuers that are exposed to non-U.S. currencies, or in derivatives that provide exposure to non-U.S. currencies. When a given currency depreciates against the U.S. dollar, the value of securities denominated in that currency typically declines. A U.S. dollar-denominated depositary receipt is exposed to currency risk if the security underlying it is denominated in a non-U.S. currency. Currency depreciation may affect the value of U.S. securities if their issuers have exposure to non-U.S. currencies and non-U.S. issuers may similarly be exposed to currencies other than those in which their securities are denominated and the country in which they are domiciled. Shelton Capital Management may not be able to accurately estimate an issuer's non-U.S. currency exposure. Typically, exposures to foreign currencies will not be hedged.

Governmental Supervision and Regulatory and Accounting Standards Risk: Holding assets outside of the U.S. entails additional risks, as there may be limited or no regulatory oversight of the operations of foreign custodians, and there could be limits on the ability to recover assets if a foreign bank, depositary or issuer of a security, or one of their agents, goes bankrupt. Many foreign governments do not supervise and regulate stock exchanges, brokers and the sale of securities to the same extent as such regulations exist in the U.S. They also may not have laws to protect investors that are comparable to U.S. securities laws. For example, some foreign countries may have no laws or rules against insider trading. In addition, some countries may have legal systems that may make it difficult to vote proxies, exercise shareholder rights, and pursue legal remedies with respect to foreign investments. Accounting standards in other countries are not necessarily the same as in the U.S. If the accounting standards in another country do not require as much detail as U.S. accounting standards, it may be harder to completely and accurately determine a company's financial condition.

Political and Economic Risk: Particularly with respect to certain non-U.S. markets, investing in securities is subject to the risk of political, social, or economic instability, variation in international trade patterns, the possibility of the imposition of exchange controls, expropriation, confiscatory taxation, limits on movement of currency or other assets and nationalization of assets. Any of these actions could severely affects securities prices or impair the ability to purchase or sell foreign securities or transfer assets or income back into the U.S. The economies of certain foreign markets may not compare favorably with the economy of the U.S. with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position. Other potential foreign market risks include difficulties in pricing securities, defaults on foreign government securities and difficulties in enforcing legal judgments in foreign courts. Diplomatic and political developments, including rapid and adverse political changes, social instability, regional conflicts, terrorism and war, could affect the economies, industries and securities and currency markets, and the value of an account's investments, in non-U.S. countries. These factors are extremely difficult, if not impossible, to predict and take into account.

Risks Associated with Multiple Strategies

All investment strategies we offer involve risk and may result in loss of your original investment. There is no guarantee against loss or assurance that investment objectives will be met. The following risks may apply to some or all of our investment strategies.

Market Exposure Risk: The market price of a security or other investment may increase or decrease, sometimes suddenly and unpredictably. Investments may decline in value because of factors affecting markets generally, such as real or perceived challenges to the economy, national or international political events, natural disasters, changes in interest or currency rates, adverse changes to credit markets, or general adverse investment sentiment. The prices of investments may reflect factors affecting one or more industries, such as the price of specific commodities or consumer trends, or factors affecting particular issuers. During a general downturn in the markets, multiple asset classes may decline in value simultaneously. Market disruptions may prevent a strategy from implementing investment decisions in a timely manner. An investment in a Fund, therefore, may be more suitable for long-term investors who can bear the risk of short- and long-term fluctuations in a Fund's share price. In the case of a Fund designed to track passively the performance of the associated index, the Fund does not intend to take steps to reduce its market exposure in any market.

Manager Risk: Shelton Capital Management's opinion about the intrinsic worth or creditworthiness of a company,

security, or other investment may be incorrect or the market may continue to undervalue the company, security, or other investment; Shelton Capital Management may not make timely purchases or sales of securities for a strategy; and a strategy's investment objective may not be achieved.

Style Risk: Some of our strategies may invest in either "value" investments, "growth" investments, or both. With respect to securities and investments we consider undervalued, market prices may not reflect our view that the security is undervalued, and its price may not increase to what we believe to be its full value. It may even decrease in value. With respect to "growth" investments, the underlying earnings or operational growth we anticipate may not occur, or the market price of the security may not appreciate to reflect such growth even if it does occur. Additionally, either value or growth investments may fall out of favor with investors and underperform other asset types during given periods.

Derivatives Risk: Derivatives are financial instruments, including futures contracts, the values of which are based on the value of one or more underlying assets, such as stocks, bonds, currencies, interest rates, and market indexes.

Derivatives involve risks different from, and possibly greater than the risks associated with investing directly in the underlying assets and other more traditional investments. The market value of derivatives may be more volatile than that of other investments and can be affected by changes in interest rate or other market developments. The use of derivatives may accelerate the velocity of possible losses. Each type of derivative instrument may have its own special risks, including the risk of mispricing or improper valuation and the possibility that a derivative may not correlate perfectly or as expected with its underlying asset, rate, or index. Derivatives create leverage because the upfront payment required to enter into a derivative is often much smaller than the potential for loss (which may in theory be unlimited). A derivative may be subject to liquidity risk, especially during times of financial market distress; certain types of derivatives may be terminated or modified only with the consent of their counterparties. The use of derivatives may cause a strategy's investment returns to be impacted by the performance of securities the strategy does not own. Derivatives are specialized instruments that may require investment techniques and risk analyses different from those associated with stocks and bonds. Although the use of derivatives is intended to enhance a strategy's performance, it may instead reduce returns and increase volatility, or have a different effect than anticipated, especially in unusual or extreme market conditions. Suitable derivatives transactions may not be available in all circumstances and there can be no assurance that a particular derivative position will be available or used by a strategy or that, if used, such strategies will be successful. Use of derivatives may increase the amount and change the timing of taxes payable by shareholder.

Concentration Risk: If holdings of a strategy are concentrated into a few companies or economic sectors, the strategy may be more volatile than a more diversified strategy and in the event that the holdings perform poorly, the strategy may under-perform other investments that are more diversified.

Defensive Risk: To the extent a strategy attempts to hedge its portfolio of stocks or takes defensive measures such as holding a significant portion of its assets in cash or cash equivalents, the objective may not be achieved.

Liquidity Risk: Liquidity risk is the risk that a strategy may not be able to buy or sell an investment at an advantageous time or price, which could force a strategy to hold a security that is declining in value or forego other investment opportunities. An illiquid instrument is harder to value because there may be little or no market data available based on purchases or sales of the instrument. Liquidity risk may result from the lack of an active market or a reduced number and capacity of traditional market participants to make a market in fixed income securities. A strategy may also experience liquidity risk to the extent it invests in private placement securities, securities of issuers with smaller market capitalizations, or securities with substantial market and/or credit risk. The liquidity of an issuer's securities may decrease if its credit rating falls, it experiences sudden unexpected cash outflows, or some other event causes counterparties to avoid trading with or lending to the issuer. Liquidity risk is greater for below investment grade securities and restricted securities, especially in difficult market conditions. Over the past three decades, bond markets have grown more quickly than dealer capacity to engage in fixed income trading. In addition, recent regulatory changes applicable to financial intermediaries that make markets in debt securities have restricted or made it less desirable for those financial intermediaries to hold large inventories of less liquid debt securities. Because market makers provide stability to a market through their intermediary services, a reduction in dealer inventory may lead to decreased liquidity and increased volatility in the fixed income markets. Additional legislative or regulatory actions to address perceived liquidity or other issues in the debt securities markets could alter or impair a strategy's ability to pursue its investment objectives or use certain investment strategies and techniques. Liquidity risk may intensify during periods of economic uncertainty. Debt securities with longer durations may face heightened liquidity risk. Other market participants may be attempting to liquidate holdings at the same time as a strategy, which could increase supply in the market and contribute to liquidity risk.

Inflation Risk: Inflation may erode the buying power of your investment portfolio.

State-Specific Risk: When a strategy only invests in issuers of a single state, it is exposed to economic and political developments specific to that single state that might negatively impact the issuers. It also lacks the geographic diversification

that a strategy would have if it were to invest in multiple states' securities. It is common that geographical regions suffer from regional economic downturns and that these downturns may affect the credit ratings and values of issuers from that region.

MidCap Stock Risk: The risk that stocks of relatively smaller capitalization within the midcap range of companies may be subject to more abrupt or erratic market movements than stocks of larger, more established companies. Relatively smaller capitalization companies may have limited product lines or financial resources, or may be dependent upon a small or inexperienced management group, and their securities may trade less frequently and in lower volume than the securities of larger companies, which could lead to higher transaction costs. Generally, the smaller the company size, the greater the risk.

SmallCap Stock Risk: The risk that stocks of smaller capitalization companies may be subject to more abrupt or erratic market movements than stocks of larger, more established companies. Small capitalization companies may have limited product lines or financial resources, or may be dependent upon a small or inexperienced management group, and their securities may trade less frequently and in lower volume than the securities of larger companies, which could lead to higher transaction costs. Generally, the smaller the company size, the greater the risk.

Municipal Bond Risk: Like other bonds, U.S. municipal bonds are subject to credit risk, interest rate risk, liquidity risk, and call risk. However, the obligations of some municipal issuers may not be enforceable through the exercise of traditional creditors' rights. The reorganization under federal bankruptcy laws of a municipal bond issuer may result in the bonds being cancelled without payment or repaid only in part, or in delays in collecting principal and interest. In the event of a default in the payment of interest and/or repayment of principal, a strategy may enforce its rights by taking possession of, and managing, the assets securing the issuer's obligations on such securities. In addition, lawmakers may seek to extend the time for payment of principal or interest, or both, or to impose other constraints upon enforcement of such obligations. State or federal regulation with respect to a specific sector could impact the revenue stream for a given subset of the market.

U.S. municipal bonds may be less liquid than other types of bonds, and there may be less publicly available information about the financial condition of municipal issuers than for issuers of other securities. Therefore, the investment performance of a strategy investing in U.S. municipal bonds may be more dependent on the analytical abilities of Shelton Capital Management than if the strategy held other types of investments, such as stocks or other types of bonds. The market for U.S. municipal bonds also tends to be less well- developed or liquid than many other securities markets, which may adversely affect a strategy's ability to value U.S. municipal bonds or sell such bonds at attractive prices. Some U.S. municipal bonds are tax-exempt, which means that income from those bonds is non-taxable. A significant restructuring of U.S. federal income tax rates or even serious discussion on the topic in Congress could cause municipal bond prices to fall. The demand for tax-exempt municipal bonds is strongly influenced by the value of tax-exempt income to investors. Lower income tax rates could reduce the advantage of owning tax-exempt municipal bonds. In the case of a default enforcement action where a strategy gains ownership of an income producing asset, any income derived from the strategy's ownership or operation of such an asset may not be tax-exempt.

Regulatory Risk: New laws and regulations promulgated by governments and regulatory authorities may affect the value of securities issued by specific companies, in specific industries or sectors, or in all securities issued in the affected country. In times of political or economic stress or market turmoil, governments and regulators may intervene directly in markets and take actions that may adversely affect certain industries, securities, or specific companies. Government and/or regulatory intervention may reduce the value of debt and equity securities issued by affected companies and may also severely limit a strategy's ability to trade those securities.

Portfolio Turnover: Buying and selling securities may involve incurring some expense to a strategy, such as commissions paid to brokers and other transaction costs. By selling a security, a strategy may realize taxable capital gains that it will subsequently distribute to shareholders. Generally speaking, the higher a strategy's annual portfolio turnover, the greater its brokerage costs and the greater likelihood that it will realize taxable capital gains. Increased brokerage costs may affect a strategy's performance.

Valuation Risk: Some or all of the securities held by a strategy may be valued using "fair value" techniques. Security values may differ depending on the methodology used to determine their values, and may differ from the last quoted sales or closing prices.

Item 9: Disciplinary Information

Shelton Capital Management, its management and its investment advisory representatives have no reportable disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer Registration Status

RFS Partners is the general partner of Shelton Capital Management.

It is registered with the SEC and is a member of FINRA. RFS Partners serves as the distributor for the Shelton Funds Trust and the SCM Trust. RFS Partners maintains a limited registration and does not have a clearing relationship. So it does not place or clear trades for any advisory clients. Some of Shelton Capital Management's officers and employees are registered with RFS Partners as registered representatives and serve as officers of RFS Partners.

Investment Companies

Shelton Capital Management serves as investment advisor to the Shelton Funds Trust and the SCM Trust. Some of our officers also serve as officers to the mutual funds and one of our officers serves as an interested trustee of the mutual funds.

Sub-Advisors

Shelton Capital Management has a sub-advisory arrangement with Green Alpha Advisors, LLC to serves as the subadvisor of the Shelton Green Alpha Fund. For additional information about Green Alpha Advisors you may obtain their Form ADV Part 2 at www.greenalphaadvisors.com.

Shelton Capital Management has a sub-advisory arrangement with ICON Advisers, Inc. to serve as the subadvisor of various ICON branded mutual funds advised by Shelton Capital Management. For additional information about ICON Advisers you may obtain their Form ADV Part 2 at www.iconadvisers.com.

Other Affiliations

Shelton Capital Management may from time to time enter into arrangements with independent third-party marketing firms to assist in establishing relationships with advisory platforms, disseminate information to licensed financial professionals and institutions, increase Shelton Capital Management profile, and assist the advisory platforms in understanding the SMA advisory services offered by Shelton Capital Management. Under such arrangements, the independent third party marketing firms are not employees of Shelton Capital Management, do not act in the capacity of a solicitor, pay their own expenses, and have no authority to bind Shelton Capital Management.

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

Code of Ethics

Shelton Capital Management is committed to upholding the highest standards of business ethics and conduct. We are proud of this commitment and consider it fundamental to earning and maintaining the trust of our clients and prospective clients.

Shelton Capital Management operates under a Code of Ethics (the "Code") that complies with Rule 204A-1 of the Investment Advisers Act of 1940, as amended and Section 17(j) of the Investment Company Act of 1940, as amended and Rule 17j-1 thereunder. Our Code obligates Shelton Capital Management and its related persons to put the interests of our clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. Shelton Capital Management's personnel are also required to comply with applicable federal securities laws.

The Code also incorporates Shelton Capital Management's personal trading policy. The personal trading policy is guided by the principle that as a fiduciary entrusted with the management of client assets our foremost concern is and must always be to protect the interests of our clients. The personal trading policy establishes a framework for managing personal trading by officers and employees that protects the interest of our clients, while permitting responsible investing by our officers and employees. The Code includes a standard of business conduct which includes but is not limited to:

1. Requiring acknowledgement and agreement to observe the requirements of the Code;
2. Prohibiting personnel from buying or selling securities for their own individual accounts if such purchase or sale represents is $2000 or more, and if the securities at the time of such purchase or sale:

   i. are being considered for purchase or sale by any client account, including mutual funds managed by Shelton Capital Management (except index funds)

   ii. have been purchased or sold by sale by any client account, including mutual funds managed by Shelton Capital Management (except index funds) within the most recent seven (7) days if such person participated in the recommendation or the decision to purchase or sell such security;

3. Requiring personnel, subject to the Code, to report personal holdings to Shelton Capital Management at time of employment and on both an annual and a quarterly basis;
4. Requiring the reporting of violations of the Code to the Chief Compliance Officer.

Our compliance department monitors and enforces our Code and the gifts and entertainment policy. Clients or prospective clients may obtain a copy of the Code by contacting Shelton Capital Management by telephone at (800) 955-9988 or by email at info@sheltoncap.com. Please refer to the section entitled "other Financial Industry Activities and Affiliations" for a discussion of Shelton Capital Management's affiliations and related persons.

Client Transactions in Securities where Advisor has a Material Financial Interest

Shelton Capital Management does not engage in Client transactions in which it has a material financial interest.

Item 12: Brokerage Practices

Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions

Shelton Capital Management generally has discretion over the selection and amount of securities to buy or sell for a client without obtaining specific client consent to a transaction, although this may not be the case for all SMA clients. We also generally have discretion to select the broker, dealer or other counterparty to effect a particular transaction and, where negotiable, the commission rates a client pays with the exception of an equity focused SMA. To help manage the selection of counterparties and individual transactions, we have adopted a Trade Management Policy. This policy governs our trading activities for our clients and helps us address potential conflicts of interest raised by brokerage practices.

We recognize that brokerage commissions are paid with client assets. We manage these assets consistent with applicable law and our duty to seek best execution, and we seek to maximize the value of these assets wherever possible.

Best execution involves both quantitative and qualitative aspects and best execution does not always mean the lowest available commission rates for a transaction. From a quantitative perspective, best execution involves seeking the best available price and lowest transaction costs so that a client's total cost or proceeds are the most favorable under the circumstances. Cost includes transaction fees and expenses as well as other less quantifiable costs such as market impact, opportunity cost and market effects. These other costs although harder to quantify, can significantly impact the total cost of a transaction.

Best execution involves considering a number of factors, including some or all of the following: actual experience with the counterparty, the reputation of the counterparty, the counterparty's financial strength and stability, efficiency of execution, promptness of execution, ability and willingness to maintain confidentiality and anonymity, frequency and manner of error resolution, special execution capabilities, block trading and block positioning capabilities, expertise, commission rates and dealer spreads, technological capabilities and infrastructure, including back office processing capabilities, willingness of the counterparty to commit capital, clearance and settlement efficiency, and the ability and willingness to accommodate any special needs (for example, step-outs).

In selecting a counterparty for any transaction or series of transactions, we do not adhere to any rigid formula. Rather, we weight a combination of factors, like those listed above, depending on the circumstances. Relevant factors will vary for each transaction. While we generally seek reasonably competitive commission rates, we do not necessarily pay the lowest spread or commission available. In our experience, potentially receiving the lowest commission rate or the most expeditious execution does not necessarily equate to the best trade for a client taking into account all circumstances of the trade.

In foreign markets, commission and other transaction costs are often higher than those charged in the United States. In addition, we do not have the ability to negotiate commissions in some markets. Please note that services associated with foreign investing, including custody and administration, are also more expensive than analogous services pertaining to investments in U.S. securities markets.

Batching of Orders

Transactions for SMA clients generally will be effected independently from other accounts managed by Shelton Capital Management, unless we decide to purchase or sell the same securities for several of our SMA clients. Shelton Capital Management may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among SMA clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently.

Under this procedure, transactions will be averaged as to price and transaction costs and typically will be allocated among SMA clients in proportion to the purchase and sale orders placed for each SMA client account on any given day. If we cannot obtain execution of all the combined orders at prices or for transaction costs that Shelton Capital Management believes are desirable, we will allocate the securities bought or sold as part of the combined orders by following our Trade Management Policy.

A broker may provide research services to Shelton Capital Management in exchange for Advisor's use of that broker for client transactions and services. Such research generally will be used to service all of Shelton Capital Management's SMA clients. Brokerage commissions paid by an individual SMA client may be used to pay for research that is not used in managing that SMA client's account. Shelton Capital Management may, in its discretion, cause the account to pay the broker a commission greater than another qualified broker might charge to effect the same transaction where Shelton Capital Management determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. As a result, an SMA client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case if Shelton Capital Management used other or multiple brokers.

Shelton Capital Management will arrange for the execution of securities transactions through broker-dealers, selected by Shelton Capital Management, and at such prices and commissions that, in Shelton Capital Management's good faith judgment, will be in the best interest of the account. If an SMA client designates its own broker, that SMA client may not receive best execution by effecting transactions through the specified broker. Shelton Capital Management will not negotiate brokerage commissions with client designated brokers, and as a result, the SMA client may pay higher commissions or other transaction costs, greater spreads, or receive less favorable net prices.

Shelton Capital Management may receive some benefits from broker- dealers selected by clients as custodian. There is no direct link between benefits that may be received from the custodian and the investment advice we give to our clients. However, we may receive economic benefits from such broker-dealers that are typically not available to such broker-dealers' retail investors. These benefits may include the following products and services (provided without cost or at a discount): duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Shelton Capital Management by third party vendors. Some of the products and services made available by broker- dealers may benefit Shelton Capital Management but may not benefit our clients. These products or services may assist us in managing and administering client accounts.

Clients should be aware that the receipt of economic benefits by Shelton Capital Management or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our recommendation of a broker-dealer for custody services which ultimately is selected by the client.

Directed Brokerage

In some instances, because of a prior relationship between a client and one or more brokers, or for other reasons, a client may instruct Shelton Capital Management to execute some or all securities transactions for its account with or through one or more brokers designated by the client. When a client directs Shelton Capital Management to use a specified broker-dealer to execute all or a portion of the client's securities transactions, Shelton Capital Management treats the client direction as a decision by the client to retain, to the extent of the direction, the discretion Shelton Capital Management would otherwise have in selecting broker-dealers to effect transactions and in negotiating commissions for the client's account. Although Shelton Capital Management attempts to effect such transactions in a manner consistent with its policy of seeking best execution, there may be occasions where it is unable to do so, in which case we will continue to comply with the client's instructions.

Transactions in the same security for accounts that have directed the use of the same broker may be aggregated.

When the directed broker-dealer is unable to execute a trade, we will select broker-dealers other than the directed broker-dealer to effect client securities transactions. A client who directs us to use a particular broker-dealer to effect transactions should consider whether such direction may result in certain costs or disadvantages to the client. Such costs may include higher brokerage commissions (because Shelton Capital Management may not be able to aggregate orders to reduce transaction costs), less favorable execution of transactions, and the potential of exclusion from the client's portfolio of certain foreign ordinary shares and/or small capitalization or illiquid securities due to the inability of the particular broker-dealer in question to provide adequate price and execution of all types of securities transactions.

By permitting a client to direct Shelton Capital Management to execute the client's trades through a specified broker- dealer, Shelton Capital Management will make no attempt to negotiate commissions on behalf of the client and, as a result, in some transactions the clients may pay materially disparate commissions depending on their commission arrangement with the specified broker-dealer and upon other factors such as number of shares, round and odd lots and the market for the security. The commissions charged to clients that direct us to execute the client's trades through a specified broker- dealer may in some transactions be materially different that those of clients who do not direct the execution of their trades. Client's that direct us to execute the client's trades through a specified broker-dealer may also lose the ability to negotiate volume commission discounts on batched transactions that may otherwise be available to other clients.

Brokerage for Client Referrals

Each client of Shelton Capital Management may make cash payments to third-party solicitors for client referrals, provided that, to the extent required, each such solicitor has entered into a written agreement with Shelton Capital Management pursuant to which the solicitor will provide each prospective client with a copy of Shelton Capital Management's Form ADV Part 2, and a disclosure document setting forth the terms of the solicitation arrangement, including the nature of the relationship between the solicitor and Advisor and any fees to be paid to the solicitor. Where applicable, cash payments for client solicitations will be structured to comply fully with (i) the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, and related SEC staff interpretations or with the laws of the relevant state(s).

Trading for Wrap Clients

Wrap Program accounts are considered a type of directed brokerage account. In evaluating a Wrap program, Wrap Clients should understand that we do not generally select the broker-dealers to execute portfolio transactions or negotiate transaction-related compensation. In some programs we are prohibited from selecting other broker-dealers to execute transactions. In others, we are given the authority to select other broker-dealers but the client will bear any commissions or other transaction-related expenses outside of the wrap fee.

Therefore, using other broker-dealers will generally only be practical if the quality of the other broker-dealer's execution will clearly outweigh the additional expenses the client will bear. As a result, transactions are generally effected only through the Wrap Sponsor.

Transactions for clients participating in one Wrap Program may be executed at different times and at different prices than transactions in the same security for clients in other Wrap Programs or for other clients.

A Wrap Program client may pay brokerage commissions or fees in addition the Wrap Program fees when trades are "stepped out" to broker-dealers other than the sponsor, including fees and costs associated with the purchase or sale of foreign currency to settle transactions and ADR conversion fees and related costs, which are then reflected in the "net price" the client pays for or receives from the transaction. Even where Shelton is able to trade with the Wrap Program sponsor in the local (foreign) market, ADR conversion fees, local taxes, and related costs may still apply and will be incurred by the purchasing account in addition to the Wrap Program fees.

Despite the advantages that can arise from aggregation of orders, in many cases we are not able to aggregate orders for all clients seeking to buy or sell the same security. This is often due to the fact that orders for Wrap/UMA clients generally must be executed by the applicable Wrap/UMA sponsor. We are unable to aggregate transactions executed through different Wrap Sponsors and/or through other brokerage firms that we select for Direct Clients on the basis of execution quality. In addition, directed brokerage clients may prevent us from aggregating those clients' transactions with transactions executed for other clients with a broker- dealer that we choose for best execution purposes.

Communication of Transaction Information to UMA Sponsors

UMA sponsors execute client transactions based on our investment recommendations. We inform the UMA sponsor of the transaction to be placed in that UMA sponsor's client. accounts when that UMA sponsor's turn is up on the rotation list. We will wait until we are notified by the UMA sponsor that the trade has been completed before notifying the next UMA sponsor or placing the order for the next directed sub- group in the rotation list.

When there is an instruction from a portfolio manager to buy or sell a security in all client accounts in a particular strategy, we will instruct the UMA sponsors to halt all trading activities in that security in the UMA client accounts. This prevents the UMA sponsors from entering into a transaction that is in competition with our trading in that same security on behalf of other clients. The UMA sponsor may still trade in other securities that are in our investment model, but it must wait for our notification before trading in the trade- halted security.

The trading halt instruction does not apply to UMA clients that are liquidating their accounts. UMA sponsors have discretion on when to liquidate accounts upon client instruction. However, if the instruction is for a partial withdrawal from the account, the UMA sponsor should abide by our trading halt instruction for the security. For liquidation and withdrawals in Wrap and Direct Client accounts, we may stop the rotation during the last ten minutes before the close of the trading day before placing the orders for liquidations or withdrawals for the trade- halted security.

Item 13: Review of Accounts

Each client's account is generally reviewed by a Portfolio Manager or his/her designee at least quarterly to determine whether securities positions should be maintained in view of current market conditions. Account reviews focus on each account's strategy and evaluate all securities using fundamental, technical and quantitative analysis. Significant market events affecting the prices of one or more securities in a client's account, changes in the investment objectives or guidelines of a particular client, or specific arrangements with particular clients may trigger reviews of a client's account on other than a periodic basis. Each client receives a quarterly statement and trade confirmation from the client's custodian.

Item 14: Client Referrals and Other Compensation

Shelton Capital Management may pay referral fees, generally consisting of a percentage of our advisory fee, to independent advisors or advisory 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 Part 2 of Shelton Capital Management's ADV and a separate disclosure statement that includes the solicitor's name and relationship with the firm, the fact that the solicitor is being paid a referral fee and the amount of the fee. Additionally, Shelton Capital Management may pay fees to third party marketing firms to assist in establishing relationships with advisory platforms and other financial professionals and institutions in an effort to expand Shelton Capital Management's SMA advisory services profile.

Item 15: Custody

Shelton Capital Management does not maintain possession or custody of the funds or securities of any client. Clients are required to appoint custodians who are responsible for the safe custody of investments and money, settling transactions and registering investments. With client consent, Shelton Capital Management invoice fees to be paid out of separately managed accounts by the clients' custodian. To the extent Shelton Capital Management is deemed to have custody of client assets, we will comply with the relevant requirements imposed on investment advisors that have custody of client assets pursuant to Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended.

As part of Shelton Capital Management's billing process, the client's custodian is provided an invoice stating the amount of the management fee to be deducted from each client's account, except in cases where the custodian calculates such fees. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting accuracy.

Item 16: Investment Discretion

Shelton Capital Management receives discretionary authority from a client at the outset of an advisory relationship. In all cases however, such discretion is exercised in a manner consistent with the stated investment guidelines established by the client.

Unless otherwise instructed or directed by a discretionary client, Shelton Capital Management has the authority to determine:

1. the securities to be purchased and sold for the client account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines)
2. the amount of securities to be purchased or sold for the client account
3. because of the differences in client investment objectives and strategies, risk tolerances, tax status and other criteria, there may be differences among clients in invested positions and securities held. Shelton Capital Management submits an allocation statement to the trading desk describing the allocation of securities to (or from) client accounts for each trade/order submitted. Shelton Capital Management may consider the following factors, among others, in allocating securities among clients:
   - client investment objectives and strategies
   - client risk profiles
   - tax status and restrictions placed on a client's portfolio by the client or by applicable law
   - size of the client account
   - nature and liquidity of the security to be allocated
   - size of available position
   - current market conditions, and
   - account liquidity, account requirements for liquidity and timing of cash flows.

Although it is our policy to allocate securities to eligible client accounts on a pro rata basis (based on the value of the assets of each participating account relative to value of the assets of all participating accounts), these factors may lead us to allocate securities to client accounts in varying amounts. Even client accounts that are typically managed on a pari passu basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.

Securities acquired by Shelton Capital Management for its clients through a limited offering will be allocated pursuant to the procedures set forth in our allocation policy. The policy provides that we will determine the proposed allocation of limited offering securities after considering the factors described above with respect to general allocations of securities and determining those client accounts eligible to hold such securities. Eligibility will be based on the legal status of the clients and the client's investment objectives and strategies.

If it appears that a trade error has occurred, Shelton Capital Management will review the relevant facts and circumstances to determine an appropriate course of action. To the extent that trade errors and breaches of investment guidelines and restrictions occur, our error correction procedure is to ensure that clients are treated fairly and, to the extent there was a loss, following error correction, are in the same position they would have been if the error had not occurred. We maintain discretion to resolve a particular error in any appropriate manner that is consistent with the above stated policy.

Direct Clients and, to a lesser extent, Wrap Clients, can place reasonable restrictions on our investment discretion. For example, some clients have asked us not to buy securities issued by companies in certain industries, or not to sell certain securities where the client has a particularly low tax basis. Any guidelines or restrictions applicable to an account are set forth in the client's advisory contract or related investment policy statement. As noted above, we do not have discretion to execute trades through certain UMA Programs.

Item 17: Voting Client Securities

With the exception of certain accounts, Shelton Capital Management does not vote proxies on behalf of its SMA clients. Therefore, proxy materials may be sent directly to such clients for their consideration. To the extent we accept proxy voting authority on behalf of our SMA clients, we comply with our proxy voting policies and procedures that are reasonably designed to ensure that in cases where we vote proxies with respect to client securities, such proxies are voted in the best interests of our clients. Clients may obtain a copy of our proxy voting policies and procedures and voting information by contacting Shelton Capital Management at (800) 955-9988 or by email info@sheltoncap.com.

Item 18: Financial Information

Shelton Capital Management has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Notice of Privacy Policy Rev. 9/18/2019

FACTS	WHAT DO SHELTON CAPITAL MANAGEMENT AND THE SHELTON FUNDS TO WITH YOUR PERSONAL INFORMATION?
WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
WHAT?	The types of personal information we collect and share depend on the product or service you have with us. This information can include: • Social Security number and account transactions • Account balances and transaction history • Wire transfer instructions
HOW?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies, including Shelton Capital Management with regards to SMAs and the Shelton Funds can share their customers' personal information; and whether you can limit this sharing.

REASONS WE CAN SHARE YOUR PERSONAL INFORMATION	**DO WE SHARE:**	**CAN YOU LIMIT THIS SHARING?**
For our everyday business purpose - such as to process your transactions, maintain your account(s), respond to court orders andlegal investigations, or report to credit bureaus	Yes	No
For our marketing purposes – to offer our products and services to you	No	We do not share
For joint marketing with other financial companies	No	We do not share
For our affiliates' everyday business purposes – information about your transactions and experiences	Yes	No
For our affiliates' everyday business purposes –information about your creditworthiness	No	We do not share
For non-affiliates to market to you	No	We do not share

WHO WE ARE	
Who is providing this notice?	Shelton Capital Management
WHAT WE DO	
How does Shelton Capital Management protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
How does Shelton Capital Management collect my personal information?	We collect your personal information, for example, when you • open an account • provide account information or give us your contact information • make a wire transfer or deposit money
Why can't I limit all sharing?	Federal law gives you the right to limit only • sharing for affiliates' everyday business purposes-information about your creditworthiness • affiliates from using your information to market to you • sharing for non-affiliates to market to you State laws and individual companies may give you additional rights to limit sharing. [See below for more on your rights under state law.]
DEFINITIONS	

Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. • *CCM Partners, LP d/b/a Shelton Capital Management* • *RFS Partners, LP* • *RFS, Inc*
Non-affiliates	Companies not related by common ownership or control. They can be financialand nonfinancial companies. • *Shelton Capital Management does not share with non-affiliates so they can market to you.*
Joint marketing	A formal agreement between non-affiliated financial companies that together market financial products or services to you. • *Shelton Capital Management does not jointly market.*
California Residents	If your account has a California home address, your personal information will not be disclosed to nonaffiliated third parties except as permitted by applicable California law, and we will limit sharing such personal information with our affiliates to comply with California privacy laws that apply to us.

Use of Email Addresses:
If you have requested information regarding Shelton Capital Management products and services and supplied your email address to us, we may occasionally send you follow-up communications or information on additional products or services. Additionally, registered clients can subscribe to the following email services:

- Prospectus and Shareholder Reports- Receive prospectuses and shareholder reports online instead of by U.S. Mail.
- Paperless Statements- Receive an e-mail with a link to our Website information you that our investor statements are available online to view, print or download.
- Tax Form Alerts — Receive an e-mail in early January informing you if you will receive tax forms for your taxable Shelton mutual funds, including the approximate date they will be mailed.

We also include instructions and links for unsubscribing from Shelton Capital Management emails. We do not sell email addresses to anyone, although we may disclose email addresses to third parties that perform administrative or marketing services for us. We may track receipt of emails to gauge the effectiveness of our communications.

Supplement

Barringer H. Martin, CFA[1], Portfolio Manager

May 10, 2021

Introduction and Overview (Item 1)

This Brochure Supplement provides information about Barringer H. Martin that supplements Shelton Capital Management's ADV Brochure. You should have received a copy of that Brochure.

Please contact Gregory Pusch, gpusch@sheltoncap.com, if you did not receive a copy of Shelton Capital Management's ADV Brochure or if you have any questions about the contents of this supplement.

Education, Background and Business Experience (Item 2)

Mr. Martin is the lead Portfolio Manager for separately managed accounts utilizing covered call writing strategies. He joined the firm in March of 2008 after serving as Vice President, Senior Portfolio Manager, for Kelmoore Investment Company where he developed the investment management program utilizing covered call writing strategies utilized today by Shelton Capital Management.

Mr. Martin earned his Bachelor's degree in Finance at the University of Arizona in 1998. Mr. Martin earned the right to use the Chartered Financial Analyst (CFA) designation in September 2009 and is a member of the San Francisco Society of Financial Analysts.

Mr. Martin holds the Series 4 (Registered Options Principal) Series 66 (Uniform Combined State Law) and the Series 63 (Uniform Securities Agent) licenses.

Disciplinary Information (Item 3)

Mr. Martin has no disciplinary history.

Other Business Activity (Item 4)

Mr. Martin is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Shelton Capital Management.

Additional Compensation (Item 5)

Mr. Martin does not receive economic benefits from any person or entity other than Shelton Capital Management in connection with the provision of investment advice to clients.

Supervision (Item 6)

Mr. Martin's investment recommendations are subject to the provisions of Shelton Capital Management's Compliance Manual, Code of Ethics, and the investment restrictions applicable to the accounts managed. Mr. Martin is supervised by Stephen C. Rogers, Chief Executive Officer and he can be reached by calling the telephone number on the cover of Form ADV.

[1] To earn a CFA charter, you must have four years of qualified investment work experience, become a member of CFA Institute, pledge to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct on an annual basis, apply for membership to a local CFA member society, and complete the CFA Program, which is organized into three levels, each culminating in a six-hour exam. To learn more about the program, please visit www.cfainstitute.org.

Supplement

William P. Mock, Portfolio Manager

May 10, 2021

Introduction and Overview (Item 1)

This Brochure Supplement provides information about William P. Mock that supplements Shelton Capital Management's ADV Brochure. You should have received a copy of that Brochure.

Please contact Gregory Pusch, gpusch@sheltoncap.com, if you did not receive a copy of Shelton Capital Management's ADV Brochure or if you have any questions about the contents of this supplement.

Education, Background and Business Experience (Item 2)

Mr. Mock is the lead member of the portfolio management team for Shelton's US Government and municipal fixed income and money market funds. He rejoined the firm in February 2010 after serving as a portfolio manager for Shelton Capital Management from 2001 to 2003. Mr. Mock left the firm to join TKI Capital Management, a convertible arbitrage hedge fund, where he served as head trader through 2006.

Mr. Mock holds a B.S. degree in Electrical Engineering from Kansas State University and an MBA with Honors from the University of Chicago Graduate School of Business.

Mr. Mock holds the Series 3 (National Commodities Futures Exam) and the Series 65 (Uniform Investment Advisor) licenses.

Disciplinary Information (Item 3)

Mr. Mock has no disciplinary history.

Other Business Activity (Item 4)

Mr. Mock k is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Shelton Capital Management.

Additional Compensation (Item 5)

Mr. Mock does not receive economic benefits from any person or entity other than Shelton Capital Management in connection with the provision of investment advice to clients.

Supervision (Item 6)

Mr. Mock's investment recommendations are subject to the provisions of Shelton Capital Management's Compliance Manual, Code of Ethics, and the investment restrictions applicable to the accounts managed. Mr. Mock is supervised by Stephen C. Rogers, Chief Executive Officer and he can be reached by calling the telephone number on the cover of Form ADV.

Supplement

Andrew Manton, Portfolio Manager

May 10, 2021

Introduction and Overview (Item 1)

This Brochure Supplement provides information about Andrew Manton that supplements Shelton Capital Management's ADV Brochure. You should have received a copy of that Brochure.

Please contact Gregory Pusch, gpusch@sheltoncap.com, if you did not receive a copy of Shelton Capital Management's ADV Brochure or if you have any questions about the contents of this supplement.

Education, Background and Business Experience (Item 2)

Mr. Manton is a Portfolio Manager the Shelton International Select Equity Fund, and a member of the international portfolio management team. He joined the firm in July 2016 after serving as a Senior Portfolio Manager at WHV. Prior to his affiliation with WHV, Mr. Manton was a Senior Research Analyst and a member of the Large Cap Global Equities team at Victory Capital Management, and an analyst in both the fundamental Active Equities and Quantitative Strategies groups at Deutsche Asset Management.

Mr. Manton holds a BS in Finance from the University of Illinois at Chicago and an MBA with a concentration in Quantitative Finance and Accounting from the Tepper School of Business at Carnegie Mellon University.

Disciplinary Information (Item 3)

Mr. Manton has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Mr. Manton or Shelton Capital Management.

Other Business Activity (Item 4)

Mr. Manton is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Shelton Capital Management.

Additional Compensation (Item 5)

Mr. Manton does not receive economic benefits from any person or entity other than Shelton Capital Management in connection with the provision of investment advice to client.

Supervision (Item 6)

Mr. Manton's investment recommendations are subject to the provisions of Shelton Capital Management's Compliance Manual, Code of Ethics, and the investment restrictions applicable to the accounts managed. Mr. Manton is supervised by Stephen C. Rogers, Chief Executive Officer and he can be reached by calling the telephone number on the cover of Form ADV.

Supplement

Jeffrey Rosenkranz, Portfolio Manager

May 10, 2021

Introduction and Overview (Item 1)

This Brochure Supplement provides information about Jeffrey Rosenkranz that supplements Shelton Capital Management's ADV Brochure. You should have received a copy of that Brochure.

Please contact Gregory Pusch, gpusch@sheltoncap.com, if you did not receive a copy of Shelton Capital Management's ADV Brochure or if you have any questions about the contents of this supplement.

Education, Background and Business Experience (Item 2)

Mr. Rosenkranz joined Shelton Capital Management on January 25, 2019. He has 21 years of experience investing in the credit markets, with an emphasis in high yield, distressed debt, and special situations. Prior to joining Shelton Capital Management, he was a Partner, Co-CIO and member of the portfolio management team at Cedar Ridge Partners, LLC since 2013, and prior to that a Partner and the Director of Research for Cooperstown Capital Management from 2009 to 2013, and a Founding Principal and Co-Head of Research for Durham Asset Management from 2003 to 2009. He began his career at Ernst & Young LLP and The Delaware Bay Company.

Mr. Rosenkranz holds an M.B.A. (Finance and Accounting) from the Stern School of Business at New York University and earned a B.A. (Economics and Spanish) from Duke University. He is also Certified Public Accountant.

Disciplinary Information (Item 3)

Mr. Rosenkranz has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Mr. Rosenkranz or Shelton Capital Management.

Other Business Activity (Item 4)

Mr. Rosenkranz is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Shelton Capital Management.

Additional Compensation (Item 5)

Mr. Rosenkranz does not receive economic benefits from any person or entity other than Shelton Capital Management in connection with the provision of investment advice to client.

Supervision (Item 6)

Mr. Rosenkranz's investment recommendations are subject to the provisions of Shelton Capital Management's Compliance Manual, Code of Ethics, and the investment restrictions applicable to the accounts managed. Mr. Rosenkranz is supervised by Stephen C. Rogers, Chief Executive Officer and he can be reached by calling the telephone number on the cover of Form ADV.

Supplement

David Falk, Portfolio Manager

May 10, 2021

Introduction and Overview (Item 1)

This Brochure Supplement provides information about David Falk that supplements Shelton Capital Management's ADV Brochure. You should have received a copy of that Brochure.

Please contact Gregory Pusch, gpusch@sheltoncap.com, if you did not receive a copy of Shelton Capital Management's ADV Brochure or if you have any questions about the contents of this supplement.

Education, Background and Business Experience (Item 2)

Mr. Falk joined Shelton Capital Management on January 25, 2019. He has over 36 years of fixed income experience, with an emphasis on municipal bonds and structured finance. Prior to joining Shelton Capital Management, he was a member of the portfolio management team at Cedar Ridge Partners, LLC since 2009, and prior to that served as an investment banker, research analyst and trader specializing in municipal bonds at firms including Bear, Stearns & Co. Inc. and Lazard Frères & Co.

He holds a Master of Regional Planning degree from the University of North Carolina at Chapel Hill and earned a B.A. (Economics and Urban Studies) from Northwestern University.

Disciplinary Information (Item 3)

Mr. Falk has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Mr. Falk or Shelton Capital Management.

Other Business Activity (Item 4)

Mr. Falk is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Shelton Capital Management.

Additional Compensation (Item 5)

Mr. Falk does not receive economic benefits from any person or entity other than Shelton Capital Management in connection with the provision of investment advice to clients.

Supervision (Item 6)

Mr. Falk's investment recommendations are subject to the provisions of Shelton Capital Management's Compliance Manual, Code of Ethics, and the investment restrictions applicable to the accounts managed. Mr. Falk is supervised by Stephen C. Rogers, Chief Executive Officer and he can be reached by calling the telephone number on the cover of Form ADV.

Supplement

Nick Griebenow, Portfolio Manager

May 10, 2021

Introduction and Overview (Item 1)

This Brochure Supplement provides information about Nick Griebenow that supplements Shelton Capital Management's ADV Brochure. You should have received a copy of that Brochure.

Please contact Gregory Pusch, gpusch@sheltoncap.com, if you did not receive a copy of Shelton Capital Management's ADV Brochure or if you have any questions about the contents of this supplement.

Education, Background and Business Experience (Item 2)

Mr. Griebenow joined Shelton Capital Management on June 18, 2018. He has over seven years of options and derivatives trading experience, including at Charles Schwab.

Mr. Griebenow holds a B.A. (Economics) from Colorado State University.

Disciplinary Information (Item 3)

Mr. Griebenow has not been involved in any legal or disciplinary events that would be material to a client's evaluation ofMr. Griebenow or Shelton Capital Management.

Other Business Activity (Item 4)

Mr. Griebenow is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Shelton Capital Management.

Additional Compensation (Item 5)

Mr. Griebenow does not receive economic benefits from any person or entity other than Shelton Capital Management in connection with the provision of investment advice to clients.

Supervision (Item 6)

Mr. Griebenow's investment recommendations are subject to the provisions of Shelton Capital Management's Compliance Manual, Code of Ethics, and the investment restrictions applicable to the accounts managed. Mr. Griebenow is supervised by Stephen C. Rogers, Chief Executive Officer and he can be reached by calling the telephone number on the cover of Form ADV.

Supplement

Steve Rogers, CEO

May 10, 2021

Introduction and Overview (Item 1)

This Brochure Supplement provides information about Steve Rogers that supplements Shelton Capital Management's ADV Brochure. You should have received a copy of that Brochure.

Please contact Gregory Pusch, gpusch@sheltoncap.com, if you did not receive a copy of Shelton Capital Management's ADV Brochure or if you have any questions about the contents of this supplement.

Education, Background and Business Experience (Item 2)

Steve Rogers, who joined the firm in 1993, serves as the chief executive officer for the company. Steve is also the portfolio manager of the Shelton Core Value Fund, the S&P 500 Index Fund, the S&P MidCap Index Fund, the S&P SmallCap Index Fund and the NASDAQ-100 Index Fund.

Steve earned a B.A. from the University of Iowa in 1988 and earned his MBA from the University of California, Berkeley in 2000.

Disciplinary Information (Item 3)

Mr. Rogers has not been involved in any legal or disciplinary events that would be material to a client's evaluation of Mr. Rogers or Shelton Capital Management.

Other Business Activity (Item 4)

Mr. Rogers is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Shelton Capital Management.

Additional Compensation (Item 5)

Mr. Rogers does not receive economic benefits from any person or entity other than Shelton Capital Management in connection with the provision of investment advice to clients.

Supervision (Item 6)

Mr. Rogers's investment recommendations are subject to the provisions of Shelton Capital Management's Compliance Manual, Code of Ethics, and the investment restrictions applicable to the accounts managed.