

## **CLEARBROOK INVESTMENT CONSULTING LLC**

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### **An SEC Registered Investment Adviser**

This brochure provides information about the qualifications and business practices of Clearbrook Investment Consulting LLC (“CIC”). If you have any questions about the contents of this brochure, please contact us at (212) 359-0290. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about CIC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Registration with the SEC or states does not imply a certain level of skill or training.

## **ITEM 2 MATERIAL CHANGES**

In 2023, CIC entered into a sub-advisory agreement with Mitsubishi UFJ Bank and Trust Corporation (“MUTB”) wherein MUTB will provide sub-advisory investment management to certain institutional clients. For more detailed information please refer to item 4 and 5 of the Brochure.

There have not been any other material changes to CICs advisory business or personnel since the filing of its Annual ADV Amendment.

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## **ITEM 4      ADVISORY BUSINESSES**

A.

CIC is an independent investment advisory firm whose core business is to provide investment and strategic advice, investment solutions, and related wealth advisory services to institutions, individuals and financial advisors worldwide. CIC is wholly owned by Clearbrook LLC, a Delaware limited liability company.

B.

### **Advisory Services**

#### **Pension/Endowment/Foundation Consulting Services**

CIC's primary business is to provide investment planning, implementation advice, and portfolio management recommendations to primarily an institutional client base. Typical clients include corporate and public retirement plans; foundations and endowments; high net worth families and individuals; financial intermediaries and insurance companies. As part of its services, CIC works with its clients to develop Investment Policy Statements, asset allocation models and investment manager recommendations which are tailored to the individual needs of clients. CIC delivers comprehensive written reports for review and discussion, on a monthly and quarterly basis, which include performance evaluations of each investment manager, and each portfolio; comparative performance for established benchmarks, and for peer institutions; assessment of asset allocation and need, if any, for rebalancing.

Additionally, CIC relationship managers present reports to clients or to its clients' Investment Committees on a quarterly basis. The CIC relationship manager will also assist client and/or the client's Investment Committee with regular review and updates of Investment Policy Statements including asset allocation, fund manager selection, and selection of appropriate benchmarks. Other services provided may include custodian review and analysis, ongoing research and education and portfolio manager searches, including non-traditional asset classes.

#### **Discretionary Outsourced Consulting and Investment Management**

An affiliate of CIC, Clearbrook Investment Solutions, LLC ("CIS") provides discretionary consulting services. CIS functions as an outsourced investment team and our investment recommendations are not limited to any specific product or service offering by a broker-dealer or insurance company. CIS remains agnostic and provides investment recommendations and implements those consistent with the client's stated investment objectives, tolerance for risk, liquidity, suitability and investment policy statement.

#### **MUTB – Sub-Advisory Investment Management**

CIC has entered into a Sub-Advisory agreement with Mitsubishi UFJ Trust and Bank Corporation ("MUTB"). In this arrangement, certain institutional clients may select from several investment management programs offered by MUTB as a sub-advisor to CIC. MUTB will retain full investment management authority over the accounts subject to CIC's oversight. The investment

programs will generally focus on Japan related investment themes and will provide international exposure to certain institutional clients.

CIC and CIS provide investment recommendations and/or management with respect to products managed by other investment managers, which may relate to investments in mutual funds, hedge funds, private equity vehicles, commingled trusts, separate accounts, exchange-traded funds (“ETFs”), and interests in partnerships that invest in real estate and other commodities. Clients can exclude categories of securities from investment policies and guidelines and asset allocation policies. CIC does not participate in wrap fee programs by providing portfolio management services.

CIC has Assets Under Advisement totaling \$ 9.8 billion and has Assets Under Management on a full discretionary basis totaling \$480 million. CIC’s affiliated advisors provide investment management to an additional \$192 Million in Assets under Management.

## **ITEM 5 FEES AND COMPENSATION**

A.

CIC charges fees based on a percentage of assets under management or advisement, hourly charges and fixed fees. It does not maintain a fee schedule but negotiates its fees with individual clients as described below.

Fees are based on a combination of factors including the size of the account, number of managers involved, the amount of work expected to be performed and the length of the contract. Asset-based fees typically range between 25 basis points per year and 3 basis points per year on a sliding scale. Flat fee pricing is used with some accounts. All fees are negotiable and subject to change.

B.

Clients are generally invoiced quarterly in arrears, and fees are due and payable within 30 days of the invoice. Fees are not deducted from client accounts.

C.

Client portfolios are subject to other fees and charges in connection with investments made which are in addition to CIC’s advisory fee described above. These fees and charges may include sub-advisory fees for asset managers advising on separate accounts, clearing, custody and other transaction charges, service fees and/or internal expenses collected by mutual funds, alternative investments, and similar pooled investment products. Product-related expenses are set forth in mutual fund prospectuses and alternative investments subscription agreements and may include distribution and management fees. These fees and charges are in addition to CIC’s advisory fee described above. A client could invest in a mutual fund or alternative investment directly without the services of CIC.

D.

If agreements are canceled during their term, any fees due either party will be prorated appropriately as set forth in the advisory agreement. Accordingly, if a client pays in advance and the agreement is terminated prior to the end of the billing period, CIC will return a proportionate amount of the fees based on the percentage of services performed or the proportion of the period for which CIC has performed services, depending on the particular client agreement.

E.

Neither CIC nor any of its officers, directors, employees, or persons providing advice on CIC's behalf and subject to CIC's supervision and control accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

#### **ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Neither CIC nor any of its officers, directors, employees, or persons providing advice on CIC's behalf and subject to CIC's supervision and control accept performance-based fees in connection with any Pension/Endowment/Foundation Consulting Services.

#### **ITEM 7 TYPES OF CLIENTS**

CIC generally provides investment advice to foundations, pension and profit-sharing plans, trusts, estates or charitable organizations and high net worth individuals/family offices.

#### **ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

A.

CIC's securities and analysis methods include fundamental, technical and cyclical. Other methods of analysis include interviews and on-site visits with investment managers.

CIC's analytical focus is on recommending suitable investment managers for clients; seldom does CIC engage in analysis of individual equity or fixed income securities. These investment managers, in turn, select individual securities for each client based on the investment manager's stated investment strategy.

B.

Investing in securities involves risks of loss that clients should be prepared to bear. The principal risks associated with CIC's strategy are:

- General Investment Risk, i.e., the risk of deterioration in the financial markets in general;

- Strategy Risk, i.e., the risk that CIC's investment strategies and/or investment techniques may not work as intended;
- Investment Manager Risk, i.e., the risks associated with the recommendation of third-party investment management firms, such as fraud, deviation from defined strategies, human or system error and poor judgment.

General Investment Risk. All investments in securities and other financial instruments involves substantial risk of volatility (potentially resulting in rapid declines in market prices and significant losses) arising from any number of factors that are beyond the control of CIC and the investment managers that it recommends, such as changing market sentiment, changes in inflation, exchange or interest rates, changing domestic or international economic or political conditions or events or changes in tax laws and governmental regulation. Changes such as these, as well as innumerable other factors, are often unpredictable and unforeseeable, rendering it difficult or impossible to predict or foresee future market movements.

Strategy Risk. CIC will use its best efforts to recommend suitable investment managers for clients. CIC's investment strategies and/or investment techniques may not work as intended because of the failure of its strategies to properly meet client objectives. CIC will also use its best efforts to ascertain significant details regarding the strategies used by the investment managers that it recommends. In many cases, however, CIC will not be given access to all required information.

Investment Manager Risk. CIC will not have custody or control over the assets managed by the investment managers. Clients are at risk if the investment manager fails to perform or exercises fraud, misrepresentation or simple bad judgment. Among other things, an investment manager could divert or abscond with the assets allocated to it, fail to follow its stated investment strategy and restrictions, issue false reports or engage in other misconduct. This could result in serious losses to the client.

## **ITEM 9           DISCIPLINARY INFORMATION**

CIC is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. CIC does not have any required disclosures to this Item.

## **ITEM 10       OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

A.

Neither CIC nor any of management persons (as defined above in Item 9) are registered, or have an application pending to register as broker-dealer.

B.

Neither CIC nor any of management persons are registered, or have an application pending to register as a futures commission merchant, a commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities.

C.

There are no relationships or arrangements that are material to CIC's advisory business or to our clients that CIC or any of its management persons (as defined above in Item 9) have with any of the following related persons listed below, except as stated immediately below in this Item:

1. broker-dealer, municipal securities dealer or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, a commodity pool operator or commodity trading advisor
5. banking or thrift institution; accountant or accounting firm; lawyer or law firm; and
6. insurance company or agency; pension consultant; real estate broker or dealer.
7. Sponsor or syndicator of limited partnerships

Clearbrook Investment Solutions, LLC ("CIS") is an affiliate of CIC and an investment adviser registered with the Securities and Exchange Commission. CIC provides ongoing business support to CIS, including but not limited to reporting, performance measurement, marketing presentations and research and transitional support to CIS. Such activities do not create conflicts of interest with respect to CIC.

CBF Advisors, LLC ("CBF") is an affiliate of CIC. CBF is a SEC registered investment adviser that provides investment supervisory services to the Clearbrook Global Multi-Strategy Fund, LLC ("Fund") a Delaware Series limited liability Company, operated as a "fund of hedge funds". CIC provides ongoing business support to CBF, including but not limited to, reporting, performance measurement, manager due diligence and research.

D.

#### Conflicts of Interest

In limited situations and in accordance with the client's investment objectives and mandates, CIC may recommend the purchase of interests in investment vehicles managed by CIC's affiliate, CBF. CBF provides investment supervisory services to the Funds. Generally, CBF has complete discretion and authority to manage and direct the investment of capital for the Funds. CBF does not participate in the selection, buying or selling of specific securities of operating issuers, but

instead selects hedge funds or other private investment vehicles or direct interests in start up companies in which the Fund invests.

In order to address any perceived conflicts of interest, CBF does not assess performance fees wherein any CIC client has invested into any Funds. Notwithstanding any grant of discretionary authority, CIC will not exercise such discretion in connection with its recommendation to any client to invest in any Funds. Such clients will be provided with full disclosure of all fees and expenses of the Fund and will execute a separate subscription agreement. Furthermore, CIC investment management fees are not assessed on assets invested in any Fund.

#### **ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

A.

Code of Ethics. CIC has adopted a Code of Ethics (the “Code”) that sets forth the standards of conduct expected of CIC personnel. All personnel are required annually to acknowledge in writing that they have received and will comply with the Code. The Code requires all personnel to comply with federal securities laws and to report all violations of the Code to CIC’s Chief Compliance Officer (“CCO”). The Code states that CIC’s personnel owe a fiduciary duty to CIC’s clients requiring them to act in the best interests of CIC’s clients. CIC personnel must avoid conflicts of interest with clients and actions or activities that allow (or appear to allow) them or their family members to profit or benefit from their relationships with CIC at the expenses of clients. The Code contains policies specific to the safeguarding of non-public personal information of clients and the avoidance of conflicts of interest. The Code also prohibits manipulative trading practices and insider trading. In addition, the Code restricts personnel from giving or receiving gifts in excess of de-minimus value to or from persons that do business with or on behalf of CIC.

The Code also contains provisions specific to certain personnel called “Access Persons.” These provisions are intended to guard against front-running, insider trading, and other trading improprieties by Access Persons. Access Persons are required to provide CIC’s CCO with annual personal securities holdings reports and quarterly securities transaction reports (or brokerage statements in lieu of such reports). In addition, Access Person investments in initial public offerings and private placements must be pre-approved by CIC’s CCO.

CIC’s CCO is required to report issues that arise under the Code to senior management at least annually. CIC will provide a copy of its Code of Ethics to any client upon request.

B.

See response to Item 10, section D.

C.

Investment in Recommended Securities. For a limited number of non-institutional accounts, CIC or a related person may invest in the same or related securities that recommends to clients. CIC has

established processes in its Written Policies and Procedures Manual and Code of Ethics to address potential conflicts of interest in this regard. CIC has prohibited in its written policies any trade order that, among other prohibitions, is for a fraudulent purpose, falls outside the client's Investment Parameters or constitutes an agency cross trade between its clients. CIC's Director of Trading Operations must review and must approve or reject each client order to confirm that CIC has sufficient legal authority to place the proposed order and that the proposed order is within the client's Investment Parameters. CIC's Code of Ethics, as described above in Item 11A, generally prevents its Access Persons from participating in personal securities transactions that represent a conflict of interest with a client or a breach of one's fiduciary obligations. Access Persons must annually certify their compliance with these rules.

D.

Trades in the Same Securities at the Same Time as a Client. Neither CIC nor any of its related persons recommends securities to clients or buys or sells securities for client accounts at the same time that CIC or the related person buys or sells the same securities for its own (or the related person's own) account.

## **ITEM 12      BROKERAGE PRACTICES**

A.

CIC does not select or recommend broker-dealers in its principal business of providing investment planning, implementation advice, and portfolio management assistance to primarily an institutional client base. Instead, CIC recommends investment managers, and the choice of the broker is made by the client and investment manager.

B.

CIC has no soft-dollar or research arrangements or agreement to receive client referrals with MAS or any other broker-dealer. CIC does not routinely recommend, request or require that a client direct CIC to execute transactions through a specified broker-dealer.

C.

CIC does not aggregate the purchase or sale of securities for client accounts.

## **ITEM 13      REVIEW OF ACCOUNTS**

CIC performs routine monthly reviews and oversight of all investments and provides a summary of investment performance results by manager and portfolio. Significant events, such as extreme market changes or social events, or client specific events, such as a merger, may trigger special reviews.

CIC delivers comprehensive written reports for review and discussion, which include performance evaluations of each investment manager, and each portfolio; comparative performance for

established benchmarks, and for peer institutions; assessment of asset allocation and need, if any, for rebalancing. Additionally, CIC's relationship managers present reports to clients or to its clients' Investment Committees on a monthly and quarterly basis. The CIC relationship manager will also assist client and/or the client's Investment Committee with regular review and updates of Investment Policy Statements including asset allocation modeling, fund manager selection recommendations, and recommendations regarding selection of appropriate benchmarks.

#### **ITEM 14      CLIENT REFERRALS AND OTHER COMPENSATION**

CIC has no arrangements with third parties to provide investment advice or other advisory services to CIC's clients. CIC does not currently have an arrangement with anyone as a solicitor to refer clients.

#### **ITEM 15      CUSTODY**

CIC does not have custody of client funds or securities.

#### **ITEM 16      INVESTMENT DISCRETION**

Generally, CIC provides pension consulting services (assets under advisement). In very limited circumstances, CIC has accepted discretionary authority to manage investment portfolios on behalf of high-net worth clients and institutions. CIC will enter into a written agreement with the client that specifies this authority and grants CIC a power of attorney prior to exercising discretion.

#### **ITEM 17      VOTING CLIENT SECURITIES**

CIC, as a matter of policy and practice, has no authority to vote proxies on behalf of clients. Clients may elect to delegate proxy voting authority to the investment managers that the client engages to provide investment advisory services to such client. Clients will receive their proxies or other solicitations directly from their custodian or a transfer agent rather than from CIC. Clients are free to contact their primary consultant with questions concerning a particular solicitation.

#### **ITEM 18      FINANCIAL INFORMATION**

CIC is not required to provide financial information because it does not require prepayment of more than \$1,200 in fees per client, six months or more months in advance. There are no known financial conditions that would impair CIC's ability to meet contractual commitments to clients. CIC has not been the subject of a bankruptcy petition.