
CLAYTON PARTNERS

**Form CRS Relationship Summary
March 2022**

There are different ways you can get help with your investments. You should carefully consider which types of accounts and services are right for you. Free and simple tools are available to research firms and financial professionals at www.investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

We are an investment adviser registered with the Securities and Exchange Commission that offers advisory accounts and services rather than brokerage accounts and services. This document gives you a summary of the types of services we provide and how you pay. Please ask us for more information. There are some suggested questions to ask us at the end of each section.

RELATIONSHIPS AND SERVICES

WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE TO ME?

Clayton invests principally, but not solely, in equity and equity-related securities that are traded publicly in U.S. and non-U.S. markets on behalf of its clients but is authorized to enter into any type of investment transaction that it deems appropriate, under the terms of the client's partnership or other account agreement.

The investors in the Fund have no opportunity to select or evaluate any Fund investments or strategies. Clayton selects all Fund investments and strategies.

Asset Management Services

- We will provide you advice on a regular basis. We will discuss your investment goals and help you design a strategy to achieve your investment goals.
- We will regularly monitor your account.
- The accounts we offer allow us to buy and sell investments in your account without asking you in advance (a "discretionary account") or we may give you advice and you decide what investments to buy and sell (a "non-discretionary account").
- We will review your account at least quarterly and contact you by phone or email at least annually to discuss your portfolio.
- We require that you invest at least \$250,000 to obtain our asset management services.

FOR ADDITIONAL INFORMATION, please see our Form ADV Part 2A: <https://adviserinfo.sec.gov/firm/summary/127546> brochure Items 4, 7, and 13.

QUESTIONS TO ASK US:

- ▶ *Given my financial situation, should I choose an investment advisory service? Why or why not?*
- ▶ *How will you choose investments to recommend to me?*
- ▶ *What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?*

FEES, COSTS, CONFLICTS, AND STANDARD OF CONDUCT

WHAT FEES WILL I PAY?

Fees and costs affect the value of your account over time. The following summarizes the fees and costs you will pay for our advisory services.

Asset Management Fees

- The amount you pay to our firm and your financial professional generally does not vary based on the type of investments we select on your behalf. The asset-based fee reduces the value of your account and will be deducted directly from your account.
- Our fees vary and are negotiable. The amount you pay will depend, for example, on the services you receive and the dollar value of assets in your account.
- For **asset management accounts** you will sometimes pay a transaction fee when we buy and sell an investment for you.
- You may have to pay fees to a broker-dealer or bank that will hold your assets such as custodian fees and account maintenance fees.
- Some investments (such as mutual funds and variable annuities) impose additional fees that will reduce the value of your investment over time.
- The more assets you have in the advisory account, including cash, the more you will pay us. Therefore, we have an incentive to increase the assets in your account to increase our fees. You pay our fee quarterly even if you do not buy or sell.
- An asset-based fee may cost more than a transaction-based fee, but you may prefer an asset-based fee if you want continuing advice or want someone to make investment decisions for you.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

WHAT ARE YOUR LEGAL OBLIGATIONS TO ME WHEN ACTING AS MY INVESTMENT ADVISER? HOW ELSE DOES YOUR FIRM MAKE MONEY AND WHAT CONFLICTS OF INTEREST DO YOU HAVE?

We are held to a fiduciary standard that covers our entire investment advisory relationship with you including monitoring your portfolio, investment strategy, and investments on an ongoing basis, among other requirements.

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.

- The more assets you have in your advisory account, including cash, the more you will pay us. Therefore, we have an incentive to increase the assets in your account to increase the amount we earn (i.e., recommending that you rollover your retirement plan account or transfer assets to our firm).
- Because of asset based pricing, we charge clients different fees for the same investment strategy.

HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?

- We are compensated based on the amount of client assets we service. The more assets you have in the advisory account, including cash, the more you will pay us and the more we will earn. Therefore, we have an incentive to increase the assets in your account to increase the amount we earn (i.e., recommending that you rollover your retirement plan account or transfer assets to our firm).

FOR ADDITIONAL INFORMATION, please see our Form ADV Part 2A <https://adviserinfo.sec.gov/firm/summary/127546> brochure Items 4, 5, and 10 and any brochure supplement your financial professional provides.

QUESTIONS TO ASK US:

- ▶ Help me understand how these fees and costs might affect my investments. If I give you \$100,000 to invest, how much will go to fees and costs, and how much will be invested for me?
- ▶ How might your conflicts of interest affect me, and how will you address them?

DISCIPLINARY HISTORY

DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE A LEGAL OR DISCIPLINARY HISTORY?

No. Please visit www.investor.gov/CRS for a free search tool to research us and our financial professionals.

QUESTIONS TO ASK US:

- ▶ Do you or your financial professionals have a disciplinary history? For what type of conduct?

ADDITIONAL INFORMATION

HOW DO I GET ADDITIONAL INFORMATION ABOUT YOUR FIRM AND SERVICES?

FOR ADDITIONAL INFORMATION ABOUT OUR SERVICES, see our Form ADV brochure on www.investor.gov/CRD, www.adviserinfo.sec.gov/IAPD, and any brochure supplement your financial professional provides.

Call us at (415) 296-5070 or email alex@claytonpartners.com to request up-to-date information and request a copy of the relationship summary.

QUESTIONS TO ASK US:

- ▶ Who is my primary contact person?
- ▶ Is he or she a representative of an investment adviser or a broker-dealer?
- ▶ Who can I talk to if I have concerns about how this person is treating me?