Part 2A of Form ADV: Firm Brochure

CLINTON INVESTMENT MANAGEMENT, LLC

March 31, 2023

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This brochure ("**Brochure"**) provides information about the qualifications and business practices of Clinton Investment Management, LLC ("**CIM**" or "**Firm**", "**we**", "**our**"). If you have any questions about the contents of this Brochure, please contact us at 203-276-6246 or at contactus@clintoninvestment.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("**SEC**") or by any state securities authority.

Additional information about CIM is also available on the SEC's website at www.adviserinfo.sec.gov.

The Adviser is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply any level of skill or training.

Item 2 - Material Changes

This Brochure was last amended on March 30, 2022.

Material changes to this Brochure since the last annual amendment include:

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

  New strategy and risk description for the *Taxable Market Duration* strategy

The Firm encourages readers to review this Brochure in its entirety as some changes to this Brochure may be considered material to some readers and immaterial to others.

If the Firm makes any further material changes to this Brochure, this Item will be revised to identify and discuss such changes.

Item 3 – Table of Contents

Item 4 - Advisory Business

A. Firm Information

CIM was established in May of 2007 as a Delaware limited liability company. CIM is 99% owned by its Chief Executive Officer ("**CEO**"), Andrew Clinton.

B. Advisory Services

CIM specializes in the management of tax exempt fixed income portfolios for individual investors, financial advisors and institutional investors in the form of separately managed accounts ("**SMA**"). Our investment philosophy focuses on maximizing our client's after-tax total rate of return, over time, while achieving consistent, competitive yields, and reducing our client's volatility experience. We do this using a research-based, diversified investment process, which focuses on three key decision criteria—duration, sector allocation and security selection.

Certain SMAs may also invest in corporate debt, U.S. government securities or equity securities. The SMAs are customized to reflect and meet the unique investment requirements of the specific client, and actively managed to take advantage of any emerging investment opportunities in the market that best fit the client's needs.

CIM does not provide financial planning, estate planning, or insurance planning services.

If requested by a client, CIM may provide limited consultation services on investment and non-investment related matters that are not included in the investment management process. Any such services would be offered exclusively on an unsolicited basis, for which CIM will not receive any additional fee or compensation.

Clients are typically referred to CIM by other non-affiliated investment advisors ("**Financial Advisors**"). CIM may have a single sub-advisory investment agreement with the referring Financial Advisor, in the instance that the Financial Advisor has full discretion over client assets, or a direct investment management agreement with the referred end client. In either instance, the referring Financial Advisor is typically CIM's main point of contact for client portfolio updates and communications. The Financial Advisor maintains the end client relationship and is responsible for determining the suitability of CIM and its investment advisory services as described in the effective investment management agreements.

C. CIM has the ability to customize its services to the individual needs of its clients. CIM does allow clients to impose reasonable restrictions on investing in certain securities or types of securities. These restrictions must be submitted in writing and approved by CIM prior to being implemented on the specified account.

D. CIM does participate in wrap programs that are sponsored by non-affiliated entities and provides the same level of investment advisory services to these clients. For its investment advisory services CIM receives from the wrap program sponsor a portion of the all-inclusive wrap fee paid by the client to the wrap program sponsor. The wrap program allows clients to receive discretionary portfolio management services from any of the participating investment advisors, assistance in choosing the appropriate portfolio managers, trade execution services as well as custodial services for a single all-inclusive fee for these services offered by the wrap program sponsor.

All assets at CIM are managed in a consistent fashion across the firm regardless of the source of the assets.

E. CIM has $1,689,377,858 of assets under management as of December 31, 2022. All of CIM client's assets are managed on a discretionary basis.

Item 5 - Fees and Compensation

A. Clients hire CIM to provide discretionary investment advisory services on a *fee-only* basis. CIM's annual investment management fee is based on a percentage (%) of the market value (inclusive of accrued interest) of the assets placed under CIM's management. CIM's maximum investment management fee is .85%. CIM may decide to charge a lesser investment management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.) as agreed and expressed in the fee schedule annexed to the investment advisory agreement. Unless otherwise stipulated, CIM's annual investment management fee will be pro-rated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter using third party pricing provided by the custodians.

Both CIM's investment advisory agreement and the custodial/clearing agreement allow the custodian to debit the account for the amount of the CIM investment management fee and to directly transfer that investment management fee to CIM. In the instance that the client requests CIM to directly bill the client, payment is due upon receipt of CIM's invoice.

C. In addition to CIM's investment management fee clients are responsible for transaction costs, custodial fees if applicable, fees for services provided by other Financial Advisors hired by the client as well as fees associated with any mutual fund holdings in their account. CIM receives no compensation other than the investment management fee.

D. The investment advisory agreement between CIM and the client will continue until terminated by written notice as explained in the investment advisory agreement. Upon termination of the investment advisory agreement and payable prior to the end of the billing period CIM will refund the pro-rated portion of the advanced investment management fee paid based upon the number of days remaining in the billing quarter.

E. CIM receives no compensation for transactions on securities or other investment products in client accounts. CIM is compensated solely through investment management fees agreed upon in investment advisory agreements with our clients.

Item 6 - Performance-Based Fees and Side-By-Side Management

CIM does not charge a performance-based fee on any of its investment strategies.

Item 7 - Types of Clients

CIM provides its clients (high net worth individuals, individuals, business entities, trusts, estates, Financial Advisors, institutional clients, etc.) with discretionary investment advisory services for each SMA.

CIM provides investment advice primarily to high-net-worth individuals, individuals, trusts, estates, and some corporations and business entities. CIM typically requires a stated minimum of $250,000 in total assets in order to open and/or maintain an investment account.

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

A. Methods of Analysis and Investment Strategies

In constructing portfolios for our tax-exempt fixed income SMA strategies CIM seeks to maximize risk adjusted returns through a rigorous investment process including; duration any yield curve position, sector allocation, bond structure, credit analysis, opportunistic trading and market experience of our portfolio managers.

Our investment philosophy focuses on maximizing our client's after-tax total rate of return, over time, while achieving consistent, competitive yields, and reducing our client's volatility experience. We do this using a research-based, diversified investment process, which focuses on three key decision criteria—duration, sector allocation and security selection.

Duration

We position portfolios based on our view of the future direction of interest rates. We then take advantage of any inefficiencies we identify along the municipal yield curve by overweighting or underweighting those areas of the curve that our research indicates to be most attractive or unattractive on a relative basis.

Sector Allocation

When we have determined optimal yield curve positions, we aim to further enhance client returns through sector allocations.

Security Selection

We then research and review the underlying credit quality of not only those individual credits that we currently hold, but also those we may prospectively seek to buy. Lastly, through our application of quantitative analysis in this highly fragmented marketplace, we look to uncover and exploit any structural mis-pricings that exist in individual securities.

Investment Strategies

Each investment strategy has targets for duration, yield curve positioning, credit quality and diversification based on CIM's current macro-economic view. These targets, as well as any client restrictions are factored into the firm's portfolio management system to ensure that transactions are allocated in an equitable, compliant manner in accordance with each strategy and each account's investment objectives. Our portfolio management system allows for ongoing monitoring of each account's compliance with its investment objectives and restrictions.

In each of CIM's investment strategies we use fundamental credit analysis of both current and historic data to assess an issuers financial health, in determining an investment opportunity. Our goal is to invest in improving credits that will "tighten" is spread as their credit quality improves.

CIM is constantly surveilling both the primary and secondary markets for investment opportunities based on relative value, historic spread divergence and market dynamics that may create investment opportunities for our clients.

CIM offers the following investment strategies:

1) **Short Duration Strategy. Focus on:**

- Geographically Diversified
- Tactical; Relative Value, Income Driven

2) **Intermediate Duration Strategy. Focus on:**

- Geographically Diversified
- Tactical; Total Return Driven

These investment strategies seek to reduce risk while maximizing our client's after-tax returns. We do this through the implementation of a tactical, total return approach, backed by deep research. Subject to CIM’s discretion, the minimum investment for these strategies is $250,000.

3) **Market Duration Strategy. Focus on:**

- Geographically Diversified
- Tactical; Total Return Driven

The investment strategy seeks to add value across the entire yield curve. Our intense focus on deep fundamental and quantitative research enables us to promptly and consistently capitalize on market inefficiencies as they arise. Subject to CIM’s discretion, the minimum investment for this strategy is $250,000.

4) **Taxable Market Duration Strategy. Focus on:**

- Geographically Diversified
- Tactical; Total Return Driven

The investment strategy seeks to create a predictable stream of taxable income while focusing on stable returns over a credit cycle. Tactical duration positioning, active sector allocation, and security selection, based on deep, fundamental credit research, are the foundation of our investment process, enabling us to quantify appropriate compensation for risk as we seek to achieve strong relative returns over time. Subject to CIM’s discretion, the minimum investment for this strategy is $250,000.

5) **Credit Opportunities Strategy. Focus on:**

- Maximize "After-Tax" Income
- Credit Driven

The investment strategy seeks to apply our diversified research intensive management style within a universe of lower rated municipal bonds. We believe we can provide a higher level of current income that is sustainable. Historically, municipal bonds within the A, BBB, and BB ratings categories have carried much lower default experience than taxable bonds of similar credit quality while delivering stronger returns on a risk-adjusted and after-tax basis. While there may be short-term volatility, we believe over a reasonable investment horizon, investors are provided the best opportunity to maximize total return and income with this strategy. Subject to CIM's discretion, the minimum investment for this strategy is $500,000.

Tax Loss Harvesting (TLH). Focus on:

Taxable client accounts will generally be included in tax loss harvesting. When engaging in TLH, client accounts will sell bonds with unrealized losses and reinvest the proceeds in another security that is similar. The account may reinvest the proceeds at a higher or lower price than the sale price of the original security. When harvesting losses, we expect to reinvest the proceeds unless instructed otherwise (e.g., hold in cash). To facilitate TLH, CIM will use cross transactions and reallocate securities among client accounts. The TLH cross trades strategy is set by our portfolio managers during their regular meetings throughout the year and implemented by the portfolio management team and the traders. Clients may opt out of tax loss harvesting, cross transactions or both at any time by providing written notification to us. Refer to the Risk Considerations section below and Item 12 for more information on cross trades and tax loss harvesting.

For clients who opt out of tax loss cross transactions, our portfolio management team has full discretion to determine whether to harvest losses in client accounts. Clients may submit written requests, which will be reviewed by our portfolio management team. The team will assess the amount of tax losses to be taken, the amount of losses available to realize, and the amount of reinvesting required. While we attempt to accommodate all requests, the portfolio management team could determine that the harvesting of losses is not appropriate. Should this be the case, we will notify the client. Requests received after the deadline will be processed on a best-efforts basis.

B. Risk Considerations

Investing in any security involves risk of loss that clients should be prepared to bear. Investing in fixed income and specifically municipal bonds include the below described risks.

Duration Risk: duration is the measure of the sensitivity of a bond's price to a one percent change in interest rates. For example, if a bond has a duration of 5yrs. and interest rates rise by 1 percent the value of the bond will decrease by approximately 5%.

Credit Default Risk: the risk that may arise from a borrower failing to make required payments, principal or interest, on outstanding debt. The loss may be a complete or partial loss.

Interest Rate Risk: the risk that a change in the level of interest rates may reduce the value of your bond holdings. This is also referred to as market risk.

Call Risk: the risk faced by the owner of a callable bond that the issuer will exercise its right to redeem the bonds prior to the stated maturity. This typically occurs in a low interest rate environment leaving the owner of the callable bond with reinvestment risk.

Extension Risk: The risk associated with the delayed repayment of principal on a fixed income security. When principal repayment is delayed, value of the security may decline as the bonds duration may increase and therefore experience greater interest rate risk. This risk is especially common with mortgage-backed securities during periods of rising interest rates.

Liquidity Risk: the risk that exists when there is a limited number of buyers for a security when an investor is trying to sell. This usually necessitates the sale of the security at a reduced price in order to attract a buyer, or the investor will need to allow more time for the sale to occur in the hopes of finding a better price. This is largely driven by a higher number of outstanding issues than in comparable taxable markets.

Reinvestment Risk: the risk that future principal and interest payments will be reinvested at lower yields due to a declining interest rate environment.

Regulatory Risk: the risk that the regulators of the market change rules and regulations in a way that would have an adverse effect on the value of an investment.

Political Risk: is similar to regulatory risk except it is associated with the laws and policies created and enforced by elected officials that may have an adverse effect on the value of an investment.

Sector/Region Risk: The risk that the strategy's concentration in the bonds in a specific sector or region will cause the strategy to be more exposed to the price movements of issuers and developments in that sector or region. Portfolios with state or region customizations will be more sensitive to the events that affect that state's economy and stability and may have higher credit risk exposure, especially if the percentage of assets dedicated to the state is invested in fewer issuers.

Market Risk: Prices of securities may become more volatile due to general market conditions that are not specifically related to a particular issuer, such as adverse economic conditions or outlooks, adverse investor sentiment, changes in the outlook for corporate earnings, or changes in interest rates. The markets can also be significantly impacted by unpredictable events such as environmental or natural disasters or pandemics. These types of events may significantly reduce liquidity and marketability for certain securities, including bonds. When liquidity and marketability are reduced, it may be difficult to purchase and sell securities at desired prices or times. In such cases, clients may not achieve their intended level of exposure to certain sectors at favorable prices or when desired.

Prepayment Risk: The risk associated with the early repayment of principal on a fixed income security. When principal is returned early, future interest payments will not be paid. The proceeds from the repayment may be reinvested in securities at a lower, prevailing rate. This risk is especially common with mortgage-backed securities during periods of falling interest rates.

Force Majeure Risk: the risk that investments may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemics or other serious public health concerns, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, cyber-attacks, defective design and construction, accidents, governmental policies and social instability).

Tax Liability Risk: is the risk that a tax exempt bond becomes taxable or subject to the alternative minimum tax due to non-compliance by the issuer or changes to federal or state laws.

Tax Risk: Investing in municipal bonds for the purpose of generating tax-exempt income may not be appropriate for investors in all tax brackets or for all account types. For municipal bonds, depending on the client's state of residence, the interest earned on certain bonds may not be tax-exempt at the state level. Municipal bond holders may also be subject to capital gains taxes and interest income may be subject to alternative minimum tax. In addition, bonds incur ongoing fees and expenses.

Tax Loss Harvesting Risk: The effectiveness of a tax loss harvesting strategy is largely dependent on each client's entire tax and investment profile, including investments made outside of CIM's advisory services. As such, there is a risk that the strategy used to reduce the tax liability of the client is not the most effective for every client. To the extent that a client's custodian uses a different cost basis or tax lot accounting, tax efficiencies may be greater or lower than CIM's estimates. Tax loss harvesting may generate a higher number of trades in an account due to our attempt to capture losses. This can mean higher overall transaction costs to clients. Further, a client account may repurchase a bond at a higher or lower price than at which the original bond was sold.

Cross transactions will be used to facilitate tax loss harvesting in most cases. When using cross transactions for tax loss harvesting, participating client accounts gain exposure to the tax-loss harvested bonds received from other accounts. While CIM generally selects bonds that, in its best judgement, will not change significantly in price, bonds nevertheless are subject to fluctuations in price, and the bonds received may go up or down in value. Please see Cross Transactions under Item 12 for additional information.

Federal and local tax laws and rates can change at any time; changes to tax laws and rates can impact tax consequences for clients. Further, the Internal Revenue Service (IRS) and other taxing authorities have set certain limitations and restrictions on tax loss harvesting. The tax consequences of CIM's tax loss strategy may be challenged by the IRS. Clients should consult with their tax professionals regarding tax loss harvesting strategies and associated consequences.

Item 9 - Disciplinary Action

CIM and its employees have not been involved in any disciplinary actions or legal proceedings in the past ten years that would be material to a client's assessment of CIM.

Item 10 - Other Financial Industry Activities or Affiliations

A-C. Neither the Firm nor any of its employees are registered or have an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of any of the foregoing entities.

D. CIM does not recommend or select other investment advisers for clients.

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

A. CIM's Code of Ethics ("**Code**") serves to establish a standard of business conduct for all of CIM's employees based upon fundamental principles of openness, integrity, honesty and trust. The Code of Ethics is designed to meet the requirements of Rule 204A- of the Investment Advisers Act of 1940, as amended (the "**Advisers Act**") The Code requires that all employees comply with all applicable federal securities laws. It also contains a provision that requires employees to report any violations of the Code. All employees must acknowledge the terms of the Code upon initial employment and annually thereafter. A copy of the Code is available to any client or prospective client upon request.

B.-D. The Code contains an investment policy for personal securities transactions that addresses conflicts that might exist between an employee's investments and investments we make on behalf of our clients. This investment policy is an integral part of the overall Code and requires employees to provide reports on personal securities transactions quarterly and a list of investment accounts and holdings upon becoming an access person (i.e., a supervised person with access to portfolio holding information or involved in making recommendations to clients), and annually thereafter to be reviewed and monitored for compliance with the Code.

Employees are permitted to invest in securities that are also recommended to clients. Owning the same securities that we recommend to a client presents a conflict of interest that we must disclose and mitigate through policies and procedures which include a pre-approval and review by the CCO. At no time will any supervised person of CIM transact in any security to the detriment of any client. The personal trading activity of the Chief Compliance Officer is checked by the CEO.

The Firm also claims voluntary compliance with the CFA Institute Asset Manager Code of Professional Conduct. More information on the CFA Asset Manager Code of Professional Conduct can be found at https://www.cfainstitute.org/en/ethics-standards/ethics/code-of-ethics-standards-of-conduct-guidance

Item 12 - Brokerage Practices

A. Brokerage Selection

CIM is typically retained on a discretionary basis where we have the authority to determine the securities bought and sold in a client's account as well as to choose the executing broker-dealer for these transactions. In selecting the executing broker-dealer, CIM's objective is to seek the best overall execution on each trade for our clients. In seeking best execution, the most important factor is whether the transaction represents the best qualitative execution, including the ability of the broker-dealer to handle the order and efficiently settle the trade, not the lowest possible cost. So although CIM will seek the best rates, it may not necessarily obtain the lowest possible commission rates for transactions. CIM monitors and reviews the quality of our trade execution on a periodic basis.

A1.CIM does not use client commissions or direct client transactions in a soft dollar arrangement in order to receive qualified research from broker-dealers or other third-party research providers.

A2. CIM does not direct brokerage transactions to specific broker-dealers in exchange for client referrals.

A3. Generally, CIM does not allow a client to direct CIM to utilize a specific broker-dealer to execute transactions for the client's account. Notwithstanding this policy, if a client insists that CIM transact on their behalf through a specific broker-dealer we will accommodate the request. If this happens, the client will negotiate terms and arrangements for the account with that broker-dealer, and CIM will not seek better execution services or prices from other broker-dealers. CIM will not be able to "batch" these client's transactions with orders for other accounts managed by CIM. As a result, the client may pay higher commissions or other transaction costs or receive less favorable net prices.

B. Trade Allocation

Part of CIM's daily workflow is to determine the amount of investible cash available in each of our strategies and seek investment opportunities to fill this demand. In the instance that a similar security is suitable for investible cash in multiple accounts, CIM will seek to aggregate these orders to seek better execution and lower transaction costs. This batching of orders may allow CIM to achieve lower transaction costs than would be the case if each order were placed separately.

Once a purchase order is executed the bonds must be allocated to client portfolios. CIM uses its portfolio management system to allocate to eligible accounts with investible cash using a rules-based allocation model.

Each of CIM's investment strategies has targets for duration and yield curve positioning, sector allocation, credit and issuer selection. These targets, as well as any client restrictions are entered into the Firm's portfolio management system to ensure that transactions are allocated in an equitable, compliant manner in accordance with each strategy and each account's investment objectives. In the instance that there are fewer bonds to allocate than available cash our allocation rules-based system gives the highest priority to eligible accounts furthest from the strategies investment targets. In other words, client accounts that would most benefit from an allocation are first in line to receive an allocation.

The sale of securities may occur for several reasons. In the instance that a client has requested an account be liquidated, CIM will request bids from broker-dealers and sell the bonds to the highest bidder in the auction subject to our duty of best execution.

CIM may seek to sell securities for strategic reasons based on yield curve optimization or credit spread widening or tightening. When this type of opportunistic sale is identified, CIM may choose to offer the bonds to the broker-dealer community or request bids for the security. In the instance that CIM chooses to offer the bonds and a broker-dealer is only able to transact on a portion of the bonds CIM uses the same allocation procedures; all owners of the specific security that are part of the aggregated order are identified, and the accounts that most benefit from the sale, in terms of getting closer to the investment objectives of the account, receive the highest priority on the sale allocation.

Cross Transactions

There are instances when it may be beneficial for one client account to sell a security and for another client account to buy the same security which creates an apparent conflict of interest. In order to ensure our duty of best execution for both clients CIM has implemented a cross trade policy. CIM will solicit bids for the securities on a bid wanted platform and participate in the auction process. If CIM is not the highest bidder the bonds will be sold to the highest bidder subject to our best execution duty and no cross transaction will occur. If CIM is the highest bidder, the bonds will be purchased by CIM and allocated to eligible client accounts according to the buy allocation procedures above assuming our best execution duty is fulfilled.

CIM does not receive any compensation when participating in cross trades other than our normal investment management fee set forth in the investment management agreement. The standard brokerage fees charged to affect the cross transaction are incurred by the selling client account just as they would be if CIM were not the highest bidder in the auction.

As mentioned above, CIM has implemented a program intended to allow for the realization of tax losses using cross transactions between client accounts. Bonds being considered for tax loss crossing must have losses greater than, or equal to, the threshold set by our portfolio managers. Each cross candidate is reviewed and assessed to ensure it is appropriate for both clients. This review includes, but not limited to, issuer, maturity, call, rating, and coupon. In all cases, the issuers in the cross trade must be different and the transaction must be in compliance with applicable account restrictions and guidelines.

The trades are aggregated by CUSIPs and executed via a third-party dealer at an evaluated price provided by an independent third-party pricing service. To facilitate these trades, the dealer will charge a fee which is incurred by the client account purchasing the security. CIM does not pay or receive any additional compensation, commission or fee for executing cross trades.

When crossing at an evaluated price, there is no guarantee that the selling or purchasing client will receive the best prices available for that day. However, we believe that the evaluated price is reasonable for both buyer and seller, and we take steps to ensure the evaluated price is representative of fair market value. As part of our tax loss harvest cross process, our traders will review each transaction and determine whether the evaluated price is fair market value. If they determine it is not, the cross transaction will not be executed. In addition, cross trades for tax loss harvesting are subject to the same best execution evaluation as other client trades.

While we take steps to ensure that cross trades are beneficial to both parties, cross trades could result in more favorable treatment of one client over the other. CIM generally uses highest in/first out ("HIFO") accounting in determining cost basis for tax loss harvesting. Client custodians may use a different tax lot/cost basis accounting methodology, which could cause discrepancies in the tax efficiencies estimated by CIM.

Please refer to Item 8 for additional information on tax loss harvesting and cross trades.

Trade Errors

In the instance that a trading error may occur in a client account, CIM will remedy the error in a way to ensure that under no circumstance the affected client account will bear the cost of an error caused by CIM. In the instance that CIM caused the error and the error resulted in a gain, the gain will be retained in the client account, and the error will be corrected. In the instance that CIM caused the error and the error resulted in a loss, the error will be corrected and the account will be reimbursed by CIM for the amount of the loss. In the instance where CIM did not cause the error the party responsible for the error is responsible for correcting the error.

Item 13 - Review of Accounts

A. Accounts are continually monitored for compliance with the strategy targets and individual account restrictions through the Firm's portfolio management system. When an account is outside of the set targets (duration, rating, maturity structure and diversification) that have been placed on the account a portfolio manager will perform an account review and reposition the portfolio accordingly.

Clients are responsible to advise CIM of any changes in their investment objectives and/or financial situation. All clients are encouraged to review investment objectives and account performance with CIM on an annual basis either in person or by telephone.

In addition to the continuous monitoring of accounts CIM may, conduct a separate account review for various reasons including but not limited to a change in investment strategy, a large addition or withdrawal of cash, change in account restrictions, or at the request of a client.

C. Clients receive transaction confirmation notices and account statements at least quarterly directly from the custodian. Clients are urged to compare the account statements received from the qualified custodian with those received from CIM. In instances where CIM provides direct investment advice, it provides a quarterly report summarizing their account characteristics, holdings and performance. CIM also makes available to the Financial Advisors quarterly performance reviews upon request.

Item 14 - Client Referrals and Other Compensation

CIM does not accept benefits from non-clients for providing advisory services to clients nor does the Firm pay non-CIM personnel for client referrals.

Item 15 - Custody

CIM does not physically custody client funds or securities. All client assets are held by unaffiliated qualified custodians appointed by the client or their Financial Advisor. CIM has the authority to debit investment management fees directly from client accounts, and for this reason is deemed to have custody. CIM has no standing letters of authorization in place for the movement of client assets.

Account custodians deliver statements directly to account owners at least quarterly. CIM advises clients to carefully review these statements and compare them to the information received from CIM.

Item 16 - Investment Discretion

All of CIM client’s assets are managed on a discretionary basis. In some instances, there is a direct investment advisory agreement between CIM and the client which is completed and signed by both parties prior to CIM assuming discretionary authority. This authority grants CIM the right to choose the amount and type of securities to be bought and sold in the account as well as the executing broker effecting the transactions. Any limitations requested by the client are approved and placed on the account upon opening or upon written request and approval.

In other instances, CIM acts as a sub-adviser where discretionary authority is granted to CIM through a sub-advisory agreement with the Financial Advisor.

In performing its services, CIM relies in the information received from the client or from the Financial Advisor. In addition, each client is advised that it remains his/her/its sole responsibility to promptly notify CIM if there is ever any change in his/her/its financial situation or investment objectives.

Item 17 - Voting Client Securities

CIM and/or the client will instruct custodians to forward CIM copies of all proxies and shareholder communications. Under Section 206(4)-6 of Advisers Act CIM has implemented policies and procedures around voting proxies. CIM's policy is to vote proxies in the best interest of clients. In the instance that there may be a material conflict between CIM's and the client's interest CIM will maintain documentation of the resolution of the conflict which may involve a recommendation from an independent third party.

CIM maintains records about proxy voting as required under Rule 204-2 (c)(2) of the Advisers Act. The CIMs proxy voting policy is available upon written request. In addition, information regarding how CIM voted on any specific proxy issue is also available to clients upon written request.

CIM also acts on behalf of its clients in regards to corporate actions. In doing so, CIM seeks to act in the best interest of the client.

Item 18 - Financial Information

CIM does not require or solicit pre-payment of more than $1,200 in fees per client, six months or more in advance. CIM and its principal executive officers and management persons have not been the subject of a bankruptcy petition at any time during the past ten years.

Part 2B of Form ADV: Firm Brochure Supplement

CLINTON INVESTMENT MANAGEMENT, LLC

March 31, 2023

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This brochure provides information about Andrew Clinton, Mark Steffen, Claudia Lupinacci, David Karpa, Mark Sullivan, Michael Baldauf, Alexander Clinton, William Veronda and Lynn O'Shea that supplements the Clinton Investment Management, LLC ("**CIM**") brochure. You should have received a copy of that brochure. Please contact CIM if you did not receive CIM's brochure or if you have any questions about the contents of this supplement. Additional information about Andrew Clinton is available on the SEC's website at www.adviserinfo.sec.gov.

Andrew Clinton

Item 1 - Educational Background and Business Experience:

Andrew Clinton, Chief Executive Officer ("**CEO**") and Senior Portfolio Manager

Born: 1971

Item 2 - Educational Background:

Marist College, B.S. Finance & International Trade Management, 1993

Membership: Member of both the CFA Institute and the New York Society of Security Analysts. To be a member of the New York Society of Security Analysts the individual must complete an application and have two member sponsors.

Item 3 - Business Background:

Andrew is CEO and Senior Portfolio Manager responsible for CIM municipal bond portfolios and investment strategies. Prior to founding CIM, Andrew began his career in 1993 building and managing UBS Global Asset Management's separately managed municipal investment capabilities. In his role as Senior PM with UBS, Andrew was responsible for the management and oversight of all separately managed municipal accounts and the SMAr*T Series M Fund. His assets under management totaled over $4.5 billion. His mandate included managing portfolios for high-net-worth, ultra-high-net-worth, and institutional clients. Andrew's responsibilities included credit selection, buy/sell decisions, average weighted maturity selection, sector allocations, and security selection. Mr. Clinton was a member of the firm's Investment Strategy Committee. He is also a member of both the CFA Institute and the New York Society of Security Analysts. He earned a BS from Marist College.

Item 4 - Disciplinary Information:

Andrew Clinton has never been involved in any legal or disciplinary event that would be material to a client's evaluation of his integrity, nor has Mr. Clinton been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

Andrew Clinton does not engage in business activities outside of CIM, nor does he receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to Andrew Clinton for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm's CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

Mark Steffen

Item 1 - Educational Background and Business Experience:

Mark Steffen, Director of Operations
Born: 1961

Item 2 - Educational Background:

Colgate University, B.A. Economics, 1984

Item 3 - Business Background:

Mark joined CIM in 2017. Prior to joining CIM Mark spent three years as Managing Director of Municipals at Academy Securities. Prior to Academy Mark spent 18 years as co-owner of Belle Haven Investments where he was responsible for designing and implementing the systems and procedures necessary to grow the firm's assets under management to $1.7 billion in 2013 with 2,700 separately managed tax-exempt fixed income accounts. During the prior decade Mark was involved in institutional trading, underwriting and sales in the municipal market.

Item 4 - Disciplinary Information:

Mark Steffen has never been involved in any legal or disciplinary event that would be material to a client's evaluation of his integrity nor has Mr. Steffen been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

Mark Steffen does not engage in business activities outside of CIM nor does he receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to Mark Steffen for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm's CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

Claudia Lupinacci

Item 1 - Educational Background and Business Experience:

Claudia Lupinacci, Chief Compliance Officer
Born: 1974

Item 2 - Educational Background:

Pace University, B.B.A. Accounting 1996

Item 3 - Business Background:

Claudia joined CIM in 2018. Prior to joining CIM, Claudia spent 12 years in a client service and operations role at Capital Prospects LLC, a manager-of-emerging managers. She was mainly responsible for client reporting, performance measurement and compliance. Prior to joining Capital Prospects, she spent 7 years at Northern Trust Global Advisors where she began as a fund accountant then later in a client service and investment reporting role.

Item 4 - Disciplinary Information:

Claudia Lupinacci has never been involved in any legal or disciplinary event that would be material to a client's evaluation of her integrity nor has Mrs. Lupinacci been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

Claudia Lupinacci does not engage in business activities outside of CIM nor does she receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to Claudia Lupinacci for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm's CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

David Karpa

Item 1 - Educational Background and Business Experience:

David Karpa, Director of Investor Relations, Client Portfolio Manager, Portfolio Manager
Born: 1974

Item 2 - Educational Background:

Western Michigan University, B.B.A., 1997

Item 3 - Business Background:

David joined CIM in July 2017. Prior to joining CIM, David spent 12 years as a Managing Director with Cincinnati Asset Management (CAM), a $3.2 billion RIA that specializes in US Corporate Credit, where he was responsible for developing new business relationships, providing exemplary client service, and delivering market knowledge. Prior to joining CAM, David was a fixed income product specialist with UBS Global Asset Management and was a member of the Private Client Investment Committee. David began his career in 1997 and has been awarded the Chartered Financial Analyst designation. He received a BBA, with a concentration in finance, from Western Michigan University and is also a member of the CFA Institute and CFA Society of New York.

Item 4 - Disciplinary Information:

David Karpa has never been involved in any legal or disciplinary event that would be material to a client's evaluation of his integrity. Nor has Mr. Karpa been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

David Karpa does not engage in business activities outside of CIM, nor does he receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to David Karpa for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm's CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

William Veronda

Item 1 - Educational Background and Business Experience:

William Veronda, Head of Credit Research
Born: 1946

Item 2 - Educational Background:

University of Pennsylvania Wharton School, B.S. Economics, 1968

Item 3 - Business Background:

Bill joined CIM in 2011. Prior to joining CIM Bill was most recently with UBS Global Asset Management (UBSGAM) where he was Senior Portfolio Manager and Head of Municipal Credit Research. He has over 35 years of experience in corporate, municipal and asset-backed research as well as portfolio management. Prior to joining UBSGAM, Bill was with the Invesco Funds Group as portfolio manager for over ten years. He began his career as a fixed-income analyst with the Liberty Mutual Insurance Company in Boston, MA. Bill is a Chartered Financial Analyst (CFA) and holds a B.S. in Economics from the Wharton School of the University of Pennsylvania.

Item 4 - Disciplinary Information:

William Veronda has never been involved in any legal or disciplinary event that would be material to a client's evaluation of his integrity. Nor has Mr. Veronda been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

William Veronda does not engage in business activities outside of CIM, nor does he receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to William Veronda for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm's CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

Mark Sullivan

Item 1 - Educational Background and Business Experience:

Mark Sullivan, Regional Director
Born: 1983

Item 2 - Educational Background:

Bentley University, B.S. Finance, 2005

Item 3 – Business Background:

Mark joined CIM in 2019. Prior to joining CIM, Mark spent three years at Wells Fargo Asset Management as a Regional Director, where he worked closely with Financial Advisors to deliver investment solutions to meet their clients' investment needs and goals. Products included municipal and taxable fixed income mutual funds and SMAs. Prior to WFAM, Mark was VP of Institutional Sales at Brighton House Associates where he helped build a distribution platform for Institutional Investors to better access private and alternative investments including hedge funds and private equity investments. Prior to BHA, Mark spent 9 years at RS Investments where he served as a Regional Vice President, responsible for the sales and distribution of the firm's mutual fund and SMA strategies within the broker-dealer channel.

Item 4 - Disciplinary Information:

Mark Sullivan has never been involved in any legal or disciplinary event that would be material to a client's evaluation of his integrity nor has Mr. Sullivan been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

Mark Sullivan does not engage in business activities outside of CIM nor does he receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to Mark Sullivan for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm's CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

Michael Baldauf

Item 1 - Educational Background and Business Experience:

Michael Baldauf, Regional Director
Born: 1991

Item 2 - Educational Background:
James Madison University, B.B.A. in Finance, 2013

Item 3 – Business Background:

Mike joined CIM in March 2022. Prior to joining CIM, Mike spent six years as a regional partner with Catalyst Capital Advisors & Rational Funds, firms that specialize in alternative investments in a mutual fund format, where he helped grow the company's assets from $1 billion to more than $6 billion by working closely with Financial Advisors to help integrate advanced strategies into client's portfolios to help them navigate the financial markets. Prior to joining Catalyst Capital Advisors, Mike was a Financial Advisor with AXA Advisors for one year where he worked closely with clients and a team of advisors where he received an in-depth understanding of the financial needs of both clients and advisors. He received a B.B.A. in Finance from James Madison University in 2013.

Item 4 - Disciplinary Information:

Michael Baldauf has never been involved in any legal or disciplinary event that would be material to a client's evaluation of his integrity nor has Mr. Baldauf been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

Michael Baldauf does not engage in business activities outside of CIM nor does he receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to Michael for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm's CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

Alexander Clinton

Item 1 - Educational Background and Business Experience:

Alexander Clinton, Credit Analyst
Born: 2000

Item 2 - Educational Background:

University of Richmond, B.S Finance, 2022

Item 3 – Business Background:

Alex joined CIM in June 2022. In his role as a generalist, he assesses the fundamental credit quality of a broad spectrum of municipal issuers, throughout the country. Prior to joining CIM, Alex worked part-time as a portfolio analyst for CIM from 2018 to 2021. Alexander received his Bachelor of Science in Business Administration degree, majoring in finance, from the University of Richmond (UR). During his time at Richmond, Alex was a senior member of the UR ETF Fund, which managed a portion of the University of Richmond's endowment. During Alex's time in the UR ETF Fund, he served as the senior analyst for the North American team, utilizing a top-down investment philosophy to analyze the current macroeconomic environment and proactively managing and accessing the fund's North American holdings and exposures. In addition, Alex was an active member in the University of Richmond's Finance Society and intramural sports leagues.

Item 4 - Disciplinary Information:

Alexander Clinton has never been involved in any legal or disciplinary event that would be material to a client's evaluation of his integrity nor has Mr. Clinton been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

Alexander Clinton does not engage in business activities outside of CIM nor does he receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to Alexander for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm's CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

Lynn O’Shea

Item 1 - Educational Background and Business Experience:

Lynn O’Shea, Portfolio Analyst
Born: 1998

Item 2 - Educational Background:

Fairfield University, B.S. Finance, 2020

Item 3 – Business Background:

Lynn joined Clinton Investment Management (CIM) in 2021. Prior to joining CIM, Lynn worked for Foley Services supporting billing operations in the finance department. Previously, she worked for an advisory firm assisting in the projection of retirement benefits for federal employees. She also has business development experience working for an IT consulting firm. Lynn received her B.S. from Fairfield University with a major in finance and a minor in business analytics.

Item 4 - Disciplinary Information:

Lynn O’Shea has never been involved in any legal or disciplinary event that would be material to a client’s evaluation of his integrity nor has Ms. O’Shea been involved in any proceeding in which a professional designation or license been revoked or suspended.

Item 5 - Other Business Activities:

Lynn O’Shea does not engage in business activities outside of CIM nor does he receive commissions, bonuses or other compensation based on the sale of securities or other investment products.

Item 6 - Additional Compensation:

No economic benefit is provided to Lynn for providing advisory services by anyone other than a client.

Item 7 - Supervision:

All investment professionals are supervised by Andrew Clinton, the Firm’s CEO. Mr. Clinton determines the advice that is provided to clients and instructs the investment professionals accordingly. Mr. Clinton can be reached at 203-276-6246.

<u>Privacy Policy</u>

Clinton Investment Management, LLC (referred to as "***Clinton***" or "**CIM**") maintains physical, electronic, and procedural safeguards that comply with federal standards to protect its clients' nonpublic personal information ("**Personal Information**"). This Personal Information may typically include, among other things, the client's name and address, personal background, tax information, Social Security or taxpayer identification number, date of birth, assets, income, account balances, investment activity, and accounts at other institutions. In addition to the Personal Information we receive directly from clients we may receive Personal Information from third parties that Clients have authorized to provide to us. We may also obtain Personal Information from third-party service providers in order to verify a client's identity, to prevent fraud, or to help us identify products and services that may be of interest to client. This Privacy Policy applies to current and former Client.

Through this policy and its underlying procedures, *Clinton* attempts to secure the confidentiality of customer records and information and protect against anticipated threats or hazards to the security or integrity of customer records and information.

It is the policy of *Clinton* to restrict access to all current and former clients' Personal Information to those employees and entities who need to know that information in order to provide products or services to the client.

Clinton may disclose the client's Personal Information if *Clinton* is:

(1) previously authorized to disclose the information to individuals and/or entities not affiliated with Clinton, including, but not limited to the client's other professional advisors and/or service providers (i.e., attorney, accountant, insurance agent, broker-dealer, investment adviser, account custodian, etc.);

(2) required to do so by judicial or regulatory process; or

(3) otherwise permitted to do so in accordance with the parameters of applicable federal and/or state privacy regulations.

Clinton does not sell Personal Information.

While Clinton does not collect, use third-party analytics or track information on how our website is used, you should note that the web-server hosting our website may automatically collect a variety of technical and navigational information about the clients and users.

The disclosure of information contained in any document completed by the client for processing and/or transmittal by *Clinton* in order to facilitate the commencement/continuation/termination of a business relationship between the client and a nonaffiliated third party service provider (i.e., broker-dealer, investment adviser, account custodian, insurance company, etc.), including information contained in any document completed and/or executed by the client for *Clinton* (i.e., advisory agreement, client information form, etc.), shall be deemed as having been automatically authorized by the client with respect to the corresponding nonaffiliated third party service provider.

Clinton permits only authorized employees and parties who have signed a copy of *Clinton*'s Privacy Policy to have access to client information. Employees violating *Clinton*'s Privacy Policy will be subject to *Clinton*'s disciplinary process. Additionally, whenever *Clinton* hires other organizations to provide services to *Clinton*'s clients, *Clinton* will require them to sign confidentiality agreements and/or the Privacy Policy.

As required by federal law, we will notify you of our privacy policy annually. We reserve the right to modify this policy at any time, and if we make any material changes we will notify you accordingly.

Should you have any questions regarding the above, please contact Claudia Lupinacci, Chief Compliance Officer.

PROXY VOTING

Background

Rule 206(4)-6 under the Advisers Act addresses an investment adviser's fiduciary obligation to its clients when the adviser has authority to vote their proxies. It aims to ensure that advisers vote proxies in the best interests of their clients and that they provide clients with information about how their proxies are voted. Advisers are required to (1) adopt policies and procedures reasonably designed to ensure that the adviser votes proxies in the best interests of clients; (2) disclose to clients information about the adviser's proxy voting policies and procedures; and (3) disclose to clients how they may obtain information on how the adviser has voted their proxies. Lastly, advisers must maintain certain records relating to proxy voting.

Policies and Procedures

CIM manages separately managed fixed income portfolios on behalf of its Clients, therefore, proxy voting is an unusual occurrence. With that in mind, CIM has adopted the following procedures:

CIM votes proxies related to securities held by the client based on each client's investment management agreement in the best interest of the client. If CIM notified in writing the client may retain the right to vote their own proxies. Otherwise, CIM and/or the Client will instruct custodians to forward CIM copies of all proxies and shareholder communications.

The following guidelines apply:

- Proxy votes will generally be cast in support of management on routine matters.
- Proxy votes will generally be cast against proposals that may reduce the value of the security owned by the client or hamper the liquidity of the issuer of said security.
- We abstain from proxy votes that do not affect the value or liquidity of the held security.
- We abstain from voting when the outcome will most likely not be determined by how CIM votes, thus the cost of voting appears to exceed the potential benefit to the client.
- CIM will not vote on matters related to legal proceedings concerning client securities, including but not limited to class action lawsuits.

In the unlikely event that a proxy vote may present a conflict of interest between the client and CIM, or any employee of CIM, the firm will notify the client of such conflict and offer to vote the client's vote or retain, at CIM's expense, an independent third party to vote the proxy.

CIM has no clients governed by ERISA, therefore, the restrictions under ERISA do not apply.

Clients may obtain a copy of CIM's proxy voting policy, copies of Rules 206(4)-6 and 204-2(c)(2) or information relating to how CIM voted a proxy related to their account by written request to the CCO.

CIM will maintain records of (a) its proxy voting policies and procedures, (b) proxy voting requests received by CIM and (c) proxy votes cast by CIM along with the relevant materials used to cast such a vote, pursuant to Rule 204-2(c)(2) under the Advisers Act.