

**Part 2A of Form ADV: Firm Brochure**

Item 1 Cover Page

PointOak Advisors, LLC is located at 7201 Wisconsin Avenue, Suite 630, Bethesda, Maryland 20814. If you have any questions about the content of this brochure, please contact us at (301) 358-2697 or by email at [mprokop@pointoak.com](mailto:mprokop@pointoak.com). The company website is [www.pointoak.com](http://www.pointoak.com). This brochure was completed on July 23, 2012.

This brochure provides information about the qualifications and business practices of PointOak Advisors. If you have any questions about the contents of this brochure, please contact us at (301) 358-2697. 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 PointOak Advisors also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

PointOak Advisors refers to its business as Independent, Registered Investment Advisors; this description does not imply or suggest a certain level of skill or training, outside of the professional designations achieved by the individuals employed at the company.

## Item 2 Material Changes

Since the annual update of the brochure on 03/20/2009, the company changed its name from BroadOak Asset Management, LLC to PointOak Advisors, LLC.

PointOak Advisors added Washington, DC and Delaware to the list of states in which the firm offers investment advisory services.

MATERIAL CHANGES TO THE FORM ADV PART 2 BROCHURE since the last update of 2/2/11 are:

1. Assets Under Management have changed

Per Part 1A ADV Page 8 as of June 14, 2012

Discretionary: \$0

Non-Discretionary: \$57,112,681

2. Changed description of Fees and Compensation in Item 5 to include commissions
3. PointOak is in the process of becoming a Maryland state-registered adviser

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#### Item 4 Advisory Business

##### A. Description of the Advisory Firm

PointOak Advisors is an investment advisory firm focused on advising company-sponsored retirement plans. PointOak works with Plan Sponsors and Participants of the retirement plan to develop a straight-forward, simple approach to managing the retirement plan and the participant's individual retirement account. The advising is limited to investment company securities available in a company-sponsored retirement plan; this includes, but is not limited to, variable annuities and mutual fund shares.

##### B. Type of Advisory Services

PointOak advises clients on a non-discretionary basis; this includes Plan Sponsors and Participants. PointOak gives guidance to Plan Sponsors about the investment options for their retirement plan, their fiduciary responsibilities, how to fulfill those duties and develop a framework for reviewing the plan at least annually, or more frequently at the client's request. PointOak educates and advises Participants specifically about the investment options available in the company-sponsored retirement plan; the benefit of investing in their retirement plan and provides a basic knowledge of investments.

##### C. Client Tailored Services

All plan Participants can contact PointOak Advisors to discuss their individual company-sponsored retirement plan account, guidance is tailored to the individual's investments in the company-sponsored retirement plan. Investment advisory services for the company-sponsored plan are designed to achieve the most appropriate and suitable investment options for participants while fulfilling the Plan Sponsor's responsibilities according to the company's plan documents.

##### D. Wrap Fee Programs

PointOak Advisors does not participate in wrap fee programs.

##### E. Client Assets under Management

As of June 14, 2012:

Discretionary: \$ 0

Non-Discretionary: \$ 57,112,681

## Item 5 Fees and Compensation

### A. Fee Schedule

PointOak's fees are calculated as a percentage of assets under management or by fixed amount, clients may select either method of compensation.

PointOak Advisors fee schedule:

0.75% per year on Plan assets up to \$1,000,000  
0.50% per year on Plan assets between \$1,000,000 and \$2,500,000  
0.40% per year on Plan assets between \$2,500,000 and \$5,000,000  
0.30% per year on Plan assets over \$5,000,000

As an alternative to the schedule above some clients negotiate a fixed fee payable quarterly upon invoice. Fixed fees range from \$5,000 to \$30,000 per year depending on the size of the plan and the scope of the advisory services.

Fees are negotiable.

Some fees are received in the form of commissions. These commissions are paid by insurance companies and are done so through PointOak's insurance license. PointOak receives these insurance commissions as an alternative to, not in addition to, advisory fees.

### B. Payment of Fees

Clients are billed monthly or quarterly by taking the annualized fee and dividing it by the applicable period. The custodian bank holding the plan assets has been provided a copy of our fee schedule by the client and deducts the appropriate fee as per the contract and forwards the payments to PointOak on a monthly or quarterly basis. Alternatively clients are billed directly by PointOak on a quarterly basis. Billed clients may pay fees in advance or in arrears. Clients that pay fees as a percentage of assets under management pay fees in arrears. PointOak does not have the ability to deduct fees directly from client accounts.

### C. Third-Party Fees Paid by Clients

Other fees applicable to the company-sponsored retirement plan, in connection with PointOak's advisory services are mutual fund expenses. The mutual fund expenses are determined by the investment company the client chooses to include in the retirement plan. The mutual fund expenses are included in the expense ratio. Each mutual fund has a different expense ratio. The expense ratio includes transaction costs, management fees, distribution and service fees (12b-1 fees). Transaction costs are the cost of buying and selling securities for the mutual fund. Management fees are the cost of managing the total portfolio of securities in the mutual fund. The distribution and service fees are the fees to cover expenses for marketing and selling fund shares, including advertising costs, compensation for brokers and others who sell fund shares, and payments for printing and mailing prospectuses to new investors and sales literature prospective investors.

### D. Prepayment of Fees

If a client pays in advance and the advisory contract is terminated prior to the end of the billing period, a refund will be calculated on a prorated basis as of the effective date of the termination.

### E. Outside Compensation

PointOak Advisors does not accept compensation for the sale of securities or other investment products in addition to what is disclosed above. We advise and recommend investment products based on the company-sponsored retirement plans' needs and appropriateness. Investments recommended are no-load mutual funds and variable annuities that contain no load mutual funds. When PointOak gives guidance to a retirement plan held on an investment company's electronic record keeping system, the firm is limited to recommending the most appropriate investment products from a list of available options for retirement plans provided by the investment company. There is no conflict of additional compensation, PointOak receives its fees based on the agreed upon fee schedule with the client. If an investment product or security chosen by the plan provides additional compensation to PointOak Advisors, the compensation is directed to the record keeper of the retirement plan and the plan determines how the compensation will be distributed (applied to any plan-related fees or credited back to the participant).

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

PointOak Advisors does not charge performance-based fees.

Item 7      Types of Clients

PointOak Advisors provides investment advice to company-sponsored retirement plans.

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

**A. Methods of Analysis and Investment Strategies**

PointOak Advisors' approach to investment advising is based on fundamental analysis. PointOak provides guidance and advice for long term purchases of investment company securities in retirement plans, this applies at the Plan Sponsor and Participant levels.

Investing in mutual funds and variable annuities in retirement plans involves risk of principal loss. Participants should be prepared to bear this risk of loss, if they choose these options.

**B. Material Risks Involved**

Fundamental analysis involves the analysis of financial statements, ratios and formulas, and the general health of companies in evaluating a company's competitive advantage in its marketplace. In the case of mutual funds it involves the analysis of a manager's track record and current holdings. The track record may not be predictive of future returns and the data regarding fund holdings may be outdated. The potential for a fund to underperform is the risk taken by investors.

Investing in securities and mutual funds that hold these securities involves a risk of loss all clients should be prepared to bear.

**C. Risks of Specific Securities Utilized**

Investing in investment company securities such as variable annuities and mutual funds involve risk. Some of those risks may include, but are not limited to, the following: market risk, style-specific risk (such as value versus growth, or small company versus large company), political risk, economic risk, interest rate risk, credit risk, high yield risk, issuer risk, liquidity risk, derivatives risk, mortgage-related and other asset-backed risk, foreign (non-U.S.) investment risk, emerging markets risk, currency risk, leveraging risk, management risk and short sale risk.

All retirement plans include a low risk money market or stable value fund option as a way for participants to avoid these risks.



Item 9      Disciplinary Information

PointOak Advisors and its employees have not been involved in any legal or disciplinary events.

Item 10 Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer.

PointOak Advisors is owned by BroadOak Capital Partners, LLC. BroadOak Capital Partners, LLC is the sole owner of BroadOak Partners, LLC, a registered broker-dealer. BroadOak Partners is a privately held investment bank offering advisory services in investment banking mergers and acquisitions, divestitures, business combinations, capital formation, valuations and fairness opinions.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor. Neither PointOak Advisors nor any of its employees are registered as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor.

C. Registration Relationships Material to the Investment Advisory Business.

A management person with PointOak Advisors is also a part-owner of Coastal Pension Services, Inc. a 401k and pension administration firm.

Any conflicts of interest are disclosed and addressed during the first meeting with a prospective client. PointOak does not receive any compensation from BroadOak or Coastal Pension Services for any reason; all compensation comes from client fees.

D. Compensation for Recommending or Selecting Other Investment Advisors.

PointOak Advisors does not receive compensation directly or indirectly for recommending any third party investment advisors through mutual funds and variable annuities.

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

A. Code of Ethics

PointOak Advisors has a written Code of Ethics. Clients may request a copy from management.

B. Recommendations Involving Material Financial Interests

PointOak Advisors does not recommend to clients any securities in which it also has a financial interest, all advice and guidance are offered without regard to the financial interest of an outside party. The firm's focus is on the client and what is most suitable for the company-sponsored retirement plan, the Plan Sponsor and its Participants.

C. Investing Personal Money

PointOak and/or its representatives may buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices. The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons". Each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

D. Investing Personal Money At or Around the Same Time as a Client

From time to time, employees with PointOak Advisors may buy or sell securities for themselves that they also recommend to clients around the same time as it is recommended to a client. PointOak will document any transaction that could be construed as a conflict of interest.

Item 12      Brokerage Practices

PointOak Advisors does not recommend broker-dealers for client transactions.

Item 13      Review of Accounts

A. Frequency of Client Reviews

Reviews are conducted on an annual basis with clients. The primary criterion is compliance with the existing Investment Policy Statement. The review is conducted by two Senior Investment professionals; they review the investment performance of the mutual funds in the plan, participant changes and adherence to the Investment Policy Statement.

B. Factors Triggering a Non-Periodic Review

If non-compliance with the Investment Policy Statement is found, clients are notified to discuss appropriate actions.

C. Content and Frequency of Reports Provided to Clients

Clients are offered quarterly reports showing the investment performance, compliance and appropriateness of the mutual funds in the plan. The reports are provided by third parties or are written through a financial program that aggregates quantitative data for the Senior Investment professionals to review.

Item 14      *Client Referrals and Other Compensation*

A.   Economic Benefits For Providing Investment Advice or Other Advisory Services

PointOak Advisors is not involved in any client referral or other compensation arrangements.

B.   Compensation to Non-Advisory Persons

PointOak Advisors does not directly or indirectly compensate any person who is not an advisory employee for client referrals.

Item 15      *Custody*

PointOak Advisors does not have custody of client funds or securities.

Item 16 Investment Discretion

PointOak Advisors does not accept discretionary authority to manage securities accounts on behalf of clients.



Item 17      Voting *Client* Securities

A.    Voting Policies and Procedures

PointOak Advisors does not accept the authority to vote client securities.

B.    Authority to Vote and Issuing Party

Clients will receive their proxies and/or other solicitations directly from the issuer of the security or their custodians.

Item 18 Financial Information

PointOak Advisors does not require or solicit advanced payment from any clients.

Item 19      Requirements for State-Registered Advisers

A & B disclosed in complete detail in Items 2 and 4 of Form ADV Part 2B

- C. No one at PointOak is compensated with performance-based fees
- D. No one at PointOak has ever been involved in an arbitration claim or a civil, self-regulatory organization or administrative proceeding.
- E. There are no relationships between management persons and any issuers of securities

**Part 2B of Form ADV: Firm Brochure**

Item 1 Cover Page

Supervised Person's Name:

William Snider

7201 Wisconsin Avenue, Suite 630

Bethesda, MD 20814

(301) 358-2694

Melissa Fransen Prokop

7201 Wisconsin Avenue, Suite 630

Bethesda, MD 20814

(301) 358-2697

Firm Name:

PointOak Advisors, LLC

7201 Wisconsin Avenue, Suite 630

Bethesda, MD 20814

(301) 358-2692

Date of the Supplement: July 23, 2012

This brochure supplement provides information about William Snider and Melissa Fransen Prokop that supplements the PointOak Advisors brochure. You should have received a copy of that brochure. Please contact Melissa Prokop if you did not receive PointOak Advisor's brochure or if you have questions about the contents of this supplement.

## Item 2 Educational Background and Business Experience

William Snider, Born 9/16/1969, is a founder of PointOak Advisors and a Managing Partner of BroadOak Capital Partners, LLC. Mr. Snider has over 20 years of institutional investment experience. Prior to PointOak, he was a general partner and co-founder of Emerging Technology Partners, LLC, a venture capital firm.

William holds a B.S.E. in Finance and an M.B.A. from the Wharton School at the University of Pennsylvania. William has earned the Chartered Financial Analyst accreditation. The Chartered Financial Analyst professional designation certifies that the recipient has specialized knowledge in finance, accounting and financial analysis. The candidate must have an undergraduate degree and four years of professional experience involving investment decision-making. To receive the CFA designation, individuals must complete three course exams through a self-study program of approximately 250 hours of study per level.

Melissa Fransen Prokop, born 01/27/1979, is a Senior Advisor of PointOak Advisors. Ms. Prokop graduated from Miami University with a Bachelors of Science in Finance. Melissa has over nine years of asset management and institutional investment experience. Prior to PointOak, she was an investment consultant with DiMeo Schneider & Associates, LLC, a Chicago-based institutional consulting firm focused on helping clients satisfy their fiduciary responsibilities of large company sponsored retirement plans and nonprofit organizations. Prior to DiMeo Schneider, Ms. Prokop was an assistant portfolio manager with Bartlett & Co. a Registered Investment Advisor in Cincinnati, Ohio.

Melissa has earned the Accredited Investment Fiduciary® (AIF) professional designation. The AIF designation certifies that the recipient has specialized knowledge of fiduciary standards of care and their application to the investment management process. To receive the AIF designation, individuals must complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the AIF Code of Ethics. In order to maintain the AIF designation, the individual must annually renew their affirmation of the AIF Code of Ethics and complete six hours of continuing education credits. The certification is administered by the Center for Fiduciary Studies, LLC (a Fiduciary360 (fi360) company).

Item 3 Disciplinary Information

William Snider has not been involved in any legal or disciplinary events or actions.

Melissa Fransen Prokop has not been involved in any legal or disciplinary events or actions.

Item 4 Other Business Activities

William Snider is a managing member of BroadOak Capital Partners, LLC. BroadOak Capital Partners, LLC is the sole owner of BroadOak Partners, LLC, a registered broker-dealer. BroadOak Partners is a privately held investment bank offering advisory services in investment banking mergers and acquisitions, divestitures, business combinations, capital formation, valuations and fairness opinions.

William Snider is a part-owner of Coastal Pension Services, a 401k and pension administration company specializing in the design and administration of retirement plans for small to mid-sized employers.

Item 5 Additional Compensation

The supervised persons at PointOak Advisors do not receive any economic benefit for providing advisory services to someone who is not a client. We do not receive any compensation based on the number or amount of sales, client referrals or new accounts opened with a provider.



Item 6      Supervision

PointOak Advisors shall maintain, and enforce written supervisory guidelines that are reasonably designed to:

- (1) Supervise the activities of an investment adviser representative and associated person to achieve compliance with the Maryland Securities Act, Corporations and Associations Article, Title 11, Annotated Code of Maryland, and the regulations promulgated under it; and
- (2) Achieve compliance by the investment adviser with the Maryland Securities Act, Corporations and Associations Article, Title 11, Annotated Code of Maryland, and the regulations promulgated under it.

Melissa Prokop, Senior Advisor, is responsible for supervising the advisory activities on behalf of PointOak Advisors. Her telephone number is (301) 358-2697.

Item 7      Requirements for State-Registered Advisers

A. and B. are not applicable