

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

# **OAKVIEW CAPITAL MANAGEMENT, LP.**

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This brochure provides information about the qualifications and business practices of Oakview Capital Management, LP. It is prepared pursuant to regulatory requirements. If you have any questions about the contents of this brochure, please contact us at the phone number or website listed above. 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. Oakview Capital Management, LP is a registered investment adviser with the SEC under the Investment Advisers Act of 1940 (the "Advisers Act"). However, such registration does not imply a certain level of skill or training. Additional information about Oakview Capital Management, LP is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Dated: March 31, 2015

## Item 2 Material Changes

This Form ADV, Part 2, also known as the “Brochure”, requires disclosure on distinct topics, and answers must be presented in the order of the items in the form, using the headings in the form. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.

After the initial filing of this Brochure, this Item will be used to provide our clients with a summary of new and/or updated information. We will inform you of the revision(s) based on the nature of the updated information.

### Summary of Material Changes:

Item 12- Updated Research and Other Soft dollar Benefits  
updated in December 2014

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There have been no material changes since that update.

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## Item 4 Advisory Business

### INTRODUCTION

Oakview Capital Management, LP is an SEC Registered Investment Advisory firm that has been in business since 2008. We may conduct business in other states by claiming an exemption from registration. Our registration as an Investment Adviser does not imply any level of skill or training. The oral and written communications we provide you, including this Brochure, is information you can use to evaluate us and other advisers, which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship. This Brochure provides information about our qualifications and business practices.

### OWNERSHIP

Oakview Capital Management, LP is a privately owned limited partnership headquartered in Dallas, Texas. James Patrick Malone, CCO and sole Limited Partner founded Oakview Capital Management, LP on October 16, 2007. Oakview Investments, LLC is the General Partner for Oakview Capital Management, LP and James Patrick Malone is the sole member of the business.

### ADVISORY SERVICES OFFERED

Oakview Capital Management, LP is an investment advisory firm providing:

- Investment Management Services
- Third Party Manager Referral Program
- Financial Planning Services

We manage accounts on a discretionary basis. We provide investment management services to individuals, 401(k) plans, charities, trusts and foundations. We also assist you with the selection of money managers appropriate for the management of your portfolio.

### INVESTMENT MANAGEMENT SERVICES:

We provide investment management services on a discretionary basis. Our investment management service consists of investment policy statement development, investment management, asset allocation, performance reporting, financial planning services including retirement planning, education planning, tax planning and estate planning.

On a discretionary basis, we design, revise and reallocate a custom portfolio for you. The investments are determined based upon your investment objectives, risk tolerance, net worth, net income, age, investment time horizon, tax situation and other various suitability factors.

We will evaluate your financial situation through a review of financial information and in-depth personal interviews that include understanding your investment objectives and risk tolerances. We will advise you regarding portfolio diversification utilizing common or preferred stocks, options, mutual funds, warrants, rights, corporate, municipal or government bonds, notes, bills, options, futures contracts, partnership interests, and cash or cash equivalents.

We have an arrangement with Retirement Horizons Inc. to provide actuarial services to our 401(k) plans. We also have an arrangement with Lee Insurance Agency to provide insurance service to our clients. No additional fees are assessed for these arrangements.

### THIRD PARTY INVESTMENT ADVISER REFERRAL PROGRAM SERVICES:

We may recommend that you utilize the services of a Third Party Investment Adviser ("TPA") to manage your portfolio on a discretionary basis. We would recommend to you a TPA whose investment style is believed to be consistent with your financial needs, investment goals, tolerance for risk and stated investment objectives. The TPA will serve as a sub-adviser for certain clients of our firm. All TPA's we refer our clients to will be properly registered with the appropriate regulator(s).

Those who are referred to TPA's will receive full disclosure, including services rendered and fee schedules at the time of the referral by delivery of a copy of the relevant TPA's brochure or equivalent

disclosure document and privacy policy.

#### FUND ADVISORY SERVICES:

Oakview Capital Management, LP offers investment management services to private investment funds. We currently provide investment management services to the following private investment fund that is only offered to residents outside of the USA.

##### Oakview Value Offshore Fund

We tailor our advisory services to the specified investment mandates of the Fund as set forth in the Fund's private placement memorandum. In providing services to the Fund, among other things, we (i) manage the Funds' assets in accordance with the terms of the applicable governing documents; (ii) formulate investment objectives; (iii) direct and manage the investment and reinvestment of the Funds' assets; and (iv) provide periodic reports to the Funds' investors.

We provide investment advice directly to the Fund and not individually to a Fund's limited partners or shareholders. The Fund generally has investment guidelines relating to the types and dollar amount of securities that it may purchase. We tailor our investment advice to meet any applicable investment guidelines. The Fund also generally has the authority to allocate profits and losses relating to purchases of equity securities that are part of an initial public offering (sometimes referred to as an "IPO" or "new issues") away from investors that are restricted from participating in the gains and losses associated with those investments.

#### ALTERNATIVE INVESTMENTS

We may recommend you to invest in a partnership or other alternative investments that may be suitable for your stated investment goals, risk temperament, and investment objectives. Our Firm may have an affiliation with some of these entities. Additional information about these investments including a discussion of certain significant risks of investing will be disclosed in the related Private Placement Memorandum. Qualified persons should read the Memorandum carefully before investing.

We do not participate in any wrap fee programs.

#### ASSETS UNDER MANAGEMENT:

As of December 31, 2014 Oakview Capital Management, LP had approximately \$124,772,352 in discretionary assets under management and approximately \$27,481,012 in non-discretionary assets under management for a total of \$152,253,364 in managed assets.

## Item 5 Fees and Compensation

#### INVESTMENT MANAGEMENT PROGRAM FEE SCHEDULES:

<u>Assets Under Management</u>	<u>Annual Fee</u>
First \$1,500,000	1.5%
Next \$3,500,000	1.0%
Next \$5,000,000	0.90%
Over \$10,000,000	0.80%

The fee may be negotiated on a case by case basis and at our sole discretion.

Our fees are payable quarterly in arrears after services have been provided and prorated for any partial period. Fees are automatically invoiced to you unless a written authorization to deduct our fees from your brokerage account is received.

Investment Management fees will be billed in one of two ways.

- (1) Fees will be directly deducted from your account at the custodian quarterly in arrears from your account(s) within thirty (30) days following the end of the quarter. We will send the qualified custodian

written notice of the amount of the fee to be deducted from your account.

We and/or the custodian shall provide written notice/invoice documentation reasonably supporting the determination of the investment advisor fees. The Custodian will send to you a quarterly Account statement that shows the amount of our advisory fee, the value of your assets upon which the fee was based, and the specific manner in which the fee was calculated. We will verify that the Custodian sends Account statements on a quarterly basis.

Or

(2) Fees will be directly invoiced on a quarterly basis within (30) days following the end of the quarter.

You should compare invoices for advisory fees to the corresponding custodian statement. Statements should be received from the custodian no less than quarterly. If statements are not received, contact us immediately.

Our fees are based on the percentages disclosed in your management agreement on ending account market values based on the calendar quarter custodial statement.

Fees for the initial quarter will be adjusted pro-rata based upon the number of calendar days in the calendar quarter that the Agreement goes into effect.

Fees are calculated by multiplying the assets under management market value by the relevant percent and dividing such product by four (4). Fee calculation is prorated for inflows and outflows of account assets.

We are not compensated on the basis of a share of either capital gains or capital appreciation, or any portion of the portfolio.

Termination:

Either party may terminate the Management Agreement for any reason, upon at least sixty one (61) days' prior written notice to the other party. Upon notice of termination, we will await further instructions from you as to what steps you request to liquidate and/or transfer the portfolio and remit the proceeds. Upon instructions received, we will instruct broker dealers, mutual fund sponsors, and others to liquidate and/or transfer the portfolio and remit proceeds back to you or a designated third party. Since fees are paid in arrears, no proration of fees will occur upon termination of the agreement; however a final fee will be charged which will be prorated according to the number of days for which we provided our investment advisory services during the current quarter.

Additional Types of Fees or Expenses:

Investment Management fees do not include cost of custodial services for individual retirement accounts for qualified retirement plans. Transaction costs are not commissions. They are clearing costs charged by the designated clearing firm on the account. We may elect at our option to bear the cost of transactions under certain circumstances. Additional fees may be incurred while the funds are in a money market fund or other no-load fund. These fees are charged and collected by the mutual funds and are not refundable to Client.

THIRD PARTY REFERRAL FEE SCHEDULE:

Fees are paid directly to our firm quarterly in arrears based on the value of the account as of the last business day of the current quarter. A portion of the advisory fee collected is shared with the TPA for servicing advisory accounts. Clients are not assessed any additional fees for this arrangement. This compensation may be more than what the TPA would receive if you participated in other programs or paid separately for investment advice, brokerage and other services.

You may terminate the management agreement according to the terms disclosed in the management agreement. Since fees are paid in arrears, no proration of fees will occur upon termination of the

agreement, however a final fee will be charged which will be prorated according to the number of days for which investment advisory services were provided during the current quarter.

#### OFFSHORE FUND ADVISORY FEE SCHEDULE

The Offshore Fund pays an annual management fee of 1.5% of the net assets in the fund. The management fee is paid monthly in arrears, based on the value of the net assets of the Fund as of the end of each calendar quarter. The management fee will be prorated for any period that is less than a full calendar quarter and will be adjusted for subscriptions occurring during the quarter. Oakview Capital Management, LP will not be compensated on the basis of a performance fee.

Investors should review the applicable governing documents of the Fund for detailed information on the services, offers, and the corresponding fees that may apply.

#### ERISA Accounts, Profit Sharing 401(k), SEP's:

We may also have other retirement accounts which are subject to ERISA rules and regulations. In all cases an "eligible investment advice arrangement" or advisory agreement will be executed with the Client. We will be considered a "fiduciary advisor" and will charge fees to the retirement account.

#### Texas Client Disclosure Statement:

Client acknowledges receipt of Part 2 of Form ADV; a disclosure statement containing the equivalent information; or a disclosure statement containing at least the information required by Part 2A Appendix 1 of Form ADV, if the client is entering into a wrap fee program sponsored by the investment adviser. If the appropriate disclosure statement was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory contract with this investment adviser, then the client has the right to terminate the contract without penalty within five business days after entering into the contract. For the purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract, or, in the case of an oral contract, otherwise signified their acceptance, any other provisions of this contract notwithstanding.

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

We do not charge performance based fees nor do we provide side by side management services.

### Item 7 Types of Clients

#### Client Base:

Our customer base consists of individuals, pension and profit sharing plans, trusts, estates, charitable organizations, pooled investment vehicles, corporations and other business entities. These are the types of clients that we service, but we may not have all these types as current clients at any one time.

#### Conditions for Account Management:

We have imposed a minimum account size of \$1,000,000 in assets to be managed by our Firm. We do not aggregate related accounts in the same household to meet account minimums. We may make an exception to these minimums from time to time based on individual factors such as length of time the account has been known, overall composition of the account, multiple accounts held with us, etc. This exception is in our sole discretion.

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

### Methods of Analysis & Investment Strategies:

We work with you to devise an investment strategy to meet your financial objectives. This includes:

- discussion regarding your objectives
- review of existing holdings
- ongoing analysis of funds
- advice on best direction for new investments
- updates of specific changes within the market or to particular funds
- periodic monitoring of recommended investments and yearly review

The flexibility of our strategies gives us the ability to best manage investment risks in any investment market.

We use a Fundamental security analysis method. Fundamental Analysis involves using real data to evaluate a security's value. We perform fundamental analysis on a securities value by looking at economic factors, such as interest rates and the overall state of the economy, information about issuers, potential changes in credit ratings, revenues, earnings, future growth, return on equity, profit margins and other data to determine underlying value and potential for future growth.

Our security analysis information is based on a number of sources including financial newspapers, periodicals, commercially available investment services, issuer prepared information, security rating services, general market and financial information, due diligence reviews and specific investment analysis that our clients may request.

### Risk of Loss:

The advice offered by our Firm to clients is determined by the areas of expertise of the agent providing the service and the client's stated objective. Our clients are advised to notify our Firm promptly if there are ever any changes in your financial situation or investment objective or if you wish to impose any reasonable restrictions upon our management services. If you wish to impose any reasonable restrictions upon our management services, you will need to advise us in writing of any restrictions.

We do not represent, warrant, or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. All securities trading, whether in stocks, options, or other investment vehicles, is speculative in nature and involves substantial risk of loss that clients should be prepared to bear. Past performance is not necessarily indicative of future results. Clients should make every effort to understand the risks involved.

The Principle Risks of Investing include, but are not limited to:

**General Risks:** Your investments with us are not a deposit of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Accordingly, you may lose money by investing with us. When you sell your investments, they may be worth less than what you paid for them because the value of investments will fluctuate reflecting day-to-day changes in market conditions, interest rates and a number of other factors.

**Allocation Risk:** Our allocation of investments among different asset classes, such as equity or fixed-income assets classes, may have a more significant effect on your returns when one of these classes is performing more poorly than others.

**Market Risk:** Stock and bond markets often trade in random price patterns, and prices can fall over sustained periods of time. The value of the investments we make for you will fluctuate as the financial markets fluctuate. This could result in your account value(s) declining over short or long term periods of time.



**Focused and Concentrated Portfolio Risks:** We will often invest your assets in a smaller number of securities than other broadly diversified investment strategies. Our approach is often referred to as “focused, concentrated, or non-diversified”. Accordingly, the money we manage for you may have more volatility and is often considered to have more risk than a strategy that invests in a greater number of securities because changes in the value of a single security may have a more significant effect, either negative or positive, on your overall portfolio value. To the extent we invest your assets in fewer securities, or we investment in non-diversified funds that take a focused or concentrated approach, your assets are subject to greater risk of loss if any of those securities become permanently impaired.

**Equity Risk:** Your investments will be subjected to the risk that stock prices may fall over short or extended periods of time. Historically, the equity markets have moved in cycles, and the value of equity securities in your portfolio may fluctuate drastically from day to day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. These factors will contribute to the volatility and risk of your assets.

**Special Situation Risk:** We may invest your assets in special situations. Investments in special situations may involve greater risks when compared to other strategies due to a variety of factors.

**Expected changes may not occur, or transactions may take longer than originally anticipated, resulting in lower returns than contemplated at the time of investment. Additionally, failure to anticipate changes in the circumstances affecting these types of investments may result in permanent loss of capital, where we may be unable to recoup some or all of its investment.**

**Foreign Securities Risk:** We have the ability to invest in foreign securities, and, from time to time, a significant percentage of your assets may be composed of foreign investments. Foreign investments involve greater risk in comparison to domestic investments because foreign companies/securities: may have different auditing, accounting, and financial reporting standards; may not be subject to the same degree of regulation as U.S. companies, and may have less publicly available information than U.S. companies; and are often denominated in a currency other than the U.S. dollar.

**Currency Risk:** Your investments may be subject to currency risk. Currency fluctuations and changes in the exchange rates between foreign currencies and the U.S. dollar could negatively affect the value of your investments in foreign securities.

**Interest Rate Risk:** Your investments are subject to interest rate risk. Interest rate risk is the risk that the value of a security will decline because of a change in general interest rates. Investments subject to interest rate risk will usually decrease in value when interest rates rise. For example, fixed-income securities with long maturities typically experience a more pronounced change in value when interest rates change.

**Credit Risk:** Your investments are subject to credit risk. An investments credit quality depends on its ability to pay interest on and repay its debt and other obligations.

**Small- to Medium-Capitalization Risk:** We may invest your assets in small to medium sized companies. Shares of small to medium sized companies may have more volatile share prices. Furthermore, the securities of small to medium companies often have less market liquidity and their share prices can react with more volatility to changes in the general marketplace.

**Junk Bond/High-Yield Security Risk:** We may invest your assets in Junk Bonds or High-Yield, lower rated securities. Investments in fixed-income securities that are rated below Investment grade can be subject to greater risk of loss of principal and interest than investments in higher-rated fixed-income securities. The market for high yield securities may be less liquid than the market for higher-rated securities. High yield securities are also generally considered to be subject to greater market risk than higher-rated securities. The capacity of issuers of high yield securities to pay interest and repay principal is more likely to weaken than is that of issuers of higher-rated securities in times of deteriorating economic conditions or rising

interest rates.

**Prepayment Risk:** Your investments may be subject to prepayment risk. Prepayment risk occurs when the issuer of a security can repay principal prior to the security's maturity. Securities subject to prepayment can offer less potential for gains during a declining interest rate environment and similar or greater potential for loss in a rising interest rate environment. In addition, the potential impact of prepayment features on the price of a security can be difficult to predict and result in greater volatility.

**Inflation Risk:** This is the risk that the value of your assets or income you're your investments will be less in the future as inflation decreases the value of your money. As inflation increases, the value (purchasing power) of your assets can decline. This risk increases as we invest a greater portion of your assets in fixed-income securities with longer maturities.

**Liquidity Risk:** Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing us from selling out of these illiquid securities at an advantageous price.

## Item 9 Disciplinary Information

Registered Investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of our firm or the integrity of our management.

We do not have any material facts about legal or disciplinary events that are material to your evaluation of the integrity of our firm or its advisory agents to disclose. Your confidence and trust placed in us and our advisory agents is something we value and endeavor to protect.

## Item 10 Other Financial Industry Activities and Affiliations

### Third Party Sub-Advisory Relationships:

We may have various unaffiliated third party sub-advisory relationships. We work closely with the various third party sub-advisors. A conflict of interest exists due to these affiliations. We attempt to mitigate this risk by ensuring that policies and procedures are in place requiring our advisory agents to exercise their fiduciary responsibilities when recommending investments to clients. Our advisory agent recommendations must only take into account what products or services are best for clients. Neither our Firm nor its advisory agents are affiliates of any Third Party Advisory Firms.

### Third Party Administration Relationship:

We have a relationship with Retirement Horizons Inc., an unaffiliated retirement benefits consulting firm. Together we assist in providing our clients customized, unbundled solutions across the full spectrum of retirement plan design, implementation, administration and actuarial services. Neither our Firm nor its advisory agents are affiliates of Retirement Horizons, Inc.

### Alternative Investment Relationships:

Oakview Special Opportunity Fund I, LP- Oakview Special Opportunity Fund I, LP ("Partnership") offers limited partnership investments to only accredited investors who meet the suitability standard. The Partnership was formed for acquiring, owning, executing, managing and disposing of warrants, stocks and other securities. The minimum investment commitment is \$10,000 per unit. Oakview Special Opportunity Fund GP I, LLC is the General Partner of the Partnership and has the ability to charge a performance fee. Patrick Malone, our CCO, is the Manager of Oakview Special Opportunity Fund GP I, LLC. Patrick Malone, Jay Singhania and Corey R. Henegar, advisory agents of our firm, are limited partners in the Partnership. Since they engage in other business activities either for their own account or on behalf of other entities in which they have an interest in, a conflict of interest exists and could have a material adverse effect.

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

### Code of Ethics:

We have adopted a Code of Ethics Policy to prohibit conflicts of interest from personal trading by our advisory personnel and have established standards of conduct expected of our advisory personnel. We have set forth in the Code of Ethics Policy statements of general principles, required course of conduct, reporting obligations, and review and enforcement of the Code of Ethics Policy. We will provide a copy of the Code of Ethics Policy to our clients or prospective client's upon written request.

### Participation or Interest in Client Transactions / Personal Trading:

Our advisory agents will buy or sell for themselves securities that they also recommend to you. These investment products will be bought and sold on the same basis as you buy them. We will transact your transactions and business before their own when similar securities are being bought or sold. In all instances, the positions would be so small as to have no impact on the pricing or performance of the security. We will do everything possible to mitigate these conflicts. Records of all advisory associate's proprietary trading activities are reviewed and kept by us. All personal securities transactions on behalf of our advisory agents, employees and employee-related accounts must be:

- x Executed in an approved broker dealer account
- x Pre-approved where required by our policies
- x In compliance with our policies regarding inside and proprietary information, watch list, restricted list, holding period and other conflicts of interests

Our firm and its advisory agents will act in a fiduciary manner, understand the prohibitions against the use of any insider information and will always act in your best interest.

## Item 12 Brokerage Practices

### Brokerage Selection:

We have sole discretionary authority over your account(s) to invest and reinvest the assets of your portfolio as deemed to be in your best interest and to achieve your stated investment objectives. We may recommend brokers or dealers to handle securities transactions for your account. We utilize Pershing, LLC, Charles Schwab, BTIG, Wells Fargo, UBS and TD Ameritrade, (Members FINRA/SIPC), as broker-dealers/custodians for the execution of securities transactions. Physical custody of your accounts for both securities and funds will be maintained at a designated custodian and clearing firm. You are not obligated to transact business through Pershing, LLC, Charles Schwab, BTIG, Wells Fargo, UBS and TD Ameritrade.

Factors which we consider when recommending broker dealers include their respective financial strength, reputation, execution, pricing, research and service. We understand and acknowledge that at all times we owe a fiduciary duty to you to obtain best execution for your transactions. We believe that our relationships with these various broker dealers helps us to execute securities transactions for you in such a manner that your total cost in each transaction is as favorable as possible under prevailing market conditions. However, accounts may not obtain best execution at all times. The commissions and/or transactional fees charged to you may be higher or lower than those charged by another broker-dealer.

### Research and Other Soft dollar Benefits:

Soft dollar services, also known as commission management services, are also an important factor to select a broker/dealer. Generally, soft dollar services refer to arrangements where an investment adviser, uses a portion of the brokerage commission from equity trading for the purchase of research, including third-party vendor research, which it uses to support its investment decision process. Section 28(e) of the Securities and Exchange Act of 1934 provides a "safe harbor" that permits investment advisers to enter into soft dollar arrangement if the investment adviser determines in good faith that the amount of the commission is reasonable in relation to the value of the brokerage and research services. The types of

services purchased through such arrangements include economic analysis, quantitative and fundamental equity analysis, security analysis, market quotation and news services, mutual fund research services, portfolio analysis, and decision support tools.

Trades may be done with brokers who are selected on the basis of research products or services. These may be used for the benefit of all clients and are not necessarily used exclusively by the account for which the transaction was made. The types of products and services include may include software and technology which provide access to Client account data; trade confirmations and account statements; facilitate trade execution and asset allocation of multiple Client accounts; provide research, pricing and general market data; assist in the payment of our fee from the Client account; and assist with other back-office functions. Brokerage firms may also provide publications, consulting, information technology, practice management conferences and marketing and regulatory compliance. You are not charged for these services and the information received may be used to benefit all clients of our Firm.

#### Brokerage for Client Referrals:

Neither our Firm nor our Advisory Agents receive client referrals from a broker dealer or other third party when recommending to you a broker-dealer for the execution of securities transactions.

#### Directed Brokerage:

If you want to direct us to use a particular broker dealer to handle security transactions then you are responsible for the custodian fee arrangement. You should understand that this might prevent us from effectively negotiating brokerage compensation or obtaining the most favorable net price and execution. When directing brokerage business, you should consider whether the commission expenses, execution, clearance and settlement capabilities that you will obtain through another broker dealer are adequately favorable in comparison to those that our Firm would otherwise obtain for you using our recommended broker dealers. We do evaluate periodically the execution performance of the recommended broker dealers. We encourage you to discuss available alternatives with our advisory agents.

#### Block Trade Aggregation:

It is our basic policy that no client for whom we have investment decision responsibility shall receive preferential treatment over any other client.

In order to meet a target allocation established for a particular management style/strategy, it may be appropriate that we "block" or "bunch" orders for the purchase or sale of securities for client accounts managed in accordance with the same management style. We will generally follow the guidelines set forth below in administering such orders to ensure that no investment advisory client is favored over any other investment advisory client.

- When investment decisions are made and a target allocation is established for a management style/strategy, we enter orders for accounts managed in that style. We may enter orders to meet the full target allocation immediately or may meet the allocation through moves in incremental blocks. The placement of orders necessary to meet a target allocation may span the course of several days.
- We allocate securities to client accounts participating in the target allocation in accordance with an alphabetical list of participating accounts. For the particular target allocation, the first client account on the list will receive its full, designated allocation of securities prior to the second client account on the list receiving its full, designated allocation of securities. All participating accounts that receive their full, designated allocation in a trading day receive the same execution price, an average share price, for securities purchased or sold on that trading day. Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined at the end of the following day, and participating accounts that receive their full, designated allocation of securities on such day will receive the new daily average price.
- Upon establishing a new target allocation for another security in the same management style, we will allocate securities in the reverse order in which securities were allocated in the prior target allocation.
- Employee accounts (including accounts of an employee's immediate family members (e.g.,

spouse, children, parents, siblings)) with the same management style will be allocated securities after all client accounts have received their full, designated allocations.

### Item 13 Review of Accounts

Account reviews will be provided no less than quarterly or by your request. Reviews may be warranted more frequently due to tax law changes, market changes, market conditions or changes in personal circumstances. Reviews initiated by you may be for personal objectives or for any reason you so desire.

The reviews will be conducted by Patrick Malone, President, Chief Compliance Officer, and will be consistent with your desire respecting frequency and changing circumstances or objectives.

Statements, confirmations and performance reports are furnished from various financial services institutions or firms with which you transact business. These firms may include, and are not limited to, brokerages, investment companies, insurance companies, trust companies, other registered investment advisors, banks and credit unions. We may transfer client account information from the unrelated third party custodians to Portfolio Center for the purpose of generating additional reports that we provide to you.

### Item 14 Client Referrals and Other Compensation

#### Client Referrals:

We may pay referral fees to persons for referring advisory business to us. Such fees may only be paid to a person with whom we have entered into a formal referral (solicitor) agreement. Such arrangements will comply with the requirements set forth in Rule 206(4)-3 under the Investment Advisers Act of 1940, and/or applicable state statutes, to the extent they apply. We also require that a referral fee disclosure statement be given to you (or prospective clients) that discloses, among other things, the amount of fee to be paid to the referring person and the fact that the payment of such referral fees has not increased the amount of the total advisory fee that a client (or prospective client) will pay.

If a referred client establishes an advisory account, the solicitor will receive compensation from us based on the amount of the advisory fees paid by the client for a specified period of time. The referral fees paid to the solicitor do not entail an additional cost to the client; the same investment advisory fee schedules, as described herein, apply to the new client's account as when there is no referral incentive. The referral fee incentive may create a conflict between the interests of the solicitor, our firm, and the client. Our firm addresses this conflict by reviewing the suitability of the respective advisory program for the client.

We have entered into or may enter into agreements or arrangements with non US placement agents, solicitors or other third parties who refer non US investors in one or more private investment funds to us. In consideration of these referral services, such persons may receive compensation from us (or our affiliates) which may consist of, among other things, a percentage of the management fee, a percentage of an investor's commitment or capital contribution or a flat fee. Investors referred by the non US based referral sources generally will not be charged any higher or additional fees as a result of any placement agent arrangements. The existence of any such arrangements will be disclosed to applicable investors.

#### Other Compensation:

No other compensation is received other than what is already disclosed.

## Item 15 Custody

Rule 206(4)-2 of the Advisers Act (the “Custody Rule”) defines custody as holding client securities or assets or having any authority to obtain possession of them, including the authority to withdraw funds or securities from a client’s accounts or ownership of or access to client funds or securities. Under government regulations, we are deemed to have constructive custody of your assets since you may authorize us to instruct your custodian to deduct our advisory fees directly from your account (details are also available in Item 5-Fees and Compensation). We obtain written authorization from client’s that fees are to be deducted. We also provide a written notice/invoice to the client and custodian detailing the fee calculation and the time frame covering our fee. We do not maintain physical custody of your accounts nor are we authorized to hold or receive any stock, bond or other security or investment certificate or cash that is part of your account. Your funds and securities will be physically maintained with a “qualified custodian” as required under Rule 206(4)-2 under the Investment Adviser Act. Your accounts for both securities and funds will be maintained at a designated custodian and clearing firm.

Oakview Capital Management, LP does have custody of client funds or securities when they or their affiliated persons or entities act as the general partner of limited partnerships. All limited partnership assets are held in custody by unaffiliated broker/dealers or banks acting in the capacity as “qualified custodians”, other than certain assets that qualify as “privately offered securities” under the Custody Rule.

Oakview Capital Management LP has developed procedures that ensure the safeguarding and protection of the assets. Such procedures include, among other things, the separation of functions and signatory approvals for the distribution of capital.

The limited partnerships will be subject to an annual audit on an annual basis by a qualified accounting firm and the audited financial statements are distributed to each investor.

Client account statements are sent quarterly from the custodians and you should carefully review those statements including comparison to any reports we may send to you.

## Item 16 Investment Discretion

We are granted by you sole and absolute discretion in the management of your portfolio and periodic re-balancing to the asset class target percentages as outlined in the Management Agreement except with respect to payment of the Firm’s Fees. In the exercise of our authority, we are fully authorized and empowered to place orders to brokers, dealers, mutual funds, or other persons with respect to the purchase, sale, exchange, disposition or liquidation of any assets held in your portfolio

We have limited authority to sell or redeem securities holdings in sufficient amounts to pay advisory fees. You may reimburse the portfolio for Advisory Fees paid to us.

## Item 17 Voting Client Securities

We do not vote your proxies and have instructed the Custodian to forward all proxy material directly to you. We shall forward to you, or to the Advisor(s) for an employee benefit plan covered by ERISA, unless the plan’s trust agreement provides otherwise, any proxy materials we receive that pertain to the Assets in your Account. You can contact our office at 214-999-1175 for any questions about a particular solicitation.

## Item 18 Financial Information

We do not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. We do not have any financial condition that is reasonably likely to impair the ability to meet contractual commitments to you.

## Item 19 Requirements for State Registered Advisers

A. James Patrick Malone was born January 1976. James is the Chief Compliance Officer of Oakview Capital Management, LP. James has been with the company since 2007 and graduated from the University of Texas at Austin with a Bachelor of Arts ("B.A.") degree.

B. Our firm is not engaged in any other business other than giving investment advice.

B. Neither our firm nor its advisory agents are compensated for advisory services with performance-based fees.

### D. DISCLOSABLE EVENTS

Neither our firm nor any management person has been involved in any of the following:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 involving:
  - a. An investment or investment related business or activity
  - b. Fraud, false statement(s), or omissions
  - c. Theft, embezzlement, or other wrongful taking of property
  - d. Bribery, forgery, counterfeiting, or extortion or
  - e. Dishonest, unfair, or unethical practices
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
  - a. An investment or investment related business or activity
  - b. Fraud, false statement(s), or omissions
  - c. Theft, embezzlement, or other wrongful taking of property
  - d. Bribery, forgery, counterfeiting, or extortion or
  - e. Dishonest, unfair, or unethical practices

For additional information about disclosable events of our firm or its advisory agents, please see Item 9 "Disciplinary Information" in this brochure.

### OTHER ARRANGEMENTS

Neither our Firm nor any of our Advisory Agents have a relationship or arrangement with any issuer of securities that is not listed in item 10 of Part II A.



Part 2B of Form ADV: Brochure Supplement

Item 1 Cover Page

OAKVIEW CAPITAL MANAGEMENT, LP

3963 MAPLE AVE. SUITE 490

DALLAS, TX 75219

214-999-1175

IARD/CRD# 144877

James Patrick Malone

3963 Maple Ave., Ste 490

Dallas, TX 75219

CRD# 5071627

214-999-1175

This brochure supplement provides information about James Malone that supplements the Oakview Capital Management, LP brochure. You should have received a copy of that brochure. Please contact James Malone, CCO, if you did not receive Oakview Capital Management, LP's brochure or if you have any questions about the contents of this supplement.

Additional information about James Patrick Malone is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Dated: December 19, 2014



## Item 2 Educational Background and Business Experience

### Education History:

James Patrick Malone, born 1976, graduated from the University of Texas in Austin, TX with a Bachelor of Arts degree.

### Professional Licenses:

James Patrick Malone does not have any professional license designations.

### Business Background:

EMPLOYER	START DATE	END DATE	POSITION
Oakview Capital Management, LP	November, 2007	Current	Limited Partner, CCO
Oakview Investments, LLC	November, 2007	Current	Sole Member
Argentus Securities, LLC	January, 2009	September 2013	Registered Representative
Financial Counseling Corporation	November, 2006	December 2008	Advisory Agent

## Item 3 Disciplinary Information

James P, Malone does not have any disciplinary information to disclose.

A full report that reflects the professional background, business practices, and conduct of our advisory agents is available through the Financial Industry Regulatory Authority's (FINRA) BrokerCheck system link at [www.finra.org/brokercheck](http://www.finra.org/brokercheck) or you may request disclosable information under BrokerCheck by calling (800) 289-9999, a toll-free hotline operated by FINRA.

You may also access a full report of our advisory agents through the IAPD link at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Should you have any technical difficulties with this link you can call 240-386-4848 for further assistance.

The information that appears on these websites is collected from individual investment adviser representatives, investment adviser firm(s), and/or securities regulator(s) as part of the securities industry's registration and licensing process.

## Item 4 Other Business Activities

James Patrick Malone is the Manager for Oakview Special Opportunity Fund GP I, LLC, the general partner in an investment related partnership, Oakview Special Opportunity Fund I, LP. James is also a limited partner in the Oakview Special Opportunity Fund I, LP.

## Item 5 Additional Compensation

James P, Malone does not receive any economic benefits for providing advisory services from someone who is not a client of Oakview Capital Management, LP that has not already been disclosed in this Brochure. This item is not applicable.

## Item 6 Supervision

All new accounts undergo careful analysis and review as to appropriateness of assets held and asset allocation and compared to the investment objectives stated by you. After an account has been approved for a specific investment program, the Chief Compliance Officer will monitor the trading activities in the account to ensure that the securities purchased or sold are consistent with your investment objectives.

The Chief Compliance Officer will review the activity in each account at least quarterly to determine if the account has been managed in a manner consistent with your investment objectives and shall discuss any questionable activities in any account with you. The Chief Compliance Officer will also look for any evidence of excessive trading or conflicts of interest between the portfolio manager and you.

Our Firm has established written policies and procedures that it will utilize to supervise. In addition, a Code of Ethics has been adopted, which we have agreed to follow and comply with.

The confidence and trust placed in our Firm and its employees is something we value and endeavor to protect.

James Patrick Malone is the firm's Chief Compliance Officer. James Patrick Malone can be reached at 214-999-1175 should you have any additional questions or concerns.

## Item 7 Requirements for State Registered Advisers

James Patrick Malone has not been involved in any of the following:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 involving:
  - a. An investment or investment related business or activity
  - b. Fraud, false statement(s), or omissions
  - c. Theft, embezzlement, or other wrongful taking of property
  - d. Bribery, forgery, counterfeiting, or extortion or
  - e. Dishonest, unfair, or unethical practices
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
  - a. An investment or investment related business or activity
  - b. Fraud, false statement(s), or omissions
  - c. Theft, embezzlement, or other wrongful taking of property
  - d. Bribery, forgery, counterfeiting, or extortion or
  - e. Dishonest, unfair, or unethical practices

Bankruptcy Petitions:

James Patrick Malone has not been the subject of a bankruptcy petition.

No further disclosures are required that haven't already been reported.

Part 2B of Form ADV: Brochure Supplement

Item 1 Cover Page

OAKVIEW CAPITAL MANAGEMENT, LP

3963 MAPLE AVE. SUITE 490

DALLAS, TX 75219

214-999-1175

IARD/CRD# 144877

Corey R. Henegar  
3963 Maple Ave. Suite 490  
Dallas, TX 75219  
CRD# 4443756  
214-999-1175

This brochure supplement provides information about Corey R. Henegar that supplements the Oakview Capital Management, LP brochure. You should have received a copy of that brochure. Please contact James Patrick Malone, CCO, if you did not receive Oakview Capital Management, LP's brochure or if you have any questions about the contents of this supplement.

Additional information about Corey R. Henegar is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Dated: October 10, 2014

## Item 2 Educational Background and Business Experience

### Education History:

Corey R. Henegar, born 1978, graduated from Texas Tech University in Lubbock, TX in 2001 with a Bachelor of Arts ("B.A.") degree in Finance.

### Professional Licenses:

¾ Corey R. Henegar is a Chartered Financial Analyst ("CFA"). The Chartered Financial Analyst is a professional designation given by the CFA Institute (formerly AIMR) that measures the competence and integrity of financial analysts. Candidates are required to pass three levels of exams covering areas such as accounting, economics, ethics, money management and security analysis. The CFA Institute is a global, not-for-profit organization comprising the world's largest association of investment professionals. With over 100,000 members, and regional societies around the world and is dedicated to developing and promoting the highest educational, ethical, and professional standards in the investment industry.

### Business Background:

EMPLOYER	START DATE	END DATE	POSITION
Oakview Capital Management, LP	April, 2010	Current	Lead Portfolio Manager, Advisory Agent
Westwood Holdings Group	June, 2001	April, 2010	Analyst/Portfolio Manager

## Item 3 Disciplinary Information

Corey R. Henegar does not have any disciplinary information to disclose.

A full report that reflects the professional background, business practices, and conduct of our advisory agents is available through the IAPD link at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Should you have any technical difficulties with this link you can call 240-386-4848 for further assistance.

The information that appears on these websites is collected from individual investment adviser representatives, investment adviser firm(s), and/or securities regulator(s) as part of the securities industry's registration and licensing process.

## Item 4 Other Business Activities

Corey R. Henegar the Manager for Oakview Special Opportunity Fund GP I, LLC, the general partner in an investment related partnership, Oakview Special Opportunity Fund I, LP.

## Item 5 Additional Compensation

Corey R. Henegar does not receive any economic benefits for providing advisory services from someone who is not a client of Oakview Capital Management, LP that has not already been disclosed in this Brochure.

## Item 6 Supervision

All new accounts undergo careful analysis and review as to appropriateness of assets held and asset allocation and compared to the investment objectives stated by you. After an account has been approved for a specific investment program, the Chief Compliance Officer will monitor the trading activities in the account to ensure that the securities purchased or sold are consistent with your investment objectives.

The Chief Compliance Officer will review the activity in each account at least quarterly to determine if the account has been managed in a manner consistent with your investment objectives and shall discuss any questionable activities in any account with you. The Chief Compliance Officer will also look for any evidence of excessive trading or conflicts of interest between the portfolio manager and you.

Our Firm has established written policies and procedures that it will utilize to supervise. In addition, a Code of Ethics has been adopted, which we have agreed to follow and comply with.

The confidence and trust placed in our Firm and its employees is something we value and endeavor to protect.

The Supervisor for Corey R. Henegar is James Patrick Malone, Chief Compliance Officer. James Patrick Malone can be reached at 214-999-1175 should you have any additional questions or concerns.

## Item 7 Requirements for State Registered Advisers

Corey R. Henegar has not been involved in any of the following:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 involving:
  - a. An investment or investment related business or activity
  - b. Fraud, false statement(s), or omissions
  - c. Theft, embezzlement, or other wrongful taking of property
  - d. Bribery, forgery, counterfeiting, or extortion or
  - e. Dishonest, unfair, or unethical practices
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
  - a. An investment or investment related business or activity
  - b. Fraud, false statement(s), or omissions
  - c. Theft, embezzlement, or other wrongful taking of property
  - d. Bribery, forgery, counterfeiting, or extortion or
  - e. Dishonest, unfair, or unethical practices

Bankruptcy Petitions:

Corey R. Henegar has not been the subject of a bankruptcy petition.

No further disclosures are required that haven't already been reported.

Part 2B of Form ADV: Brochure Supplement

Item 1 Cover Page

OAKVIEW CAPITAL MANAGEMENT, LP

3963 MAPLE AVE. SUITE 490

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214-999-1175

IARD/CRD# 144877

Jai K. Singhania

3963 Maple Ave. Suite 490

Dallas, TX 75219

CRD# 4371684

214-999-1175

This brochure supplement provides information about Jai K. Singhania that supplements the Oakview Capital Management, LP brochure. You should have received a copy of that brochure. Please contact James Patrick Malone, CCO, if you did not receive Oakview Capital Management, LP's brochure or if you have any questions about the contents of this supplement.

Additional information about Jai K. Singhania is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Dated: October 10, 2014

## Item 2 Educational Background and Business Experience

### Education History:

Jai K. Singhanian, born 1975, graduated from University of Texas at Austin, Austin, TX in 1998 with a Bachelor of Business Administration ("B.B.A.") degree in Finance.

### Professional Licenses:

¾ Jai K. Singhanian is a Chartered Financial Analyst ("CFA"). The Chartered Financial Analyst is a professional designation given by the CFA Institute (formerly AIMR) that measures the competence and integrity of financial analysts. Candidates are required to pass three levels of exams covering areas such as accounting, economics, ethics, money management and security analysis. The CFA Institute is a global, not-for-profit organization comprising the world's largest association of investment professionals. With over 100,000 members, and regional societies around the world and is dedicated to developing and promoting the highest educational, ethical, and professional standards in the investment industry.

### Business Background:

EMPLOYER	START DATE	END DATE	POSITION
Oakview Capital Management, LP	August, 2014	Current	Advisory Agent
Trailhead Holdings	April, 2013	August, 2014	Principal
Westwood Holdings Group	Sept, 2001	April, 2013	Sr. Vice President

## Item 3 Disciplinary Information

Jai K. Singhanian does not have any disciplinary information to disclose.

A full report that reflects the professional background, business practices, and conduct of our advisory agents is available through the IAPD link at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Should you have any technical difficulties with this link you can call 240-386-4848 for further assistance.

The information that appears on these websites is collected from individual investment adviser representatives, investment adviser firm(s), and/or securities regulator(s) as part of the securities industry's registration and licensing process.

## Item 4 Other Business Activities

Jai K. Singhanian the Manager for Oakview Special Opportunity Fund GP I, LLC, the general partner in an investment related partnership, Oakview Special Opportunity Fund I, LP. Jai is also a limited partner in the Oakview Special Opportunity Fund I, LP

## Item 5 Additional Compensation

Jai K. Singhanian does not receive any economic benefits for providing advisory services from someone who is not a client of Oakview Capital Management, LP that has not already been disclosed in this Brochure.

## Item 6 Supervision

All new accounts undergo careful analysis and review as to appropriateness of assets held and asset allocation and compared to the investment objectives stated by you. After an account has been approved for a specific investment program, the Chief Compliance Officer will monitor the trading activities in the account to ensure that the securities purchased or sold are consistent with your investment objectives.

The Chief Compliance Officer will review the activity in each account at least quarterly to determine if the account has been managed in a manner consistent with your investment objectives and shall discuss any questionable activities in any account with you. The Chief Compliance Officer will also look for any evidence of excessive trading or conflicts of interest between the portfolio manager and you.

Our Firm has established written policies and procedures that it will utilize to supervise. In addition, a Code of Ethics has been adopted, which we have agreed to follow and comply with.

The confidence and trust placed in our Firm and its employees is something we value and endeavor to protect.

The Supervisor for Jai K. Singhania is James Patrick Malone, Chief Compliance Officer. James Patrick Malone can be reached at 214-999-1175 should you have any additional questions or concerns.

## Item 7 Requirements for State Registered Advisers

Jai K. Singhania has not been involved in any of the following:

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 involving:
  - a. An investment or investment related business or activity
  - b. Fraud, false statement(s), or omissions
  - c. Theft, embezzlement, or other wrongful taking of property
  - d. Bribery, forgery, counterfeiting, or extortion or
  - e. Dishonest, unfair, or unethical practices
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
  - a. An investment or investment related business or activity
  - b. Fraud, false statement(s), or omissions
  - c. Theft, embezzlement, or other wrongful taking of property
  - d. Bribery, forgery, counterfeiting, or extortion or
  - e. Dishonest, unfair, or unethical practices

Bankruptcy Petitions:

Jai K. Singhania has not been the subject of a bankruptcy petition.

No further disclosures are required that haven't already been reported.