

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.

Dated: March 2017

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 :

The last update to the Brochure of Oakview Capital Management, LP was made on March 30, 2016, in connection with its annual Form ADV amendment filing. Certain routine updates have been made to this Brochure, including additional descriptions and disclosures included in .

There have been no material changes since the last update. The discretionary and non-discretionary assets under management have been updated in Item 4.

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Item 4 Advisory Business

Introduction:

Oakview Capital Management, LP is an SEC Registered Investment Advisory firm. We were founded in 2008. 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, Corey R Henegar, CFA, and Jay Singhania, CFA, are the sole members of the Limited Partnership. Oakview Investments, LLC is the General Partner for Oakview Capital Management, LP. James Patrick Malone and Corey R. Henegar are the members of Oakview Investments LLC.

Advisory Services Offered:

Oakview Capital Management, LP is an investment advisory firm providing Investment Management Services.

Investment Management Services:

In most cases we provide investment management services primarily to high net worth individuals and institutional investors to separately managed account (the "Managed Accounts") on a discretionary basis. The exposure to our investment style is determined based upon investment objectives, risk tolerance, net worth, net income, age, investment time horizon, tax situation and other various suitability factors that our clients provide to us.

Mutual Fund Selection:

For participants in 401(k) accounts of the companies to which we provide mutual fund selection services to, we identify mutual funds that are suitable for any of the participants. The services are provided on a non-discretionary basis as participants within the 401(k) accounts choose the specific mutual funds and amount they allocate to each individual mutual fund.

We have an arrangement with Retirement Horizons Inc. to provide Plan Administration and Recordkeeping services to our 401(k) plans. Oakview does not receive any additional fees for this arrangement.

Fund Advisory Services:

Oakview Capital Management, LP offers investment management services to a private investment fund. 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 applicable governing documents. 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 through Atlas Fund Services.

We provide investment advice directly to the Fund and not individually to a Fund's 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.

We do not participate in any wrap fee programs.

Assets Under Management:

As of December 31, 2016, Oakview Capital Management, LP had approximately \$254,026,864 in discretionary assets under management and approximately \$26,760,764 in non-discretionary assets under management for a total of \$280,787,628 in 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. At our discretion, we may aggregate accounts belonging to members of a single household or family group in calculating our fee.

Investment management 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.

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:

Clients may terminate the Management Agreement for any reason, upon notice from the client. We may terminate the Management agreement upon written notice to the client. 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.

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 daily accrued net asset value for the month. 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.

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

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

Oakview Capital Management, LP does not charge performance based fees

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 security's 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 investment strategy may include keeping a large portion of a client's portfolio in cash (or cash equivalents) while we work to identify compelling investment opportunities. We do not invest a client's cash in securities simply to have it invested. This practice may affect a client's return since all cash positions are still charged the full management fee.

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. Discretionary portfolio management 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. The objectives of 401(k) plan clients will be reviewed as contracted for in the advisory agreement.

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 Principal 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 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.

Item 11 Code of Ethics, Participation or Interest in Client Transactions & 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. However, they will not trade in these securities on the same day that they are traded for client portfolios. 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. Our advisory agents may also have managed accounts that are treated like other client accounts and will be traded in the same manner as other client accounts of those accounts. 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 Fidelity, (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 Fidelity.

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 a list of accounts in order of total assets under management, from low to high. This method has been selected so that clients with smaller accounts do not end up having to receive a series of small trades that may be economically ineffective given the amount of shares to be purchased. Larger clients should be aware that this practice will result in their accounts trading after smaller accounts, and while we anticipate that these smaller accounts will not typically move the market, larger clients could receive a different price than the smaller clients. 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, and siblings)) with the same management style will be allocated securities in the same manner as other client accounts.

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Item 13 Review of Accounts

Account reviews will be provided no less than annually 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

Oakview Capital Management, LP has custody of certain clients' assets. Clients receive statements directly from the qualified custodians on a quarterly basis. Clients are urged to carefully review custodian statements and compare the information with reports provided by Oakview Capital Management, LP. Information in reports provided by Oakview Capital Management, LP may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16 Investment Discretion

In certain cases we are granted sole and absolute discretion in the management of the portfolio and periodic rebalancing to the asset class target percentages as outlined in the Management Agreement except with respect to the payment of the Firm's Fees. 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

At our discretion, we may vote proxies on your behalf. Proxies will be voted in accordance with our proxy voting policy, which is available upon request. If we do vote your proxies we will instruct the Custodian to forward all proxy material directly to you. 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 \$1200 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.