

**ITEM 1: COVER PAGE**

**FORM ADV PART 2A:  
FIRM BROCHURE**

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**April 12, 2024**

This brochure provides information about the qualifications and business practices of One Oak Capital Management, LLC (“**One Oak**,” “**Adviser**,” the “**Firm**,” “**we**,” “**us**,” or “**our**”). If you have any questions about the contents of this brochure, please contact us at 914-205-5823 or [jc@oneoakcapitalmgmt.com](mailto:jc@oneoakcapitalmgmt.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

Additional information about us also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). We are a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “**Investment Advisers Act**”). Our registration under the Investment Advisers Act does not imply any level of skill or training.

**ITEM 2: MATERIAL CHANGES**

One Oak Capital Management, LLC's Brochure has been prepared in connection with its annual amendment to Form ADV for the fiscal year ending December 31, 2023. Since One Oak filed its last annual amendment to Form ADV on March 25, 2024, there have been material changes made to this Brochure.

Material Changes

- We updated Item 5. *See*, Item 5.A., Fees and Compensation.

You can request our Brochure free of charge by contacting our Chief Compliance Officer, Joanne Costantini, at 914-205-5823 or [jc@oneoakcapitalmgmt.com](mailto:jc@oneoakcapitalmgmt.com).

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**ITEM 4: ADVISORY BUSINESS**

We are a New York limited liability company, established in January 2013, that provides investment advisory services on a discretionary basis to clients through either separately managed accounts or commingled investment vehicles intended for institutional and other sophisticated investors. Investment advisory services are offered for a percentage of assets under management as well as other compensation structures, as described in more detail below.

One Oak Capital Management LLC is owned primarily by Stephen DiTursi. One Oak specializes in investment-grade bond portfolio management. The Portfolio Managers (“PM”), in their various positions, are responsible for managing the proprietary corporate bond positions and the associated risks at their respective firms.

As an investment adviser, we are responsible for sourcing potential investments, conducting research and due diligence on potential investments, analyzing investment opportunities, structuring investments, and monitoring investments on behalf of our managed funds and accounts. We generate all our advisory billings from investment advisory services. We provide investment advice to our clients regarding fixed-income securities, which are delivered on either a separately managed basis or as a limited partner to one or more managed private funds.

In addition to providing personalized investment advice to clients on a separately managed basis, we are also the investment manager of the following Funds:

- One Oak Alpha Opportunities Fund, LP, a Delaware series limited partnership
- One Oak Alpha Opportunities Offshore Fund Ltd. (mini-feeder), a Cayman Islands exempted limited company
- One Oak Multi-Strategy Fund, LLC, a Delaware limited liability company
- One Oak Multi-Strategy Offshore Fund, Ltd., a British Virgin Islands international business company
- One Oak Multi-Strategy Master Fund, Ltd., a British Virgin Islands international business company
- One Oak Global Opportunities Fund, Ltd., a Cayman Islands exempted limited company
- ACA Master Select Fund, LP, a Delaware series limited partnership
- ACA Master Select Fund, SPC (mini-feeder), a Cayman Islands exempted limited company
- ACA Cayman Master Fund, SPC (the “Master Fund”), a Cayman Islands exempted limited company
- ACA Master Select Fund QP, LP (the “Onshore Feeder”), a Delaware series limited partnership
- ACA Master Select Offshore Fund, SPC (the “Offshore Feeder”), a Cayman Islands exempted limited company

The One Oak Alpha Opportunities Fund, LP offers interests in multiple separate series (each, a Series), as further set forth herein. The Fund is currently offering interests in the following series: (1) the Municipal Opportunities Portfolio and (2) the Mid-Atlantic Total Return Portfolio. Each will utilize different investment strategies and invest in a different portfolio of assets. The One Oak Alpha

Opportunities Offshore Fund Ltd., however, is a feeder fund that invests all of its assets into the Municipal Opportunities Portfolio through a master-feeder fund structure.

### **General Partners or Managers to Private Funds**

One Oak Capital Advisory Group I, LLC, a New York limited liability company, is the General Partner of the One Oak Alpha Opportunities Fund, LP and the One Oak Alpha Opportunities Offshore Fund, Ltd. One Oak Partners, LLC is the management company of the One Oak Global Opportunities Fund, Ltd. One Oak Investment Partners, LLC is the manager member of the One Oak Multi-Strategy Fund, LLC, and One Oak Multi-Strategy Offshore Fund, Ltd. One Oak Capital Advisers, LLC, is the General Partner of the ACA Master Select Fund, LP and ACA Master Select Fund QP, LP, and the management company of the ACA Master Select Fund SPC, ACA Master Select Offshore Fund, SPC, and ACA Cayman Master Fund SPC.

As the managing members and controlling persons of the General Partners and One Oak Capital Management (the “Adviser”), Stephen DiTursi controls all the operations and activities of the Private Funds and the Adviser.

### **Sub-advisory**

One Oak has sub-advisory relationships with other advisers to provide certain advisory services on behalf of the adviser. As a sub-adviser, One Oak has discretionary trading authority with respect to certain assets of the advisers’ Funds to be placed in the account for the benefit of the Funds.

### **Availability of Customized Services for Individual**

We tailor our advisory services to the individual needs of each of our Funds and/or clients.

### **Wrap Fee Programs**

We do not participate in a wrap fee program.

### **Assets Under Management**

As of December 31, 2023, we had a total of \$283 million in regulatory assets under management on a discretionary basis and no client assets under management on a non-discretionary basis.

## **ITEM 5: FEES AND COMPENSATION**

### **Advisory and Other Services and Fees**

#### **Private Funds**

In consideration for services provided pursuant to the Investment Management Agreement, One Oak will receive a monthly management fee (“Management Fee”), with respect to the One Oak Alpha Opportunities Fund LP equal to 1.00% annually for the Municipal Opportunities Portfolio and 1.50% annually of the One Oak Multi-Strategy Master Fund, Ltd. The Management Fee is calculated and payable to One Oak monthly, in arrears, based on the net asset value of the Fund on the last business day of the previous month. No part of the Management Fee will be refunded in the event that a Limited Partner withdraws, whether voluntarily or involuntarily, all or any of the value in such Limited Partner’s capital account during any month. The Management Fees are deducted monthly from the Fund and paid directly to the Adviser.

The management fee paid by the ACA Master Select Fund, LP, ACA Master Select Fund SPC, ACA Master Select Fund QP, LP, and ACA Master Select Fund Offshore Fund, SPC (collectively known as the “ACA Funds”) varies between one and two percent (1.00%-2.00%) per annum of the net asset value of the Funds. Generally, management fees are negotiable and collected quarterly in advance. The Firm pays the Underlying Managers a portion of the management fee and performance fee charged by the Funds. Such fees will be discussed with each investor and/or fully disclosed in the relevant offering documents. The exact amount of fees paid by the Firm to the Underlying Managers will vary based on the arrangements negotiated with the Underlying Managers, however, these fees will generally be between twenty-five and fifty percent (25.00%-50.00%) of the management fee, and up to fifty percent (50.00%) of the performance fee. In addition, One Oak may negotiate lower investment minimums and different liquidity provisions than those typically imposed by Underlying Managers. Investors in the Funds are advised that this presents a potential conflict of interest in that One Oak may be incentivized to select Underlying Managers who are willing to accept a smaller portion of the fee paid to One Oak, lower investment minimums, and better liquidity provisions. Investors in the Funds may pay higher fees than they would if they accessed an underlying fund manager directly.

For its advisory services related to the One Oak Global Opportunities Fund, Ltd, One Oak receives a Management Fee equal to 1.00% annually. The Management Fee is calculated and payable to the Adviser monthly, in arrears, based on the net asset value of the outstanding shares of such series on the last business day of the previous month. The Management Fee is paid directly to the Adviser.

One Oak, in its sole discretion, may waive or reduce the Management Fee with respect to one or more Limited Partners (including One Oak’s Affiliates) for any period of time or agree to apply a different Management Fee for any Limited Partner (all such arrangements in the form of a rebate or otherwise).

The Mid Atlantic Total Return Portfolio does not charge a Management Fee.

#### Separately Managed Accounts

In consideration of the services provided pursuant to the Investment Management Agreement, One Oak will earn a 0.025% to 1.25% Management Fee per annum, paid monthly in arrears, based on the market value of each account on the last business day of the previous month. The Management Fees are deducted from each separately managed account by One Oak after the calculation date and paid directly to the Adviser.

Please see Item 6, “Performance-Based Fees and Side-By-Side Management,” below, for further information on fees.

#### **Additional Expenses and Fees**

Our fees are exclusive of brokerage commissions, custody fees, fund expenses, transaction fees, and other related costs and expenses, which may be incurred by our clients. Clients may incur certain charges imposed by custodians, brokers, and other third parties, including fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. These charges, fees, and commissions are exclusive of and in addition to our management fees. We shall not receive

any portion of these commissions, fees, and costs and shall not receive a brokerage commission or other compensation attributable to the sale of a security or other investment product.

#### **Prepayment of Fees**

In cases when the advisory agreement does not span the full billing period, fees are prorated from the date of inception. Fees are not rebated if an account is terminated prior to the end of the billing period. The Adviser or Client may terminate the investment advisory agreement at any time with written notice to the Client or Adviser, respectively.

#### **Additional Compensation and Conflicts of Interest**

We do not receive a brokerage commission or any other compensation attributable to the sale of securities or investment products, and our personnel do not receive such compensation.

### **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

#### **Municipal Opportunities Portfolio**

In consideration for services provided pursuant to the Partnership Agreement, the Adviser will receive a performance allocation (“**Performance Allocation**”), with respect to each Series, at the close of each calendar quarter (or other period referred to below, as the case may be) equal to 20% of the Partnership’s net income (including realized and unrealized gains and losses and net of the management Fee) attributable to each Limited Partner’s capital account in such Series for such calendar quarter (or other period). The Performance Allocation will be subject to a Loss Carryforward (sometimes referred to as a “high water mark”).

The Performance Allocation is subject to what is commonly known as a “high water mark” provision. That is, if a Limited Partner’s capital account has a net loss in any calendar quarter (or other period, as applicable), this loss will be recorded and carried forward as to such capital account to future calendar quarters (or other periods) (such amount is referred to as the “**Loss Carryforward**”). The Adviser will not receive the Performance Allocation with respect to a Limited Partner’s capital account in any future calendar quarter (or other period) until the Loss Carryforward amount for such capital account has been recovered (i.e., when the Loss Carryforward amount has been exceeded by the cumulative profits allocable to such capital account for the calendar quarters (or other periods) following the Loss Carryforward). Once the Loss Carryforward has been recovered, the Performance Allocation will be based on the excess profits (over the Loss Carryforward amount) as to such capital account, rather than on all profits. When a Limited Partner withdraws capital, any Loss Carryforward will be adjusted downward in proportion to the withdrawal. The Adviser may agree with any Limited Partner to apply a different Loss Carryforward provision for such Limited Partner.

Performance-based fee arrangements may create an incentive for us to recommend investments that may be riskier or more speculative than those that we may recommend under a different fee arrangement. In the allocation of investment opportunities, performance-based fee arrangements may also create (i) an incentive for us to favor accounts with performance or incentive fee arrangements over accounts that are not charged or from which we will not receive a performance fee; and (ii) an incentive for us to favor accounts from which we will receive a greater performance fee over accounts from which we will receive a lesser performance fee. We have adopted Order Aggregation and Allocation Procedures (the “**Allocation Procedures**”) designed to ensure that all of our clients are

treated fairly and equally and prevent this form of conflict from influencing the allocation of investment opportunities among our clients. We will offer clients the right to participate in all investment opportunities that we determine are appropriate for the client in view of relative amounts of capital available for new investments, the investment programs, and our clients' portfolios. In accordance with our Allocation Procedures, we will endeavor to treat each of our clients in a fair and equitable manner.

In addition, certain of our clients may provide investment guidelines that prohibit us from making highly speculative investments or using leverage. These prohibitions limit the concern that we may recommend certain investments in order to enhance our performance fees.

**Mid Atlantic Total Return Portfolio** is subject to a monthly performance fee of 60%.

**One Oak Multi-Strategy Master Fund, Ltd** charges an annual performance fee equal to 10% of the net investment profits (if any) for the given year.

**ACA Master Select Fund, LP, ACA Master Select Fund SPC, ACA Master Select Fund QP, LP, and ACA Master Select Fund Offshore Fund, SPC, (collectively known as the "ACA Funds")**. The amount and manner in which One Oak assesses the ACA Funds' performance fees are based on contractually specified percentages set forth in the Advisory Agreement. Generally, the performance fee paid by each Fund to One Oak at the close of each fiscal year is twenty percent (20.00%) of each Fund's annual new appreciation. All such arrangements conform to Section 205(a)(1) of the Advisers Act of 1940 (the "Advisers Act") and the Employee Retirement Income Security Act ("ERISA"), as applicable. The Funds' performance fees are generally payable at the end of each year or at the time of an investor's withdrawal. The Firm pays the Underlying Managers a portion of the management fee and performance fee charged by each Fund. The right to receive performance-based compensation may create an incentive for the Firm or the Underlying Managers to cause a client to make investments that are riskier or more speculative than would be the case if the Firm or the Underlying Managers did not receive such compensation.

**One Oak Global Opportunities Fund, LTD** charges an annual performance fee of 10% of the net investment profits (if any) for the given year subject to a loss carryforward (as defined in the offering document).

## ITEM 7: TYPES OF CLIENTS

At present, we provide investment advisory services to private funds, as well as advice on a separately managed account basis to individuals, high net worth individuals, trusts, estates, endowments, charitable organizations, corporations, limited liability companies, other businesses entities, and other investment advisors.

The minimum account size necessary to invest in our portfolio will vary by the type of Investor. For instance, investors in the One Oak Alpha Opportunities Fund must make a minimum initial investment of at least \$500,000, and any additional investments must be in increments of \$100,000. From time to



time, initial investments less than \$500,000 and additional investments less than \$100,000 may be accepted, and these thresholds may be increased or decreased. The Adviser has the discretion to negotiate a lower minimum investment size.

#### **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

Security analysis methods may include economic, fundamental, technical, and cyclical analysis. The main sources of information may include the research provided via Bloomberg and any other research department they may offer access to, research materials prepared by others, corporate rating services, annual reports, prospectuses, press releases, filings with the SEC, financial newspapers and magazines, and the Internet.

For the ACA Funds, the Firm provides investment advisory services to its Fund clients by allocating Fund capital to one or more underlying funds and/or separately managed accounts (collectively, the “Underlying Funds”, and each, an “Underlying Fund”) that independent portfolio managers manage (collectively, the “Underlying Managers”, and each, an “Underlying Manager”) based on an investor’s specific investment goals and risk tolerance. The Underlying Funds may invest in a wide variety of securities and other financial instruments and may utilize a diverse group of generic or specialized investment strategies and investment techniques. The Underlying Managers may pursue, among others, the following: long/short equity investing, fixed income investing, short sales, derivatives trading, real estate investment, commodities and futures trading, event-driven investing, arbitrage (including relative value arbitrage), spot currencies trading and macro trading strategies. The Underlying Managers may employ leverage in their strategies. Each Underlying Manager actively manages the assets allocated to it by the Firm, in accordance with the Underlying Fund’s offering documents. For the avoidance of doubt, the Firm does not invest the Funds’ assets directly in securities and/or other financial instruments and intends to only invest in Underlying Funds or maintain cash or cash equivalent investments.

The Firm’s Investment Committee continuously reviews a variety of alternative strategies and Underlying Managers. In general, the Firm targets Underlying Funds with assets under management of up to one billion dollars (\$1,000,000,000.00) but may also target Underlying Funds that have assets under management in excess of one billion dollars (\$1,000,000,000.00). The Investment Committee seeks Underlying Managers that they believe have extensive knowledge in managing hedge funds and generating positive risk-adjusted returns. In addition, Underlying Managers will generally be selected for their ability, in the Firm’s opinion, to earn returns that are largely uncorrelated to the broader markets and for successfully managing risk. Once an Underlying Manager and an Underlying Fund are selected for consideration, the Investment Committee conducts a thorough evaluation of each such Underlying Manager and Underlying Fund.

This evaluation includes, but is not be limited to, the following aspects: firm infrastructure, fund structure and governance, operational infrastructure, trading and execution, risk management, valuation and pricing methodology, trade settlement, reporting, compliance, liquidity, regulatory and compliance procedures, background investigations, cash controls, counterparty risk, brokerage relationships, transparency and quality of third-party vendors (i.e., prime broker, legal counsel, administrator, auditor and custodian). The Firm periodically updates its evaluation procedures.

**Risk of Loss**

Investing in securities involves risk of loss that our clients (and underlying investors) should be prepared to bear. There can be no assurance that the Funds will achieve its investment objective. Assessment of the prospects of investments may not prove accurate. No assurance can be given that any investment or trading strategy implemented by the Advisor on behalf of the Funds will be successful and, because of the speculative nature of the Fund's investment and trading strategy, investors may suffer a significant loss of their invested capital, including loss of the entire investment. In addition, we believe that clients and their underlying investors should be aware of the risk factors delineated below. These risk factors are not a complete explanation of all the risks to clients and underlying investors from investing with us. Clients should read this brochure, any investment advisory agreement, any organizational or offering documents, and the documents and materials referred to in this brochure before determining to invest with us.

**Risk Factors**

*Note: All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Although One Oak advises assets in a manner consistent with risk tolerances, there can be no guarantee that our efforts will be successful. The investor should be prepared to bear the risk of loss.*

**Market Risks**

Accuracy of Public Information. The Adviser selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the Adviser by the issuers or through sources other than the issuers. Although the Adviser evaluates all such information and data and sometimes seeks independent corroboration when it's considered appropriate and reasonably available, the Adviser is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

Adviser's Investment Activities. The Adviser's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors that are neither within the control of nor predictable by the Adviser. Such factors include a wide range of economic, political, competitive, technological, and other conditions (including acts of terrorism and war) that may affect investments in general or specific industries or companies. The securities markets may be volatile, which may adversely affect the ability of the Adviser to realize profits.

Competition. The securities industry and the varied strategies and techniques to be engaged in by the Adviser are extremely competitive, and each involves a degree of risk. The Adviser will compete with firms, including many of the larger securities and investment banking firms, which have substantially greater financial resources and research staff.

Exchange Rate Fluctuations. Investments that are denominated in a foreign currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. The Firm will generally value its holdings and to make distributions, if any, in U.S. Dollars. Thus, changes in currency exchange rates adverse to the U.S. Dollar may adversely affect such holdings' value.

Foreign Exchange Markets May Be Illiquid at Certain Times. Several nations or groups of nations have in the past imposed trading limits or restrictions on the amount by which the price of certain foreign exchanges may vary during a given time period and the volume which may be traded; they have also imposed restrictions or penalties for carrying positions in certain foreign currencies over time. Such limits may prevent trades from being executed during a given trading period. Such restrictions or limits could prevent the Adviser or the Underlying Managers from promptly liquidating unfavorable positions and therefore could subject the Firm to substantial losses. The Adviser and the Underlying Managers may trade on certain non-U.S. markets, which may be substantially more prone to periods of illiquidity than the United States markets due to a variety of factors.

Inflation Risk. Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if a Fund purchases a five (5) year bond in which it can realize a coupon rate of five percent (5.00%), but the rate of inflation is six percent (6.00%), then the purchasing power of the cash flow has declined. For all but inflation-linked bonds, adjustable bonds or floating rate bonds, the Fund is exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security. To the extent that interest rates reflect the expected inflation rate, floating rate bonds have a lower level of inflation risk.

Independence of Underlying Funds; Dependence on Underlying Managers. Some of the Funds invest in Underlying Funds managed by the Underlying Managers. The Firm does not and will not control any of the Underlying Funds, the investments made therein and other investment decisions, all of which are entirely within the control of the Underlying Managers. The investments of the Funds are always made pursuant to written disclosures from and/or agreements with an Underlying Manager which provide, among other things, guidelines by which the Underlying Manager will manage the Underlying Fund. Thus, while each Underlying Manager is bound by a written agreement to follow specified trading strategies, it is possible that the Underlying Manager could violate the agreement by using a riskier strategy than that specified in the agreement and a loss of all or part of the Funds' investment with such underlying manager. Further, each Fund's performance depends on the performance of the Underlying Managers and selected strategies, the adherence by such Underlying Managers to such selected strategies, the instruments used by such managers and the Firm's ability to select Underlying Managers and strategies and effectively allocated fund assets among them.

Investments in Undervalued Securities. The Adviser intends to invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Adviser's investments may not adequately compensate for the business and financial risks assumed.

Market Volatility. The profitability of the Adviser substantially depends upon it correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. The Adviser cannot guarantee that it will be successful in accurately predicting price and interest rate movements.

Material Non-Public Information. By reason of their responsibilities in connection with other activities of the Adviser and/or its affiliates, certain principals or employees of the Adviser and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Adviser will not be free to act upon any such information. Due to these restrictions, the Adviser may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Underlying Funds Not Registered Under the Investment Company Act of 1940. The Underlying Funds are not, nor do they intended to be, registered under the 1940 Act and thus are (i) different in many ways from open-end investment companies (“mutual funds”) so registered, and (ii) not subject to the provisions of the 1940 Act designed for investor protection. The 1940 Act contains certain provisions, among others, relating to boards of directors of mutual funds, which govern the election of directors by mutual fund shareholders, set forth standards for disqualification of certain individuals from serving as directors and list requirements for disinterested directors. None of these provisions apply to the Underlying Funds, which are within the absolute control of the Underlying Managers. The 1940 Act also contains provisions, among others, relating to conflicts of interest, and requires investor and disinterested director approval of investment advisory agreements, while the terms of any such agreements (or similar agreements) entered into by the Underlying Fund are within the discretion of the Underlying Managers. None of the prohibitions on transactions with affiliates or certain other conflicts of interest provisions contained in the 1940 Act apply to the Underlying Funds. While the Underlying Funds keep appropriate records, they are not subject to the record-keeping or custodianship requirements of the 1940 Act. The SEC requires reports and makes inspections of the books and records of mutual funds, neither of which are the case with respect to the Underlying Funds.

Volatility of Currency Prices. The profitability of a portfolio of a Fund sometimes depends, in part, upon the future price movements of currencies. However, price movements of currencies are influenced by, among other things, changing supply and demand relationships; governmental, trade, fiscal, monetary and exchange control programs and policies; national and international political and economic events; and changes in interest rates. Governments from time to time intervene in certain markets in order to influence prices directly.

## **Investment Risks**

One Oak invests substantially all their available capital (other than capital the Adviser retains in cash or cash equivalents) principally in fixed income securities. Markets for such instruments fluctuate, and the market value of any particular investment may vary substantially. The Fund’s portfolio may not generate any income or appreciate in value.

Cash Flow. The Adviser and the Underlying Managers may trade options on foreign exchange. Foreign exchange gains and losses are marked-to-market daily for purposes of determining margin requirements. Option positions generally are marked-to-market daily, and short option positions will require additional margin if the market moves against the position. There may be periods in which positions on both sides must be closed down prematurely due to short-term cash flow needs. Were this to occur during an adverse move in a spread or straddle relationship, a substantial loss could occur.

Counterparty and Settlement Risk. To the extent a Fund invests in swaps, derivative or synthetic instruments, repurchase agreements or other over-the-counter transactions or, in certain circumstances, non-U.S. securities, the Underlying Fund may take a credit risk with regard to parties with which it trades and may also bear the risk of settlement default. These risks may differ materially from those entailed in exchange-traded transactions, which generally are backed by clearing organization guarantees, daily marking-to-market and settlement and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections and expose the parties to counterparty default risk.

Custody Risk. It is anticipated that a portion of Funds' assets may be invested in currency forward contracts, futures, options, swaps, or similar financial instruments which are not capable of being "custodied" in the traditional sense. Accordingly, at any given time, a Fund's account may only contain a small amount of cash and/or direct investments, with the majority of such Fund's assets posted as collateral or otherwise held at the various banks, brokerage firms, and other financial institutions with which it has effected investment transactions. It is expected that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets of the Fund, and hence the Fund should not be exposed to credit risk with respect to such parties. However, it may not always be possible to achieve this segregation. There may be practical or timing problems associated with enforcing the Fund's rights to its assets in the case of an insolvency of any such party, particularly regarding parties located in non-U.S. jurisdictions.

Disruptions or Inability to Trade Due to a Failure to Receive Timely and Accurate Market Data from the Underlying Managers and Third-Party Vendors. The Adviser or the Underlying Managers' strategies depend to a significant degree on the receipt of timely and accurate market data from third-party vendors. Any failure to receive such data in a timely manner or the receipt of inaccurate data for any reason could disrupt and adversely affect the Adviser or the Underlying Funds' trading until such failure or inaccuracy is corrected.

Foreign Transactions Risks Generally. Trading on interbank markets outside the United States is not regulated by any United States governmental agency and may involve certain risks not applicable to trading on United States exchanges. Trading on foreign markets involves the additional risks of expropriation, burdensome or confiscatory taxation, moratoriums, investment controls or political or diplomatic events, which might adversely affect the Firm's trading activities. Trading on foreign markets is also subject to the risk of changes in the exchange rate between dollars and the currencies in which such contracts are settled, which can have an effect on profits or losses even after a position has been closed out.

Hedging Transactions. Investments in financial instruments such as forward contracts, options, commodities and interest rate swaps, caps and floors, other derivatives, and other investment techniques are commonly utilized by investment funds & portfolios to hedge against fluctuations in the relative values of its portfolio positions as a result of changes in currency exchange rates, interest rates and/or the equity markets or sectors thereof. Any hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline but establish other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions



also limit the opportunity for gain if the value of the portfolio positions should increase. The Adviser is not obligated to establish hedges for portfolio positions and may not do so.

Certain of the Adviser or the Underlying Funds' trading and investment activities in securities and other financial instruments may be subject to Federal Reserve Board (the "FRB") margin requirements, which are computed each day. When the market value of a particular open position changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a "margin call" on the customer is made. With respect to these trading activities, the Adviser or the Underlying Funds and not their investors personally will be subject to margin calls.

Increases in Assets Under Management May Have an Adverse Effect on Trading. By accepting additional subscriptions (whether from the Firm's investors or otherwise), each Fund may exceed the Adviser or the Underlying Manager's capacity – i.e., the maximum amount at which it can effectively trade and manage risk. For example, the Adviser or the Underlying Managers may encounter difficulty in establishing or liquidating larger positions at desired prices.

Investments in Securities and Other Assets Believed to Be Undervalued. The Adviser and the Underlying Funds may invest in undervalued securities. The identification of such investment opportunities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While such investments offer the opportunities for above-average capital appreciation and/or current yield, they also involve a high degree of financial risk and can result in substantial losses. Returns generated from an investment may not adequately compensate for the business and financial risks assumed. Such investments can sometimes include bonds and other fixed income securities, including, without limitation, commercial paper and "higher yielding" (and, therefore, higher risk) debt securities.

Lack of Diversification. The portfolios may not be widely diversified among sectors, industries, geographic areas, or types of securities. Further, portfolios may not necessarily be diversified among a wide range of issuers. Accordingly, the portfolios may be subject to more rapid change in value than would be the case if the Investment Vehicles were required to maintain a broad diversification among companies or industry groups.

Lack of Liquidity. One Oak may invest in thinly traded and relatively illiquid securities or those securities may not be traded at the time the portfolios invest or may cease to be traded after the portfolios invest. One Oak also may acquire significant positions in some securities. In such cases and in the event of extreme market activity, One Oak may not be able to liquidate its investments promptly if necessary. In addition, One Oak's sales of thinly traded securities could depress the market value of those securities and thereby reduce the profitability or increase its losses. Such circumstances or events could affect the portfolio's gain or loss materially and adversely.

Leverage. One Oak will use leverage by engaging in short sales, entering into swaps and other derivatives contracts, and other leveraging strategies. Such leverage increases the risk of loss and volatility. In addition, the use of leverage requires the pledging of assets as collateral. Margin calls or changes in margin requirements can cause the portfolios to be required to pledge additional collateral or liquidate the portfolio's holdings, which could require the portfolio to sell securities at substantial losses that would not otherwise be realized.

Leverage Used by the Underlying Funds. When appropriate and subject to applicable regulations, an Underlying Fund may use leverage in its investment program, including the use of borrowed funds and investments in certain types of options, such as puts, calls and warrants, or total return swaps, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. To the extent an Underlying Fund purchases securities with borrowed funds, its net assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. The level of interest rates generally, and the rates at which such funds may be borrowed in particular, could affect the Firm's operating results.

Limited Operating History. Although One Oak has significant investment management experience, One Oak is a recently formed entity and has limited operating history upon which investors can evaluate their likely performance. Accordingly, an investment in the One Oak Funds entails a significant degree of risk.

Portfolio Turnover. The portfolios may require active trading of the portfolio, and as a result, turnover and brokerage commission expenses may significantly exceed those of other investment entities of comparable size.

Risk of Default or Bankruptcy of Third Parties. The Funds may engage in transactions in securities, commodities, financial instruments and other assets that involve counterparties. Under certain conditions, the Fund could suffer losses if a counter-party to a transaction were to default or if the market for certain securities, instruments and/or assets were to become illiquid. In addition, the Fund could suffer losses if there were a default or bankruptcy by certain other third parties, including brokerage firms and banks with which the Fund does business, or to which securities, instruments and/or assets have been entrusted for custodial purposes.

Short-Sales. One Oak may sell securities short. Short sales can, in certain circumstances, substantially increase the impact of adverse price movements on the portfolios. A short sale involves the risk of a theoretically unlimited increase in the market price of the particular investment sold short, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Systemic Risk. Credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which the Firm and/or a Fund interacts on a daily basis. Systemic risk could result in increased volatility of financial markets and a greater risk of counterparty default. To the extent that systemic risk occurs, it could result in large losses to the Funds and the Firm.

Special Situations. The Funds may invest in companies that are involved in (or are the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs,

reorganizations, bankruptcies, and similar transactions. In any investment opportunity involving any such type of business enterprise, there exists the risk that the transaction in which such business enterprise is involved either will be unsuccessful, take considerable time or result in a distribution of cash or a new security the value of which will be less than the purchase price to the Fund of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not, in fact, occur, the Fund may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Fund may invest. There is a potential risk of loss to a Fund (and therefore to the Firm) of its entire investment in such companies.

Technology Risk. The Adviser and the Underlying Managers' investment strategies rely heavily on the use of proprietary and non-proprietary software, data, and intellectual property. Such reliance on this technology and data is subject to a number of important risks. The Funds may be severely and adversely affected by the malfunction of the technology and/or data feed. For example, an unforeseeable software or hardware malfunction could occur due to a virus or other outside force, or as result of a design flaw in the system or in its continued implementation. In the past, occurrences of this nature to other funds have sometimes resulted in dramatically negative consequences for the portfolio of the related fund. In addition, changes in the market for publicly available data or in regulatory reporting requirements could cause a severe diminution in the data available for the technology to operate as designed. Such events can also have dramatically negative consequences for the Funds. Furthermore, if any of the software, hardware, data and/or other intellectual property is found to infringe on the rights of any third party, the Firm or Underlying Manager could be severely and adversely affected.

Trade Errors. The Adviser and the Underlying Managers' computerized trading systems rely on the ability of their personnel to accurately process such systems' outputs and to use the proper trading orders, including stop-loss or limit orders, to execute the transactions called for by the systems.

### **Regulatory Risks**

Conflicts of Interest: In the administration of client accounts, portfolios, and financial reporting, the Adviser faces inherent conflicts of interest, which are described in this brochure. Generally, the Adviser mitigates these conflicts through its Code of Ethics, which provides that the client's interest is always held above that of the Firm and its associated persons.

Derivatives Regulations. The regulatory environment for derivatives is evolving, and changes in such regulation could restrict, make it more costly, or otherwise adversely affect the Firm's ability to pursue its investment strategy.

Lack of Registration. One Oak private funds or LP interests have neither been registered under the Securities Act nor under the securities or "blue sky" laws of any state and, therefore, are subject to transfer restrictions.

Reliance on Management and Key Personnel. Investors have no right or power to take part in the management of One Oak. Accordingly, no investor should invest with One Oak unless such an investor is willing to entrust all aspects of management to One Oak. The investment performance of the One



Oak portfolios depends largely on the skill of key personnel of One Oak, including, in particular, its sub-advisors. If key personnel were to leave One Oak, it might not be able to find equally desirable replacements, and the performance of the One Oak Funds could, as a result, be adversely affected.

Strategy Restrictions. Certain institutions may be restricted from directly utilizing investment strategies of the type in which the Adviser may engage. Such institutions, including entities subject to ERISA, should consult their own advisors, counsel, and accountants to determine what restrictions may apply and whether an investment in the Adviser is appropriate.

Supervision of Trading Operations. With assistance from its brokerage and clearing firms, the Adviser intends to supervise and monitor trading activity in the portfolio accounts to ensure compliance with firm and client objectives. However, despite the Adviser's efforts, there is a risk that unauthorized or otherwise inappropriate trading activity may occur in portfolio accounts.

Depending on the nature of the investment management service selected by a client and the securities used to implement the investment strategy, clients will be exposed to risks that are specific to the securities in their particular investment portfolio.

Trading Limitations. For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject the Adviser to loss. Also, such a suspension could render it impossible for the Adviser to liquidate positions and thereby expose the Adviser to potential losses.

### **Security Specific Risks**

Derivative Instruments. One Oak may invest, from time to time, in derivative instruments, including fixed income swap agreements. The values swap agreements depend primarily upon the price of the securities, indexes, commodities, currencies, or other instruments underlying them. Payments pursuant to swap agreements are also influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary, and exchange control programs and policies of governments, and national and international political and economic events and policies.

ETFs. The Adviser and the Underlying Funds may invest in exchange-traded funds ("ETFs"). ETFs represent an interest in a passively managed portfolio of securities selected to replicate a securities index. Because ETF shares are traded on an exchange, they may trade at a discount from or a premium to the net asset value per share of the underlying portfolio of securities. In addition to bearing the risks related to investments in equity securities, investors in ETFs intended to replicate a securities index bear the risk that the ETFs performance may not correctly replicate the performance of the index. Investors in ETFs, closed-end funds and other investment companies bear a proportionate share of the expenses of those funds, including management fees, custodial and accounting costs and other expenses. Trading in ETF and closed-end fund shares also entails payment of brokerage commissions and other transaction costs.

ETF Correlation Risk. A number of factors may affect an ETF's ability to achieve a high degree of correlation with its benchmark, and there can be no guarantee that an ETF will achieve a high degree

of correlation. A failure to achieve a high degree of correlation may prevent the Firm from achieving its investment objective. A number of factors may adversely affect the Firm's correlation with its benchmark, including fees, expenses, transaction costs, costs associated with the use of leveraged investment techniques, income items, accounting standards and disruptions or illiquidity in the markets for the securities or financial instruments in which an ETF invests. An ETF may not have investment exposure to all securities in its underlying benchmark index, or its weighting of investment exposure to such stocks or industries may be different from that of the benchmark index. In addition, an ETF may invest in securities or financial instruments not included in the index underlying its benchmark. An ETF may be subject to large movements of assets into and out of the ETF, potentially resulting in the ETF being overexposed or underexposed to its benchmark. Activities surrounding annual index reconstitutions and other index rebalancing or reconstitution events may hinder an ETF's ability to meet its daily investment objective on that day. Each ETF seeks to rebalance its portfolio daily to keep leverage consistent with its daily investment objective. ETFs are "leveraged" funds in the sense that they have investment objectives to match the inverse, a multiple or a multiple of the inverse of the performance of an index on a given day. These ETFs are subject to all of the correlation risks described above. In addition, there is a special form of correlation risk that derives from these ETFs' use of leverage, which is that for periods greater than one day, the use of leverage tends to cause the performance of an ETF to be either greater than or less than the index performance (or the inverse of the index performance) times the stated multiple in the Firm's objective, before accounting for fees and applicable expenses.

ETF Liquidity Risk. In certain circumstances, such as the disruption of the orderly markets for the securities or financial instruments in which an ETF invests, an ETF might not be able to dispose of certain holdings quickly or at prices that represent true market value in the judgment of the ETF portfolio manager(s). Such a situation may prevent an ETF from limiting losses, realizing gains or achieving a high correlation or inverse correlation with its underlying index.

Fixed Income Call Option Risk. Many bonds, including agency, corporate and municipal bonds, and all mortgage-backed securities, contain a provision that allows the issuer to "call" all or part of the issue before the bond's maturity date. The issuer usually retains this right to refinance the bond in the future if market interest rates decline below the coupon rate. There are three disadvantages to the call provision. First, the cash flow pattern of a callable bond is not known with certainty. Second, because the issuer will call the bonds when interest rates have dropped, the Adviser is exposed to reinvestment rate risk – the Adviser will have to reinvest the proceeds received when the bond is called at lower interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

Foreign Exchange/Foreign Currency. The Adviser and the Underlying Managers may trade in foreign exchange and foreign exchange options and spot, forwards and non-deliverable forwards in currencies of G10 and emerging market economies. Currency trading differs from most of the trading in the U.S. of stocks, futures or options, in that it does not typically occur on regulated exchanges and clearing houses do not guarantee the execution of trades. Instead, most participants in currency markets trade with each other based upon various credit arrangements.

Futures. Trading futures is a highly risky strategy. Whenever a Fund purchases a particular future, there is a possibility that the Fund may sustain a total loss of its purchase price. The prices of futures

are, in general, much more volatile than the prices of securities such as stocks and bonds. As a result, the risk of loss in trading futures is substantially greater than in trading those securities.

High Yield Securities. The Adviser or the Underlying Funds may invest in "high yield" bonds and preferred securities which are rated in the lower rating categories by the various credit rating agencies (or in comparable non-rated securities). Securities in the lower rating categories are subject to a greater risk of loss of principal and interest than higher-rated securities and are generally considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. They are also generally considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic conditions. Because investors generally perceive that there are greater risks associated with the lower-rated securities, the yields and prices of such securities may tend to fluctuate more than those for higher-rated securities. The market for lower-rated securities is thinner and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold. In addition, adverse publicity and investor perceptions of lower-rated securities, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such lower-rated securities.

Investments in Non-U.S. Investments. The Funds may invest and trade a portion of the relevant Funds' assets in non-U.S. securities and other assets (through ADRs and otherwise), which will give rise to risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and non-U.S. issuers and markets are subject. Such risks may include:

- Political or social instability, the seizure by non-U.S. governments of company assets, acts of war or terrorism, withholding taxes on dividends and interest, high or confiscatory tax levels, and limitations on the use or transfer of portfolio assets.
- Enforcing legal rights in some foreign countries is difficult, costly, and slow, and there are sometimes special problems enforcing claims against non-U.S. governments.
- Non-U.S. securities and other assets often trade in currencies other than the U.S. Dollar, and the Funds may directly hold non-U.S. currencies and purchase and sell non-U.S. currencies through forward exchange contracts. Changes in currency exchange rates will affect a Fund's net asset value, the value of dividends and interest earned, and gains and losses realized on the sale of investments. An increase in the strength of the U.S. Dollar relative to these other currencies may cause the value of a Fund's investments to decline. Some non-U.S. currencies are particularly volatile. Non-U.S. governments may intervene in the currency markets, causing a decline in the value or liquidity of a Fund's non-U.S. currency holdings. If a Fund enters into forward non-U.S. currency exchange contracts for hedging purposes, it may lose the benefits of advantageous changes in exchange rates. On the other hand, if a Fund enters forward contracts for increasing return, it may sustain losses.
- Non-U.S. securities, commodities and other markets may be less liquid, more volatile and less closely supervised by the government than in the United States. Foreign countries often lack uniform accounting, auditing and financial reporting standards, and there may be less public information about the operations of issuers in such markets.

**Liquidity.** Liquidity is the ability to readily convert an investment into cash. Securities, where there is a ready market that is traded through an exchange, are generally more liquid. Securities traded over the counter or that do not have a ready market or are thinly traded are less liquid and may face material discounts in the price level in a liquidation situation. One Oak may invest in thinly traded and relatively illiquid securities, or those securities may not be traded at the time One Oak invests or may cease to be traded after One Oak invests. One Oak also may acquire significant positions in some securities. In such cases and in the event of extreme market activity, One Oak may not be able to liquidate its investments promptly if necessary. In addition, One Oak's sales of thinly traded securities could depress the market value of those securities and thereby reduce the portfolio's profitability or increase its losses. Such circumstances or events could affect the gain or loss materially and adversely.

**Small Companies.** The Adviser and the Underlying Funds may invest in small and/or unseasoned companies with small market capitalization. Such companies generally have potential for rapid growth, but they often involve higher risks because they may lack the management experience, financial resources, product diversification and/or competitive strength of larger and/or more established companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies.

**Withdrawal of Capital.** The ability to withdraw funds from the One Oak private funds or LP interests is usually restricted in accordance with the withdrawal provisions contained in an Offering Memorandum. In addition, substantial withdrawals by investors within a short period of time could require a fund to liquidate securities positions and other investments more rapidly than would otherwise be desirable, possibly reducing the value of the fund's assets and/or disrupting the fund's investment strategy.

**Recommendation of a Particular Type of Security**

We recommend a particular type of security, fixed income (subject to anything to the contrary in the relevant investment advisory agreement, offering document, or organizational documents of a specific client).

**ITEM 9: DISCIPLINARY INFORMATION**

To the best of our knowledge, there are no legal or disciplinary events that are material to our clients' evaluation of our advisory business or the integrity of our management.

**ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS****Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor Registration**

The Adviser and its management personnel are not registered as futures commission merchants ("FCM"), commodity pool operators ("CPO"), and commodity trading advisors ("CTA") with the Commodity Futures Trading Commission ("CFTC") and do not have any application pending to register with the CFTC or the National Futures Association as a FCM, CPO, CTA, or an associated person of a FCM, CPO, or CTA.

**Material Relationships and Conflicts of Interests with Industry Participants**

We may conduct business with institutions that invest or whose clients invest with One Oak. In addition, we, our affiliates, and the partners, members, managers, directors, and principals of those affiliates may have financial investments in other clients or interests in the performance of other clients. It is, therefore, possible that we will have conflicts of interest with one or any of the One Oak Funds. We will abide, at all times, by our contractual and fiduciary obligations to each of our clients and will endeavor to ensure that such conflicts are resolved fairly.

There may be a conflict of interest in the allocation of investment opportunities between each of the One Oak portfolios/sleeves and/or a separately managed client (each known as a "client"). As a general matter, we intend to allocate investment opportunities between all portfolios in a manner that is in the collective best interests of all clients involved. We may, however, allocate an investment opportunity wholly or primarily to one or more clients and, therefore, other clients will be unable to participate in such investment opportunity or may participate only on a limited basis. We are generally not under any obligation to share any investment, idea, or strategy with any of our clients.

Any of our clients may be disadvantaged because of our activities on behalf of any of our other clients (including private funds). For instance, the size of one or more of a client's position in investment may be limited because of the legal restrictions on the size of combined positions that we may take on behalf of all the accounts we manage. In addition, we may choose not to offer an investment opportunity to each or all the clients because the market may not be able to absorb the sale of combined positions in illiquid investments. Further, there may be circumstances under which we will consider participation by one or more clients in investment opportunities in which we do not intend to invest or intend to invest only on a limited basis, on behalf of one or more of the clients. We will evaluate a variety of factors that may be relevant in determining whether a particular situation or strategy is appropriate and feasible for one or more of the clients at a particular time. These factors include the nature of the investment opportunity, taken in the context of the other current investments, the liquidity of the investment relative to the needs of the particular entity or client, legal, regulatory, or tax limitations on the particular client, and the transaction costs involved. Because these considerations may differ for each of the clients, the investment activities of each of the clients, in the context of any particular investment opportunity, may differ considerably from time to time.

We may buy or sell a particular investment for only one of our clients or for neither of our clients. Likewise, we may buy or sell a particular investment for only one of our clients or for none of our clients. We may buy or sell different amounts of a particular investment, at different times, for some but not all of our clients, even if the investment could have been bought or sold for other clients at the same time. Likewise, we may buy a particular investment for one client at the same time that we are selling the same investment on behalf of another client, including portfolios managed by the same investment teams.

Our clients may receive less (or more) of a certain investment than they would otherwise receive if we did not have a conflict of interest among clients. In effecting transactions, it may not always be possible, or consistent with the investment objectives of our various clients, to take or liquidate the same investment positions at the same time or at the same prices. For example, we may or may not have a fund with new or additional investment capital purchase an equal percentage of a particular investment.

For a detailed discussion of the conflicts of interest that may arise because of fee structures and fee arrangements, please see Item 6, “Performance-Based Fees and Side-By-Side Management,” above.

#### **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

As a fundamental mandate, we demand the highest standards of ethical conduct and care from all of our employees and officers. Our employees must abide by this basic business standard and must not take inappropriate advantage of their position. Each employee is under a duty to exercise his or her authority and responsibility for our benefit and for the benefit of our clients and may not have outside interests that inappropriately conflict with our interests or those of our clients. Each employee must avoid circumstances or conduct that adversely affect or that appear to adversely affect our clients or us.

##### **Code of Ethics**

Pursuant to Rule 204A-1, promulgated under the Investment Advisers Act, we have adopted a Code of Ethics to establish applicable policies, guidelines, and procedures that promote ethical practices and conduct by all of our employees and officers and to prevent violations of the Investment Advisers Act and the Investment Company Act.

Our Code of Ethics requires all of our employees to adhere to the highest ethical standards when discharging their investment advisory duties to clients or conducting general business activity on our behalf in every possible capacity, such as investment management, administration, dealings with service providers, the confidentiality of information, and financial matters of every kind. Accordingly, the Code of Ethics sets forth policies designed to reasonably assure that the high ethical standards that we maintain to continue to be applied, deter employee misconduct, and protect clients and investors in the Client Accounts that we manage. The Code of Ethics prohibits certain activities and personal financial interests and requires disclosure of certain personal investments and related business activities of employees. In addition, the Code of Ethics requires all employees to have an obligation



and a responsibility to conduct business in a manner that maintains the trust and respect of fellow employees, our clients, their investors, our business counterparties, and the general public.

We will provide a copy of our Code of Ethics, free of charge, to any client or investor and the prospective client or prospective investor upon request. Our Code of Ethics may be requested by contacting our Chief Compliance Officer, Joanne Costantini, at 914-205-5823 or [jc@oneoakcapitalmgmt.com](mailto:jc@oneoakcapitalmgmt.com).

**Recommending, Buying, or Selling Securities in which We or a Related Person Have a Material Financial Interest, Invest, or Buy or Sell at the Same Time; Conflict of Interests**

In appropriate circumstances, we may cause client accounts over which we have investment authority to affect the purchase or sale of securities, or related securities such as warrants, options, or futures, in which our advisory personnel, our other clients, or we, directly or indirectly, have a position of interest. We may also recommend that our clients or prospective clients purchase or sell such securities. Nevertheless, we anticipate that we will rarely invest client assets in the same or related securities in which we, or our related persons, are invested. There may be circumstances in which we may recommend to clients or buy or sell for One Oak funds securities in which our related persons, our other clients, or we have a position of interest. Such purchases and sales may occur at or about the same time that we buy or sell the same security for our own account, or our related persons buy or sell the same security for their own accounts.

Conflicts of interest may occur when we, or our related persons, invest in the same securities that we recommend to our clients and when we, or our related persons, trade in the same security at or about the same time. As discussed above, we expect these situations to occur infrequently, if ever. For example, theoretically, we may seek to sell the securities we hold while simultaneously recommending that our clients maintain their position in the security. A sale by our related persons or us may affect the liquidity of the securities that our clients continue to hold.

**Personal Trading**

We recognize that the personal investment transactions of members and employees of our Firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our Firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers, and employees for their personal accounts. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

Furthermore, our Firm has established a Code of Ethics that applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics, which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with

the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgment that they have read, understand, and agree to comply with our Code of Ethics. Our Firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Related persons of our Firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize any conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our Firm's Code of Ethics, a copy of which is available upon request.

Related persons may buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. If a security is bought or sold for clients and for Firm access persons on the same day, the access person's trades must either be: 1. aggregated with the client transactions, in which case all participants in the transaction participate on an average price basis; or 2. executed at the end of the trade day after all client trades in the subject security for that day are completed. If the access person's purchase of the security is not aggregated with client trades, the price received by the access person cannot be more favorable than the price received for the same security for client accounts that day.

Related persons may buy or sell different investments based on personal investment considerations, which the Firm may not deem appropriate to buy or sell for clients. It is also possible that employees may take investment positions for their own accounts that are contrary to those taken on behalf of clients. Employees may also buy or sell a specific security for their personal account based on personal investment considerations aside from company or industry fundamentals, which are not deemed appropriate to buy or sell for clients. If these securities subsequently appreciate, these personal transactions could be viewed as creating a conflict of interest.

Conversely, related persons may liquidate a security position that is held both for their own account and for the accounts of Firm clients, sometimes in advance of clients. This occurs when personal considerations (i.e., liquidity needs, tax-planning, industry/sector weightings) deem a sale necessary for individual financial planning reasons. If the security subsequently falls in price, these personal transactions could be viewed as a conflict of interest.

## **ITEM 12: BROKERAGE PRACTICES**

### **A. Selection of Broker-Dealers and Reasonableness of Compensation**

Subject to the policies that may be established by any of our clients, we will be primarily responsible for selecting brokers and dealers to execute transactions with respect to the publicly-traded securities in our clients' portfolios and for allocating brokerage commissions. We do not expect to execute transactions through any particular broker-dealer but rather will seek to obtain the best net results for our clients under the circumstances. We will take into account factors such as (i) price (including the applicable brokerage commission or dealer spread); (ii) execution capabilities of the broker-dealers



(including accurate and timely execution, clearance, and error/dispute resolution); (iii) research (including economic forecasts, investment strategy advice, fundamental and technical advice on individual securities, valuation advice, and market analysis); (iv) other services (including reporting and technology) provided by such broker-dealers, which are expected to enhance our general portfolio management capabilities; (v) size of the transaction; (vi) difficulty of execution; (vii) operational facilities of the broker-dealers involved; (viii) risk in positioning a block of securities; (ix) reputation; (x) financial strength and stability; and (xi) quality of the overall brokerage and research services provided by the broker-dealers. We generally seek to have our clients pay the lowest commission rate available to obtain the quality of execution that we deem necessary for the applicable transaction. As noted above, however, we consider other factors besides commission rates when selecting broker-dealers. For example, at times, we may receive research reports from brokers, and our portfolio managers may consult with brokers' analysts. Accordingly, we may not always obtain the lowest commission rates available.

For the ACA Funds, the Underlying Managers select the broker-dealers to execute transactions on behalf of the Underlying Funds. Generally, portfolio transactions for the Underlying Funds are cleared through brokerage accounts maintained at various brokerage institutions.

### **Soft Dollar Arrangements**

The term "soft dollars" refers to commissions accumulated by brokers based on an adviser's transactions on behalf of its clients, which may be used by the adviser to acquire various products or services. The use of client commissions, known as soft dollars, to pay for these products and services, including research and brokerage products and services, presents advisers with potential conflicts of interest and may give incentives for advisers to use certain brokers without regard to their obligations to their clients.

The Adviser may use soft dollars generated by its Funds' brokerage transactions to pay for brokerage and research products and services that fall both within and outside the safe harbor afforded by Section 28(e) of the Exchange Act ("Section 28(e)"). Section 28(e) provides a "safe harbor" to advisers who use soft dollars to obtain investment research and brokerage products and services. In order to qualify for the safe harbor, the products or services must provide assistance to the Adviser in the performance of its investment decision-making responsibilities or must relate to the execution, clearance, or settlement of a trade. However, the Adviser may also use soft dollars pursuant to one or more commission sharing agreements to pay for third-party marketing expenses (e.g., placement agent fees) of those who refer prospective investors to the Funds managed by the Adviser. These commissions will be used solely to compensate firms for marketing and capital-raising efforts.

The Adviser may also direct some Funds' brokerage business to brokers who refer prospective investors to the Funds. Because such referrals, if any, are likely to benefit the Adviser but will provide an insignificant (if any) benefit to Funds, the Adviser will have a conflict of interest with the Funds when allocating Funds' brokerage business to a broker who has referred investors to the Adviser. To prevent the Funds brokerage commissions from being used to pay investor referral fees, the Adviser will not allocate Funds' brokerage business to a referring broker unless the Adviser determines in good faith that the commissions payable to such broker are reasonable in relation to those available from non-referring brokers offering services of substantially equal value to the Funds. The Adviser may sell Interests through broker-dealers and pay a marketing fee or commission in connection with such

activities, including ongoing payments, at the Adviser's own expense. The Adviser may also deduct a percentage of the amount invested by an investor in the relevant Fund to pay sales fees or charges, on a fully disclosed basis, to a broker-dealer based upon the capital contribution of such investor introduced to the Fund by such broker-dealer. Any such sales fees or charges would be assessed against the referred investor and would reduce the amount actually invested by such investor in the relevant Fund. If an investor is introduced to the Fund through a broker-dealer that is not affiliated with the Adviser, the arrangement, if any, with such broker-dealer will be disclosed to, and acknowledged by, such investor.

The use of soft dollars presents the Adviser with potential conflicts of interest and may provide the Adviser with incentives to: (i) use certain brokers who may provide certain soft dollar benefits that other brokers may not, without regard to its obligations to the Fund(s) (including, without limitation, its best execution obligations); or (ii) trade more actively in order to generate more soft dollars and thereby reduce its expenses.

To the extent applicable, an Underlying Manager may use soft dollars within the parameters of the Section 28(e) safe harbor, for items including but not limited to research advice, analyses and reports and products and services that relate to the execution of a trade (e.g., connectivity services and trading software).

#### **Brokerage for Client Referrals**

In selecting or recommending broker-dealers, we may consider whether we or any of our affiliates receive client or investor referrals from a broker-dealer or other third party.

#### **Directed Brokerage**

We do not recommend, request, or require that our clients direct us to execute transactions through a specified broker-dealer. Each client's investment advisory agreement generally grants us the full authority to determine, without obtaining the client's consent or consulting with the client on a transaction-by-transaction basis, the broker-dealers through whom all transactions will be executed. By directing transactions to certain broker-dealers, we may be unable to achieve the most favorable execution of client transactions, and this practice may cost our clients more money. As a result, clients who have elected to direct brokerage may pay higher commissions or other transaction costs or greater spreads or receive less favorable net prices than would otherwise be the case. In a directed brokerage account, we may not be able to aggregate orders to reduce transaction costs, and our clients may receive less favorable prices.

#### **Aggregating Orders for Various Client Accounts**

At the start of the month, our custodian calculates the excess buying power for our Funds and SMAs. We allocate to existing portfolios on a pro-rata basis based upon the excess margin throughout the month. All trades are set to be allocated across all accounts equitably through a pro-rata methodology where appropriate between the relevant portfolios. Today, and at this point in the Firm's evolution, this procedure is only relevant for the investment-grade purchases and sales of municipal bonds and corporates. The Municipal Opportunities Portfolio cannot purchase non-investment grade securities. Allocation percentages are set at the start of the month, and allocations are finalized at the end of the trading day. One Oak utilizes an established formula for allocating securities, including IPOs Private Placements, and/or recommendations among clients. The formula must provide a fair and equitable

basis for allocations and be consistently applied to all clients. Prior to the allocation of securities by One Oak, One Oak will determine if a client's investment objectives and suitability requirements qualify the client for participation in purchasing a specific security. If the client qualifies, One Oak will allocate a certain percentage of the total allocation to each qualified client based upon the following formula: The formula requires dividing the total par amount allocated to One Oak by the total number of clients and their assets under management. For example, if the total allocation to One Oak is \$1,000,000 of bonds and One Oak has ten clients that qualify for a percentage of the allocation and each client has a total of \$1,000,000 under management with One Oak, each client will receive an allocation of \$100,000 worth of bonds. One Oak also utilizes a front-end system called Fabkom, which has the ability to allocate to different prime brokers and SMAs. One Oak reserves the right to deviate from its allocation procedures based on the following factors:

- Specific allocations may be chosen based upon an account's existing positions in securities.
- Specific allocations may be chosen because of the cash availability of one or more particular accounts.
- Specific allocations may be chosen based on a partial fill of the block trade.
- Specific allocations may be chosen for tax reasons.
- Specific allocations may be chosen based on required minimum trade lot sizes for foreign securities.

One Oak endeavors to make all investment allocations in a manner that is the most equitable to all accounts.

## **ITEM 13: REVIEW OF ACCOUNTS**

### **Periodic Review of Client Accounts**

The Firm reviews each of our portfolios on a daily basis to ensure conformity with each client's investment style and appropriate asset allocation, and to monitor changes to the performance of individual securities. Reviews also include the monitoring of cash and cash equivalent positions and position limits within each client's account.

In addition, the Firm's Investment Committee reviews each Fund account periodically, on an as-needed basis, and the allocations of each of its investors in the Underlying Funds. Such meetings involve discussing whether particular strategies or investment limitations would and continue to suit a client. The Firm's Investment Committee meets regularly to discuss current and potential Underlying Managers and their strategies. In addition, the Firm's Investment Committee monitors the trading activity within client accounts to ensure compliance with the applicable investment strategies and limitations.

In the event an Underlying Manager violates its risk parameters, the Firm's Investment Committee would engage in a review of the account at issue. Such a review would, at such time, involve working with the Underlying Manager at issue to understand the circumstances and devise an appropriate solution.

### **Additional Review of Client Accounts**

In addition to daily oversight, we also review client portfolios on a quarterly basis.

**Contents and Frequency of Account Reports to Clients**

Each underlying investor of One Oak Funds receives a monthly written report summarizing the current value of the account, as of the end of the month, including month-to-date and year-to-date performance information. In addition, taxable investors in the One Oak Funds shall generally receive Schedule K-1s by March 31 of each year. All investors shall receive audited financial statements of One Oak Funds in which they are invested (prepared in accordance with generally accepted accounting practices) within 120 days of the fiscal year-end. If we distribute different or more frequent performance information to an underlying investor in One Oak Funds, we will make such information available to all investors in the Funds, as applicable.

**ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION****Economic Benefits for Providing Services to Clients**

We do not receive an economic benefit from anyone other than our clients for providing investment advice or other advisory services to our clients.

**Compensation to Non-Supervised Persons for Client Referrals**

One Oak may compensate affiliates or non-affiliates for client referrals in accordance with Rule 206(4)-1 under the Advisers Act. The compensation paid to any such entity will typically consist of a payment stated as a percentage of the management fee or performance fee earned by One Oak. Third parties who refer or help solicit clients may also be compensated based on a percentage of the management fee or performance fee charged to the particular Fund. When required under the law, the policies and procedures require regulatory disclosure of the compensation arrangement between One Oak and the referring party.

**ITEM 15: CUSTODY**

Rule 206(4)-2 promulgated under the Investment Advisers Act (the “**Custody Rule**”) imposes specific conditions on investment advisers who have actual or deemed custody of client assets. As an investment adviser to advisory clients, including investment accounts and pooled investment vehicles, we may be deemed to have custody in instances where we have actual possession or the authority to obtain possession of the assets of our advisory clients, and therefore we must meet the applicable conditions of the Custody Rule. As an adviser with custody, the Funds are audited on an annual basis by an independent public accountant that is both registered with and subject to regular inspection by the Public Company Accounting Oversight Board (the “PCAOB”). The Firm sends these audited financials to each Fund investor, as appropriate, within one hundred eighty (180) days of the Fund’s fiscal year end.

The Adviser does not accept or permit the Firm or its associated persons from acting as a trustee, providing bill paying service, have password access to control account activity or any other form of controlling client assets. All checks or wire transfers to fund client accounts are required to be made out to/sent to the account custodian and transferred to the custodian by the end of the next business day.

***Private Funds***

Advisers that are general partners to limited partnerships, hedge funds or other pooled investment vehicles (“investment pool”) (or that have related persons that are general partners to limited partnerships) may be exempt from the annual surprise examination provided that the investment pool is audited at least annually by an accountant that is both registered with, and subject to regular inspection by, the PCAOB; and the audited financial statements are distributed to each investor in the investment pool (or their independent representative) within one hundred twenty (120) days of the fiscal year-end of the investment pool (one hundred eighty (180) days for fund of funds).

As soon as practicable following completion of the annual audit of the Funds, the Firm will prepare and mail, or will cause to be prepared and mailed, to each limited partner or shareholder a financial report presented in accordance with GAAP, together with the report thereon submitted by the accountants selected by the general partner (or analogous party) setting forth, as of the end of the fiscal year and for each fund in which they are invested: (a) a balance sheet, (b) an income statement and (c) a statement showing the aggregate fund gains and aggregate fund losses for such year. In addition, after the end of each fiscal year, each investor will be furnished with the required tax information for the preparation of their respective tax returns.

***Separately Managed Accounts***

All assets are held by qualified custodians, and the custodians provide account statements not less than quarterly to clients at their address of record. Clients should carefully review such statements for any discrepancies or inaccuracies. In certain cases, and at the client’s request, the Adviser allows the use of standing letters of authorization (“SLOA”) that permit, with certain limitations, the third-party transfer of money between their accounts. Based on the No-Action Letter submitted by the Investment Adviser Association dated February 21, 2017, the SEC indicates that an adviser generally has custody where a client grants the adviser power in a standing letter of authorization (“SLOA”) to conduct third party transfers. The No-Action Letter further states that an adviser is exempt from the annual surprise audit requirement if it complies with the seven stated conditions of the letter that are intended to protect client assets in such situations. The Adviser meets the seven conditions the SEC has set forth and is therefore not subject to an annual surprise audit.

**ITEM 16: INVESTMENT DISCRETION**

At the outset of an advisory relationship, we may receive discretionary authority from a client to select the identity and amount of securities to be purchased and sold by the client. For example, we will have investment discretion to manage securities accounts on behalf of the One Oak portfolios. In all cases, we exercise this investment discretion in a manner consistent with the stated investment objectives of the client.

When selecting securities and determining amounts of investments, we observe the investment policies, limitations, and restrictions of the clients we advise, as stated in the applicable investment advisory agreement or other applicable agreements. Our clients may, and customarily do, place limitations on our investment authority, including, without limitation, designating types of permitted investments or the percentage of permitted investments or prohibiting certain types of investments. For a complete discussion of our advisory business and the services we provide to our clients, please see Item 4, “Advisory Business,” above.

**ITEM 17: VOTING CLIENT SECURITIES**

As a matter of Firm policy and practice, we do not accept the authority to vote proxies on your behalf. Generally, you will receive their proxies or other solicitations directly from the custodian or transfer agent. However, you may call or e-mail us with questions regarding a particular proxy or other solicitation, and we may provide advice to you regarding your voting of proxies or such solicitations upon your request. Nearly all clients authorize us to receive duplicate copies of proxies and other correspondence from investment sponsors.

You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios.

You should note that we will not advise nor act on your behalf in legal proceedings involving companies whose securities are held or previously were held in your account(s), including, but not limited to, the filing of “Proofs of Claim” in class action settlements. If desired, you may direct us to transmit copies of class action notices to you or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

One Oak does vote proxies for the private funds that we directly manage. We also delegate authority to vote proxies to the various sub-advisers. Where the sub-adviser(s) has accepted such authority to vote proxies on behalf of the Fund(s), the sub-adviser(s) will vote on a determination of the best interest of the Fund(s), consistent with the objectives of capital appreciation as well as the specific investment objectives of the Fund(s). The sub-adviser is responsible for maintaining records of all proxies voted for each Fund.

**ITEM 18: FINANCIAL INFORMATION****Balance Sheet**

We are not required to attach a balance sheet because we do not require or solicit the payment of fees six months or more in advance.

**Contractual Commitments to Our Clients**

We have no financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our clients.

**Bankruptcy Petitions**

We have never been the subject of a bankruptcy petition.

**ITEM 19: INFORMATION SECURITY PROGRAM & BUSINESS CONTINUITY****Information Security**

The Adviser maintains an information security program to reduce the risk that your personal and confidential information may be breached.

## **Business Continuity Plan**

The Adviser has a business continuity plan in place that provides steps to mitigate and recover from the disruption and loss of office space, communications, services, or key people.

The business continuity plan covers natural disasters such as snowstorms, hurricanes, tornados, and flooding. The plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1-communications line outage, internet outage, railway accident, and aircraft accident. Electronic files are backed up regularly and archived offsite.

Alternate locations are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all Investors/Owners within fifteen days of a disaster that dictates moving our office to an alternate location.

A summary of the business continuity plan is available upon request to One Oak Capital Management; Attention: Joanne Costantini, Chief Compliance Officer.