

Item 1 Cover Page

## ADV PART II

SteelOaks Investment Advisers, Inc.

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This brochure provides information about the qualification and business practices of SteelOaks Investment Advisers, Inc. If you have any questions about the contents of this brochure, please contact Michael Payne at 304-723-6700 or by email at [mpayne@steeloaks.com](mailto:mpayne@steeloaks.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about SteelOaks Investment Advisers, Inc. also is available on the SEC's website at <https://adviserinfo.sec.gov>.

Although SteelOaks Investment Advisers, Inc. is a registered investment adviser with the SEC, this does not imply a certain level of skill or training.

SteelOaks Investment Advisers, Inc. last updated our brochure July 29, 2021. This current brochure update contains only material changes since the last annual update.

Item 2      Material Changes

The Securities and Exchange Commission adopted amendments to Part 2 of Form ADV effective October 2010. The newly revised Part 2 consists of Part 2A (the “Brochure”) and Part 2B (the “Brochure Supplement”). Each update of the Brochure must now include a summary of all material changes since the last annual update.

This Brochure, dated July 29, 2021 is materially different in structure and contains certain new information that our previous Brochure did not require. However, there have not been any material changes to SteelOaks Investment Advisers, Inc.’s operations since the Brochure dated March 31, 2011.

In the future, this section of our Brochure will discuss specific material changes that are made to the Brochure and provide clients with a summary of such changes. Pursuant to the new SEC regulations, we will provide you with a summary of any material changes within 120 days of our fiscal year end. We may further provide other ongoing disclosure information about material changes, as necessary.

*Item 3 Table of Contents***ADV PART 2A**

<b><u>Item Number</u></b>	<b><u>Item</u></b>
4	Advisory Business
5	Fees and Compensation
6	Performance-Based Fees & Side-By-Side Management
7	Types of Clients
8	Methods of Analysis, Invest. Strategy & Risk of Loss
9	Disciplinary Information
10	Other Financial Industry Activities or Affiliations
11	Code of Ethics. Participation or Interest in Client Transactions & Personal Trading
12	Brokerage Practices
13	Review of Accounts
14	Client Referrals & Other Compensation
15	Custody
16	Investment Discretion
17	Voting Client Securities
18	Financial Information

Form ADV 2B – Payne, Michael

Form ADV 2B – Payne, Sara

Privacy Policy

#### Item 4 Advisory Business

##### **Firm Description**

SteelOaks Investment Advisers, Inc. is registered as an independent investment advisory firm with the U.S. Securities and Exchange Commission. SteelOaks Investments has provided professional investment management to individuals and institutions since 1997. Our sole office is located in Weirton, WV. SteelOaks Investments has no branch locations, affiliates or subsidiaries.

SteelOaks Investment Advisers, Inc. is 50% owned by Michael Payne and 50% owned by Sara Payne.

##### **Types of Advisory Services**

SteelOaks Investment Advisers, Inc. is an investment adviser providing consulting and investment management services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities. SteelOaks' investment advisory services are generally limited to the discretionary management of investment portfolios in accordance with the investment objective(s) of the client. SteelOaks' does not provide financial planning services. However, SteelOaks' may provide consulting services on investment-related matters for which SteelOaks' may or may not receive additional compensation.

SteelOaks Investment Advisers, Inc. does not sponsor any wrap fee programs. Wrap fee accounts are described as an account in which a client is charged a specified and all-inclusive fee, which includes investment management, commissions and other trading costs.

Some SteelOaks' clients may elect to hold their accounts at a broker/dealer and have entered into a wrap fee agreement with their respective custodian. The wrap fee typically includes investment advisory services, custody arrangements and the execution of client transactions. Wrap and no-wrap fee portfolios are managed in the same manner. In the case of accounts utilizing this fee arrangement, SteelOaks' will bill the custodian directly for investment management fees.

##### **Client Assets**

As of December 31, 2023, SteelOaks Investment Advisers, Inc. managed on a discretionary and non-discretionary basis approximately \$149,000,000.00 and \$2,000,000.00 respectively.

### Item 5 Fees and Compensation

#### **Advisory Fees**

SteelOaks, depending upon the engagement, offers its services on a fee basis which may include fixed fees as well as fees based upon assets under management. Prior to engaging SteelOaks, to provide any of the foregoing investment advisory services, the client will be required to enter into one or more written agreements with SteelOaks' setting forth the terms and conditions under which SteelOaks' shall render its services.

In the event the client determines to engage SteelOaks' to provide investment management services, SteelOaks' shall do so on a fee basis. If engaged, SteelOaks' shall charge an annual fee based upon a percentage of the market value of the assets being managed by SteelOaks'. SteelOaks' annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. However, SteelOaks' shall not receive any portion of these commissions, fees, and costs. Unless agreed otherwise with the client, SteelOaks' annual fee shall be prorated and charged quarterly, based upon the market value of the assets on the last day of the previous quarter. SteelOaks' annual fee shall generally be charged in advance, but may occasionally be charged in arrears, as agreed upon with clients. The annual fee shall vary (up to 1.25%) depending upon the market value of the assets under management and the type of investment management services to be rendered. If fees are charged in advance and you terminate this Agreement after the commencement of a calendar quarter billing period, the unearned portion of the Management Fee will be promptly refunded.

SteelOaks' Agreement and/or the separate agreement with the Financial Institution(s) may authorize SteelOaks' through the Financial Institution(s) to debit the client's account for the amount of SteelOaks' fee and to directly remit that management fee to SteelOaks' in accordance with applicable custody rules. The Financial Institution(s) recommended by SteelOaks' have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to SteelOaks'.

#### **Separately Managed Accounts**

##### **Enhanced Equity & Balanced Management – No Minimum Account Size**

- 1.25% on first \$250,000
- 1.00% on next \$750,000
- 0.75% on next \$2 million
- 0.50% on next \$2 million
- 0.40% on next \$5 million

**Enhanced Equity & Balanced Management – Minimum Account Size \$5,000,000**

0.50% on first \$5 million  
0.40% on next \$5 million  
0.35% on next \$40 million  
0.25% on next \$50 million  
0.15% on next \$100 million

**Fixed Income Management**

0.60% on first \$2.5 million  
0.35% on next \$2.5 million  
0.30% on next \$20 million  
0.25% on next \$25 million  
0.15% on next \$50 million

**Consulting Services**

0.65% on first \$2.5 million  
0.50% on next \$2.5 million  
0.35% balance over \$5 million

Management fees and minimum account size are negotiable.

**Other Fees and Expenses**

Clients may incur certain charges imposed by the Financial Institution(s) and other third parties such as custodial fees, charges imposed directly by a mutual fund or exchange traded fund in the account, which shall be disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to SteelOaks' fee.

**Additional Compensation**

Other than its advisory fee, SteelOaks Investment Advisers, Inc. does not receive any fees from mutual funds, ETF's, custodians or broker/dealers.

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

SteelOaks Investment Advisers, Inc. does not charge performance-based fees.

### Item 7 Types of Clients

#### **Description**

SteelOaks Investment Advisers, Inc. is an investment adviser providing consulting and investment management services to individuals, high net worth individual, pension and profit sharing plans, trusts, estates, 401-k plans, endowments and foundations, public funds, Taft-Hartley, charitable organizations, corporations and municipalities.

#### **Minimum Account Size**

Please see Item 5 Fees and Compensation.

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

#### **A. Methods of Analysis**

Our primary methods of investment analysis are quantitative, technical and passive investing. SteelOaks Investment Advisers, Inc. does not conduct or subscribe to nationally provided research on individual stocks or ETF's. Our investment process is to provide a well-diversified portfolio in all major asset class.

**Quantitative analysis** is the use of models to evaluate assets of investments. The process usually consists of searching vast databases for patterns such as correlations among liquid assets or price-movement patterns.

**Technical analysis** involves the analysis of past market data; primarily price and volume.

#### **Passive Investment Management**

We primarily practice passive investment management. Passive investing involves building portfolios that are comprised of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio. The funds that are used to build passive portfolios are typically exchange traded funds. Passive investment management is characterized by low portfolio expenses (i.e. the funds inside the portfolio have low internal costs), minimal trading costs (due to infrequent trading activity), and relative tax efficiency (because the funds inside the portfolio are tax efficient and turnover inside the

portfolio is minimal). In contrast, active management involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is intended to generate returns that are greater than the broader market or a designated benchmark. Academic research indicated most active managers underperform the market.

## **B. Investment Strategies**

Allocator Pro I ~ SteelOaks Allocator Pro I is an all cap core equity portfolio for accounts \$500,000.00 and up in size. Allocator Pro I invests a predetermined minimum and maximum percentage of portfolio equally in all thirty stocks comprising the Dow Jones Industrials. The Dow Jones Industrial 30 stocks are price weighted measuring the highest price stocks having the greatest weighting and the lowest price stock having the least weighting. SteelOaks historical research has shown an equal weight of the 30 stocks is less risky and provides a better long term return. However, past performance is not a guarantee of future performance. If and when Dow Jones replaces a stock, SteelOaks Allocator Pro I strategy will sell the deleted stock and invest the proceeds in the replacement stock. If a corporate action occurs resulting in a creation of a new company, or a spin-off of an existing subsidiary that is not in the 30 stocks comprising the Dow Jones Industrials our strategy will sell the new company's stocks at our discretion but not later than the calendar year re-balancing of the portfolio. The remaining assets are invested in pre-selected ETF's (Exchange Traded Funds) following our pre-determined minimum and maximum percentage range in each asset class, the portfolios are re-balanced annually. The ETF's selected are evaluated relative to performance vs. peers and expenses. Dividends are reinvested throughout the year in a contrarian fashion reinvesting in the stocks that are under performing and/or the higher dividend yielding stocks.

Allocator Pro II ~ SteelOaks Allocator Pro II is an all cap core equity portfolio for accounts \$100,000.00 to \$500,000.00 in size. Allocator Pro II invests a predetermined minimum and maximum percentage of the portfolio in each asset class through pre-selected ETF's (Exchange Traded Funds). The ETF's selected are evaluated relative to performance vs. peers and expenses. Portfolios are re-balanced annually. Dividends are re-balanced annually. Dividends are reinvested throughout the year in a contrarian fashion reinvesting in the stocks that are underperforming and/or the higher dividend yielding stocks.

Balanced ~ SteelOaks Balanced Strategy invests in equity portion of the portfolio in either Allocator Pro I or Allocator Pro II strategies depending upon account size. The fixed income portion invests in U.S. Government Bond/Agency, high quality corporate bonds, high quality municipal bonds and/or certificate of deposits with a ladder maturity range. Portfolios are re-balanced annually. Interest income is re-invested in a manner consistent with maintaining the portfolio at maximum equity ranges.

## **C. Risk of Loss**

Our primary methods of investment analysis are technical and passive investing.



Material Risks Involved

**All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear.** Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

**Market Risk:** Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

**Strategy Risk:** The Adviser's investment strategies and/or investment techniques may not work as intended.

**Small and Medium Cap Company Risk:** Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

**Foreign Investment Risk:** Investments in securities of foreign issuers may involve risks including adverse fluctuations in currency exchange rates, political instability, confiscations, taxes or restrictions on currency exchange, difficulty in selling foreign investments, and reduced legal protection. These risks may be more pronounced for investments in developing countries.

**Limited Markets:** Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions we may be unable to sell or liquidate investments at prices we consider reasonable or favorable, or find buyers at any price.

**Concentration Risk:** Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

**Interest Rate Risk:** Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

**Legal of Legislative Risk:** Legislative changes or Court rulings may impact the value of investments, or of your investments remains the same.

### Risk Associated with Securities

Apart from the general risks outline above which apply to all types of investments, specific securities may have other risks.

**Commercial Paper** is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default.

**Common Stock** may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

**Corporate Bonds** are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risks.

**Bank Obligations** including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

**Municipal Bonds** are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investor should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, investment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

**Exchange Traded Funds** prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected.

**Investment Companies Risk** When a client invests in open end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, any of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level or

risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which client's invest.

### Item 9 Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SteelOaks Investment Advisers, Inc. or the integrity of the Firm's management.

SteelOaks does not have any disciplinary information applicable to this Item to disclose.

### Item 10 Other Financial Industry Activities and Affiliations

SteelOaks Investment Advisers, Inc. has neither other business activities nor affiliations.

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

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

SteelOaks Code of Ethics is designed to put the client first under any circumstances. For all personnel at SteelOaks, the code addresses, among other things:

- *Serving clients' interests ahead of their own;*
- *Not taking inappropriate advantage of their position with the firm;*
- *Avoiding actual or potential conflicts of interest or abuse of their position of trust and responsibility;*
- *Adherence to all federal securities laws; and*
- *Disclosure of personal trading activity to the Chief Compliance Officer.*

A copy of SteelOaks Code of Ethics is available upon request by any client.

#### **Participation or Interest in Client Transactions**

The Executive Committee approves all policies regarding employees' participation in the market. Potential conflicts of interest are addressed as they occur.

**Personal Trading**

Employees are permitted to trade in the same and/or related securities that SteelOaks recommends to clients. This presents conflicts of interest if the employee were to use information obtained during the normal course of business to trade ahead of clients. To mitigate this potential conflict, the compliance staff must pre-approve all trades, subject to guidelines listed in the Code of Ethics, for all full-time employees. On a quarterly basis, the Chief Compliance Officer reviews the brokerage statements of each full-time employee to confirm compliance with the Code of Ethics.

**Internal Controls for Personal Trading**

The compliance group is notified of all across-the-board equity trades before they are executed. Once notification is received, employees will have to wait until 2 business days after the notification to process trades in their personal accounts.

**Item 12 Brokerage Practices**

Factors which SteelOaks considers in recommending Fidelity or any other broker-dealer, to clients include their respective financial strength, reputation, execution, pricing, research, and service. Fidelity enables SteelOaks to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Fidelity may be higher or lower than those charged by other broker-dealers.

The commissions paid by SteelOaks' clients shall comply with SteelOaks' duty to obtain "best execution." However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where SteelOaks determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealers services, including among others, the value of research provided, execution capability, commission rates, it may not necessarily obtain the lowest possible rates for client transactions.

If the client requests SteelOaks to arrange for the execution of securities brokerage transactions for the client's account, SteelOaks shall direct such transactions through broker-dealers that SteelOaks reasonable believes will provide best execution. Transactions may be cleared through other broker-dealers with whom SteelOaks and the Financial Institution(s) have entered into agreements for prime brokerage clearing services. SteelOaks shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

The client may direct SteelOaks in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account

with that broker-dealer, and SteelOaks will not seek better execution services or prices from other broker-dealers or be able to "batch" client transactions for execution through other broker-dealers with orders for other accounts managed by SteelOaks (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, SteelOaks may decline a client's request to direct brokerage if, in SteelOaks' sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless SteelOaks decides to purchase or sell the same securities for several clients at approximately the same time. SteelOaks may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among SteelOaks' clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among SteelOaks' clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that SteelOaks determines to aggregate client orders for the purchase or sale of securities, including securities in which SteelOaks' Advisory Affiliate(s) may invest, SteelOaks shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. SteelOaks shall not receive any additional compensation or remuneration as a result of the aggregation. In the event that SteelOaks determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, SteelOaks may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

SteelOaks may receive from Fidelity, without cost, computer software and related systems support, which allow SteelOaks to better monitor client accounts maintained at Fidelity. SteelOaks may receive the software and related support without cost because SteelOaks renders investment management services to clients that, in the aggregate, maintain a certain level of assets at Fidelity.

Specifically, SteelOaks may receive the following benefits from Fidelity through the Fidelity Registered

Investment Advisor Group: receipt of duplicate client confirmations and bundled duplicated statements; access to a trading desk that exclusively services its Registered Investment Advisor Group participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

### *Item 13 Review of Accounts*

#### **Account Review**

Portfolio managers regularly review clients' portfolios based on, among other factors, the account's investment objectives, guidelines, market conditions, and changes to the clients' financial condition (as communicated by the client). In addition, portfolio managers may periodically meet with clients to discuss their portfolios. Portfolios are reconciled to the independent custodian information on a daily, weekly, or monthly basis depending upon the availability of the information from the custodian.

#### **Client Reports**

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom SteelOaks provides investment advisory services will also receive a report from SteelOaks that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance as agreed with each client.

Those clients to whom SteelOaks provides consulting services will receive reports from SteelOaks summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by SteelOaks.



#### Item 14 Client Referrals and Other Compensation

If a client is introduced to SteelOaks by either an unaffiliated or an affiliated solicitor, SteelOaks may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any corresponding state securities law requirements. Any such referral fee shall be paid solely from SteelOaks' investment management fee, and shall not result in any additional charge to the client. If the client is introduced to SteelOaks by an unaffiliated solicitor, the solicitor shall provide the client with a copy of SteelOaks' written disclosure statement which meets the requirements of Rule 204-3 of the Advisers Act and a copy of the solicitor's disclosure statement contains the terms and conditions of the solicitation arrangement including compensation. Any affiliated solicitor of SteelOaks shall disclose the nature of his/her relationship to prospective clients with a copy of SteelOaks' written disclosure statement at the time of the solicitation.

#### Item 15 Custody

All clients' accounts are held in custody by independent banks or broker/dealers. We are permitted to debit advisory fees from most of our clients' accounts, and for that reason we are considered to have custody of client assets. Custodian of our clients' accounts send separate monthly statements directly to clients. We urge clients to carefully review both the custodian statements and the statements SteelOaks may provide to clients.

#### Item 16 Investment Discretion

SteelOaks Investment Advisers, Inc. receives discretionary authority from each client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, such discretion is to be exercised in a manner consistent with the investment objectives for the particular client account. When selecting securities and determining amounts; SteelOaks observes the investment policies, limitations and restrictions of the applicable client.

*Item 17 Voting Client Securities*

SteelOaks may vote proxies on behalf of its clients. When SteelOaks accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully described in SteelOaks' Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in SteelOaks' Proxy Voting Policies and Procedures, as they may be amended from time-to-time. At any time, clients may contact SteelOaks to request information about how Registrant voted proxies for that client's securities or to get a copy of SteelOaks' Proxy Voting Policies and Procedures. A brief summary of SteelOaks' Proxy Voting Policies and Procedures is as follows:

\* SteelOaks will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.

\* SteelOaks will generally vote proxies according to our then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanism and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.

\* Although the Proxy Voting Guidelines are to be followed as a general policy, certain issues will be considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, SteelOaks shall devote an appropriate amount of time and resources to monitor these changes.

\* In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that SteelOaks maintains with persons having an interest in the outcome of certain votes, SteelOaks will take appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.



**Item 18 Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about SteelOaks Investment Advisers, Inc. financial condition.

SteelOaks Investment Advisers, Inc. does not have any financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. In addition, SteelOaks has not been the subject of a bankruptcy proceeding.

Form ADV Part 2B – Individual Disclosure Brochure for

MICHAEL A. PAYNE

Effective: December 1, 2017

This Brochure Supplement provides information about the background and qualifications of Michael A. Payne (CRD #3165948) in addition to the information contained in the SteelOaks Investment Advisers, Inc. (“SteelOaks” or the “Advisor”) Disclosure Brochure. If you have not received a copy of this Brochure Supplement or if you have any questions about the contents of this Brochure Supplement or SteelOaks Disclosure Brochure, please contact us (304) 723-6700 or by email at [mpayne@steeloaks.com](mailto:mpayne@steeloaks.com).

Additional information about Michael A. Payne is available on the SEC’s Investment Advisers Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

SteelOaks Investment Advisers, Inc.  
Firm CRD No. 108197

**Item 2 Educational Background and Business Experience**

Michael A. Payne joined SteelOaks Investment Advisers, Inc. in February 2015 as President, Chief Investment Officer and Chief Operating Officer, and now serves as Chairman/CEO. As a member of the Investment Planning Group, Michael is responsible for setting the general parameters for the investment advice provided to the firm's clients and supervises all Investment Management personnel providing investment advisory and portfolio management services. Michael also oversees the performance of the firm's personnel engaged in processing account information, record keeping, as well as the design and implementation of the firm's disaster recovery and contingency plan.

Michael has over 20 years of business management, portfolio management and financial planning experience, including completing intensive investment management indoctrination on Wall Street. Prior to joining SteelOaks Investments, Michael worked with Prudential Securities and Wachovia Securities for over 8 years as Associate Vice-President of Investments. During his professional career, Michael has accumulated his clients' wealth by implementing tailored investment strategies designed to meet the individual objectives and goals of each client.

Michael earned his B.S. degree in Business Management from West Virginia University in 1990 and holds his Series 63, 65. He is a member of the Chamber of Commerce, Construction Laborers Council (CLC), Weirton United Way, International Foundation of Employee Benefit Plans, Association of Investment Management Sales Executives (AIMSE), and several civic organizations.

**Item 3 Disciplinary Information**

There are no legal, civil or disciplinary events to disclose regarding Mr. Payne. Mr. Payne has never been involved in any regulatory, civil or criminal action. There have been no Client complaints, lawsuits, arbitration claims or administrative proceedings against Mr. Payne.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mr. Payne. However, we do encourage you to independently view the background of Mr. Payne on the Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Select Investment Adviser Search from the left navigation menu. Then select the option for Investment Adviser Representative and enter 3165948 in the field labeled "individual CRD number".

**Item 4**                      **Other Business Activities**

Mr. Payne does not have any other business activities.

**Item 5**                      **Additional Compensation**

Mr. Payne does not receive any additional compensation.

**Item 6**                      **Supervision**

Mr. Payne serves as the Chairman/ Chief Executive Officer / Chief Compliance Officer of SteelOaks Investment Advisers, Inc. and is supervised by Sara M. Payne, the Chief Operating Officer. Mrs. Payne can be reached at (304) 723-6700.

SteelOaks has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of SteelOaks. Further, SteelOaks is subject to regulatory oversight by various agencies. These agencies require registration by SteelOaks and its employees. As a registered entity, SteelOaks is subject to examinations by regulators, which may be announced or unannounced. SteelOaks is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

**Item 7**                      **Requirements for State Registered Advisors**

Not Applicable.

Form ADV Part 2B – Individual Disclosure Brochure for

SARA M. PAYNE

Effective: July 1, 2021

This Brochure Supplement provides information about the background and qualifications of Sara M. Payne (CRD #3178976) in addition to the information contained in the SteelOaks Investment Advisers, Inc. (“SteelOaks” or the “Advisor”) Disclosure Brochure. If you have not received a copy of this Brochure Supplement or if you have any questions about the contents of this Brochure Supplement or SteelOaks Disclosure Brochure, please contact us (304) 723-6700 or by email at [mpayne@steeloaks.com](mailto:mpayne@steeloaks.com).

Additional information about Sara M. Payne is available on the SEC’s Investment Advisers Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

SteelOaks Investment Advisers, Inc.  
Firm CRD No. 108197

**Item 2 Educational Background and Business Experience**

Sara M. Payne joined SteelOaks Investment Advisers, Inc. in 1997 as an Investment Analyst and Assistant Compliance Officer, she is now Chief Operating Officer. As a member of the Investment Planning Group, Sara is responsible for the portfolio management of assigned institutional accounts and the on-going development of our investment research monitoring tools. Sara also oversees our active database of corporations comprising our stock universe as well as maintains all fundamental, economic, technical, quantitative and qualitative research. As a member of the performance monitoring and compliance committee, Sara is responsible for the accuracy of database information and the speed in which our group obtains the information. She is responsible for compliance monitoring e.g. records, disclosures, marketing material, etc. in compliance with SEC regulations.

Sara received a Bachelor of Science degree in Consumer Sciences from the University of Dayton in 1994. Sara holds her Series 66 license, Property/Casualty license and is an active member in the Weirton Area Chamber of Commerce, Investment Management Consultants Association and the International Foundation of Employee Benefit Plans and several civic organizations.

**Item 3 Disciplinary Information**

There are no legal, civil or disciplinary events to disclose regarding Mrs. Payne. Mrs. Payne has never been involved in any regulatory, civil or criminal action. There have been no Client complaints, lawsuits, arbitration claims or administrative proceedings against Mrs. Payne.

Securities laws require an advisor to disclose any instances where the advisor or its advisory persons have been found liable in a legal, regulatory, civil or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. As previously noted, there are no legal, civil or disciplinary events to disclose regarding Mrs. Payne. However, we do encourage you to independently view the background of Mrs. Payne on the Investment Adviser Public Disclosure website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Select Investment Adviser Search from the left navigation menu. Then select the option for Investment Adviser Representative and enter 3178976 in the field labeled "individual CRD number".

**Item 4 Other Business Activities**

Mrs. Payne does not have any other business activities.

**Item 5**      **Additional Compensation**

Mrs. Payne does not receive any additional compensation.

**Item 6**      **Supervision**

Mrs. Payne serves as the Chief Operating Officer of SteelOaks Investment Advisers, Inc. and is supervised by Michael Payne, the Chairman/ Chief Executive Officer. Mr. Payne can be reached at (304) 723-6700.

SteelOaks has implemented a Code of Ethics and internal compliance that guide each employee in meeting their fiduciary obligations to Clients of SteelOaks. Further, SteelOaks is subject to regulatory oversight by various agencies. These agencies require registration by SteelOaks and its employees. As a registered entity, SteelOaks is subject to examinations by regulators, which may be announced or unannounced. SteelOaks is required to periodically update the information provided to these agencies and to provide various reports regarding the business activities and assets of the Advisor.

**Item 7**      **Requirements for State Registered Advisors**

Not Applicable.

**PRIVACY POLICY NOTICE**

Maintaining your trust and confidence is among our highest priorities. We recognize that protecting the privacy and security of our customers is an important responsibility. That is why we at SteelOaks Investment Advisers, Inc. want you to understand how we protect your privacy when we collect and use information about you, and the steps we take to safeguard that information.

**THE PRIVACY POLICY OF STEELOAKS INVESTMENT ADVISERS, INC.**

SteelOaks Investment Advisers, Inc. has adopted this policy with recognition that protecting the privacy and security of the personal information we obtain about our customers is an important responsibility. We also know that you expect us to service you in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you. We want you to know what information we collect and how we use and safeguard that information.

**What Information We Collect**

We collect certain nonpublic personal identifying information about you (such as your name, address, social security number, etc.) from information that you provide on applications or other forms as well as communications (electronic, telephone, written or in person) with you or your authorized representatives (such as your attorney, accountant, etc.)

**What Information We Disclose**

We do not disclose the nonpublic personal information we collect about our customers to anyone except: (i) in furtherance of our business relationship with them and then only to those persons necessary to effect the transactions and provide the services that they authorize (such as broker-dealers, custodians, independent managers, etc.); (ii) to persons assessing our compliance with industry standards (e.g., professional licensing authorities, etc.); (iii) our attorneys, accountants, and auditors; or (iv) as otherwise provided by law.

We are permitted by law to disclose the nonpublic personal information about you to governmental agencies and other third parties in certain circumstances (such as third parties that perform administrative or marketing services on our behalf or for joint marketing programs). These third parties are prohibited to use or share the information for any other purpose. If you decide at some point to either terminate our services or become an inactive customer, we will continue to adhere to our privacy policy, as may be amended from time to time.

**Security of Your Information**

We restrict access to your nonpublic personal information to those employees who need to know that information to service your account. We maintain physical, electronic and procedural safeguards that comply with applicable federal or state standards to protect your nonpublic personal information.

**Changes to our Privacy Policy or Relationship with You**

Our policy about obtaining and disclosing information may change from time to time. We will provide you notice of any material change to this policy before we implement the change.