

**FORM ADV Uniform Application for Investment Adviser Registration
Part 2A: Investment Adviser Brochure
Item 1: Cover Page**

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**Financial Management Services of America
One Source Wealth Advisors
Pease Financial Group**

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This brochure provides information about the qualifications and business practices of Oxford Asset Management, LLC, also doing business as Financial Management Services of America, Onesource Wealth Advisors and Pease Financial Group. If you have any questions about the contents of this brochure, please contact us at the phone number listed above.

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. Please note, where this brochure may use the terms "registered investment adviser" and/or "registered", registration itself does not imply a certain level of skill or training.

Additional information about the firm and its representatives is also available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

Due to a series of recent changes in securities regulation, investment advisers are now required to deliver disclosure information in this new narrative format (“Form ADV Part 2”). This brochure incorporates the same features and information provided previously within the Form ADV Part II.

Updates to the information contained within this brochure will be provided to clients on an immediate basis. This section will be updated to reflect such changes in a summary form. Should you have any questions related to these disclosures, please contact a firm representative at your convenience.

Additional information about the firm and its representatives is also available on the SEC’s website at www.adviserinfo.sec.gov

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Item 4: Advisory Business

Established in 1996 by Managing Member, James G. Palumbo, Oxford Asset Management, LLC (“Oxford”) provides investment management and financial planning services for individuals, pension/profit sharing plans, pooled investment vehicles, state/municipal governments/entities, and corporate clients. The firm’s principal owners are Mr. James G. Palumbo and Ms. Cheri C. Palumbo.

Oxford’s investment management services include an assessment of the client’s specific investment goals, current financial situation, objectives, risk tolerances as distinguished from those of other clients, including all relevant financial data (including, employment, income, tax bracket, family obligations, etc.). Accounts are managed on a discretionary basis.

Oxford’s financial planning services are provided according to the individual client’s financial, risk/reward objectives and tax status. Financial plans may be comprehensive or segmented and offered to corporate clients as well. Typical planning engagements include:

- Comprehensive Financial Plans;
- Retirement Planning;
- College Education Planning; and
- Estate Planning
- Business Continuity Planning;
- Profit Sharing Plans;
- SEP and Simple IRAs; and
- 401(k) Plan/consulting

Oxford also provides investment advice through brief consultations. These consulting services do not involve the actual supervision or management of an individual investment account. Rather they tend to include general financial planning or economic advice.

Oxford’s priorities for account management include:

- Emphasizing quality securities
- Diversifying investments in keeping with the particular client’s investment plan
- Limiting each security position as a percentage of the total portfolio
- Considerations relative to selling a portion of a position when it becomes too large a percentage of the portfolio

- Establishing and maintaining research coverage on securities and monitoring price behavior
- Following buy/sell points established by research
- Achieving the lowest average cost by building each position gradually according to fundamentals and market conditions
- Minimizing transactions and commission costs through discounts or institutional rates
- Avoiding speculation, aggressive trading, and the new-issue market.

Assets Under Management (calculated within 90 days of the date of this Brochure):

| | |
|---------------------------|-----------------------|
| Discretionary AUM: | \$124,000,000.00 |
| Non-Discretionary | 6,000,000.00 |
| Total | 130,000,000.00 |

Item 5: Fees and Compensation

Investment Management Services:

All accounts are charged a percentage-based fee which is derived from the client's assets under management. Fees rendered below are shown on an annual basis.

| Assets Under Management | Annual Management Fee: |
|--------------------------------|-------------------------------|
| \$1.00 to \$99,999 | 2.50% |
| \$100,000 to \$249,999 | 1.98% |
| \$250,000 to \$749,999 | 1.50% |
| \$750,000 to \$999,999 | 1.25% |
| \$1,000,000 and over | 1.00% |

Management accounts that require a financial plan will be charged an additional \$1,500.00 to \$2,500.00. The fee charged will depend on the number of elements within the plan.

Fees are charged quarterly in advance or in the case of hourly and or consultation fees, when services are rendered. Fees are due and payable within ten days. All fees are negotiable under special circumstances.

The fee for most Managed accounts is debited directly from the clients account on a quarterly basis. In certain cases the firm will invoice the client directly-also quarterly. However some 401(k) platforms such as John Hancock charge and remit the management fee on a monthly basis.

All managed accounts receive monthly/quarterly statements from the broker-dealer/qualified custodian of record. Oxford also provides statements and reports at least

quarterly to each client. Clients are encouraged to review these statements for a full appreciation of the costs associated with account management (see below under general information).

Fees for Financial Planning Services: Compensation is based on an hourly rate of \$250 for individual and corporate financial planning clients. Fees vary depending on the nature of the plan. Planning fees are charged when services are rendered and due/payable within 10 days.

General Information on Advisory Services / Fees: Client accounts may be invested in mutual funds, exchange traded funds (or similar securities). These securities can carry additional fees and expenses (including advisory fees) (in addition to Oxford's fees). The net asset value of the account is determined on the last business day of each month.

Accounts are charged a one time application fee of \$50 to open an account. All accounts incur a \$75 termination cost to close an account. Retirement accounts are charged a \$50 administration fee to withdraw money. Upon termination, Oxford is entitled to charge a proportionate part of the fee that has not been collected. Until paid, the fees and expenses of Oxford shall constitute a lien upon the assets of the account. Establishment/termination fees are implemented to cover administrative costs.

Termination of Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of written 30-day notice. Due to significant time involvement during the first year relating to the development of a financial plan, if the contract is cancelled during that first year, the hourly fee will be charged. Any difference between this hourly charge and the cumulative quarterly fees paid will be due and payable upon cancellation.

Item 6: Performance-based fees and Side-by-Side Management

Oxford does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of assets). Accordingly, side by side management does not apply to those services rendered by the firm.

Item 7: Types of Clients

The firm's services are provided to individuals, pension/profit sharing plans, pooled investment vehicles, state/municipal governments/entities, and corporate clients. For investment management clients a minimum account size of \$50,000 is required at all times (this minimum may be waived under special circumstances by Oxford).

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

The firm's methods of analysis include a fundamental approach to market performance and overall history. The firm utilizes certain diagnostic tools including software and other technical programs to assist in determining proper investment selection for clients and their accounts.

The firm implements a fairly conservative approach to investment management using asset allocation to develop a balanced and efficient portfolio for each client according to their investment objectives and goals. However, clients should note that investing in securities carries an inherent risk of loss that clients should be prepared to bear. Where short-term trading methods are used, the cost of more frequent trades can often incur more expense than that of a more conservative or long-term purchase approach. Questions regarding these risks and/or increased costs may be addressed directly with firm management.

Item 9: Disciplinary Information

Rule 206(4)-4 of the Investment Advisers Act of 1940 requires investment advisers to provide clients with disclosure as to any legal or disciplinary activities deemed material to the client's evaluation of the adviser. The firm and its management are not subject to any past or present criminal/civil action or administrative/legal proceedings. However, a thorough disciplinary review of the firm and its personnel may be obtained by visiting the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov and searching by firm or personnel name. Please see the Part 2B brochure supplements for further information.

Item 10: Other Financial Industry Activities and Affiliations

In addition to their advisory duties, firm personnel serve as independent insurance agents with the firm's insurance agency affiliate; OneSource Financial Services (www.onesourcefs.com). Accordingly, firm personnel may offer such services to clients and in such cases earn additional commission-based compensation for sales related to same. The firm also employs accountants who may provide tax and other related services to clients at additional cost.

The firm also employs an advisory affiliate who serves as General Partner of a pooled investment vehicle; OneSource Investment Partners, LLP. The partnership is a *private fund*¹ and managed directly by Oxford. Certain clients may be solicited to invest in same. Where firm personnel also hold limited partnership interests in the fund, the firm has adopted a Code of Ethics to address the misappropriation of material nonpublic or

¹ *Private Fund*: def. Rule 203(b)(3)-1(d) Investment Advisers Act (1940)

proprietary information (e.g. insider trading). Oxford's insider trading prohibitions (i) apply to all personnel, (ii) extend to activities within and outside their duties as employees of Oxford, and (iii) apply to investment-related information that is internal to the fund. Firm personnel are required to adhere to the policies contained within the Code of Ethics, the firm's Compliance Manual, and the insider-trading policies therein.

Please see the Part 2B brochure supplements for further information related to the other business activities engaged in by firm personnel.

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

Pursuant to Rule 204A-1 of the Investment Advisers Act of 1940, Oxford has adopted a Code of Ethics. The firm has determined to set forth guidelines for professional standards, under which all employees are to conduct themselves. The firm has set high standards, the intention of which is to protect client interests at all times and to demonstrate the firm's commitment to its fiduciary duties of honesty, good faith and fair treatment.

All employees are expected to strictly adhere to these guidelines, as well as the procedures for the approval and reporting of personal securities transactions. Where firm personnel may buy/sell for their own accounts those investments they have similarly recommended to clients, the firm requires such persons to regularly file holdings reports. Such reports are reviewed against firm and client holdings for violations of firm policy.

In accordance with Section 204A of the Investment Advisers Act of 1940, Oxford has also established procedures to prevent the misuse of material, nonpublic information by the firm, its officers and/or employees. These procedures include a prohibition on the use of any such information either personally or on behalf of any client, no matter how innocently the information may have been acquired. A copy of the firm's Code of Ethics and written supervisory procedures may be available for review by contacting firm management directly.

Items 12 & 13: Brokerage Practices and Review of Accounts

Where accounts are managed on a discretionary basis, all recommendations and investment selections are made according to the client's established investment objectives and goals. Pursuant to the terms and conditions of a written agreement between the firm/client, the firm maintains the authority to determine the type and amount of investments purchased/sold for a client's account.

The firm will also recommend preferred brokerage firms where appropriate. Such recommendations are made where the firm has developed a familiarity with the

recommended broker's services, fees, and product offerings. Client should note however, that such services may be provided at greater cost than those similar services offered by others.

For most client accounts, the firm will recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker dealer and member of the Securities Investors Protection Corporation (SIPC).

Oxford is independently owned and operated and not affiliated with Schwab. Schwab provides Oxford's clients with access to institutional trading and custody services, which are typically not available to Schwab retail investors. These services are generally made available to independent investment advisers on an unsolicited basis, at no charge provided the adviser maintains a total of at least \$10 million of client assets in accounts at Schwab. As previously stated Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Oxford client accounts maintained in its custody, Schwab generally does not charge separately for custodial services. Instead, Schwab is compensated by account holders through commission-based transactions or other related fees for securities traded and executed through Schwab, or that settle into Schwab accounts.

In selecting brokers to affect a securities transaction for a client, consideration is given to the quality of the selected broker's execution of similar transactions, the commission rates charged and in some cases, the quantity and quality of research and/or other investment advisory support provided by the broker. Oxford may therefore recommend or use Schwab for its useful research and securities transaction services even where such services come at greater cost to the clients account. Directing transactions in such a manner and receiving research and execution services is called "soft dollars." The research and other investment advisory support services include:

- macro- and micro-economic reports,
- industry-wide reports,
- reports on specific investment selection of investment vehicles, Personal consultation, and in some cases, software and electronic linkages which facilitate execution and record keeping.

In addition, Schwab may make available, arrange and/or pay for these types of services as rendered by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of that third-party provider.

As a fiduciary, Oxford is required to act in its clients' best interests. Where Oxford

recommends that clients maintain their assets in accounts at Schwab, the firm's recommendation may be based in part on the benefit to Oxford as mentioned above and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Clients may also at times pay commissions to brokers not directly responsible for the particular research or services which led to or facilitated the transaction generating the commission. Conversely, they may benefit from research or service paid for by commissions paid by others. Oxford balances its use of brokers to ensure that commissions do not exceed the value of any research and service provided and also to ensure that clients receive fair benefit from research and investment services provided to Oxford in exchange for the commissions they pay.

Block / Aggregated Transactions: At times, Oxford is able to achieve volume discounts by aggregating orders on behalf of two or more clients. In such cases, transactions for each account are generally averaged as to price and allocated as to amount in accordance with the daily purchase or sale orders actually placed for each account. Such combined or "batched" trades may be used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution or reducing overall commission charges. Oxford may also include employee or related accounts in such aggregate trades, subject to its duty of obtaining best execution.

In addition, Oxford is sometimes unable to acquire substantial positions in certain limited availability securities. In order to avoid allocating tiny blocks of such securities, which may increase settlement and transaction costs, Oxford may use rotation to determine which accounts participate in any given offering as long as all eligible accounts have an opportunity to participate in such transactions over time.

In the case of partial fills of a block transaction, Oxford will allocate to Client accounts first, and exclude employee accounts in the initial allocation.

Review of Accounts:

Individual portfolio managers update investment policies as needed and independently review the client portfolios they manage and in person if the client so desires. Account managers review, among other issues: portfolio performance, withdrawals and additions, and portfolio segmentations and allocation.

Oxford and its personnel utilize performance analysis software including Centerpiece, Advisory World and Morningstar to readily and efficiently evaluate client accounts with respect to goals and benchmark performance. Oxford also provides statements and reports at least quarterly to each client.

Reports on advisory accounts are normally provided monthly by the institution (Schwab or otherwise) maintaining custody of the account. Such reports include, among other items:

- A list of individual securities
- Market value of individual securities
- Dividends and interest to date
- Market value of the portfolio

Clients are encouraged to contact the firm immediately with any changes to their financial situation as such changes may impact the status of their investment account(s).

Item 14: Client Referrals and Other Compensation

Oxford may compensate others for client referrals in accordance with all state and federal regulations. Referral agents may include third party individuals and unaffiliated entities.

Item 15: Custody

Where the firm indirectly manages a private fund through its affiliated personnel, the fund assets themselves are subject to the management, control, and custody of the investment manager/general partner of the fund. Accordingly, the affiliated personnel ensure that all state and federal requirements are met with respect to the custody and care of such assets. Questions related to the management of this fund may be directed to firm management.

Item 16: Investment Discretion

Oxford practices custom management of portfolios, on a discretionary basis, according to the client's objectives. The firm maintains the authority to determine the type and amount of securities to be bought or sold for a client's account. In all cases, however, such discretion is exercised in a manner consistent with the stated investment objectives for the particular client account. Clients are encouraged to report any change in their personal information, financial situation and/or investment objectives to the firm immediately.

Item 17: Voting Client Securities

Oxford does not review specific proxy voting material as a matter of course, but only upon request for advice. In instances where the firm has negotiated an exception to normal policy, the firm may vote certain proxies. Accordingly, the firm maintains records reflecting how votes are cast. All voting is made with respect to the firm's policy of fair and equal treatment to clients and their accounts.

Item 18: Financial Information

Investment advisers are required by law to disclose certain information about their financial conditions. Oxford has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. Furthermore, the firm has not been the subject of a bankruptcy proceeding.

Misc.: Additional Information

Privacy Policy: Oxford prohibits the disclosure of any client-related non-public and personal information to third parties unless authorized by the client or as otherwise provided by law. A copy of the firm's privacy policy may be obtained by request.