

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



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This brochure provides information about the qualifications and business practices of Oakview Capital Management, LP (referred herein as the “Firm”, “us”, “we” or “our”). It is prepared pursuant to regulatory requirements. If you have any questions about the contents of this brochure, please contact us at the phone number or website listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Oakview Capital Management, LP is a registered investment adviser with the SEC under the Investment Advisers Act of 1940 (the “Advisers Act”). However, such registration does not imply a certain level of skill or training. Additional information about Oakview Capital Management, LP is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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***Item 2: Material Changes***

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

Summary of Material Changes:

The last annual update to this Brochure was made in September 2020. A summary of certain material changes made to the Brochure since the date of the last annual updating amendment is set forth below:

- We updated our regulatory assets under management as of December 31, 2020. **See Item 4.**
- We updated our other compensation disclosure to reflect current practice. **See Item 14.**

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***Item 3: Table of Contents***

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## ***Item 4: Advisory Business***

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### **Introduction:**

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

### **Ownership:**

Oakview Capital Management, LP is a privately owned limited partnership headquartered in Dallas, Texas. James Patrick Malone, CCO, Corey R. Henegar, CFA, Jay Singhania, CFA, and Jeff Fahrenbruch, CFA, are the Principals of the Firm. Oakview Investments, LLC is the General Partner for Oakview Capital Management, LP. James Patrick Malone and Corey R. Henegar are the members of Oakview Investments LLC.

### **Advisory Services Offered:**

Oakview Capital Management, LP is an investment advisory firm providing Investment Management Services, Mutual Fund Selection, and Fund Advisory Services as defined below. Advisory services may be tailored to the individual needs of clients and client may place restrictions of investing in certain types of securities.

### **Investment Management Services:**

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

### **Private Fund Advisory Services:**

Oakview Capital Management, LP offers investment management services to open-end private investment funds. We currently provide investment management services to the following private investment funds which are offered to both U.S. and Non-U.S. persons:

**Oakview Value Fund, LP, a Delaware limited partnership, and Oakview Value Offshore Fund, Ltd., a Cayman Islands exempted company (each a “Fund” and, collectively, the “Funds”)**

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

We provide investment advice directly to each Fund and not individually to a Fund’s limited partners or shareholders. Each Fund generally has investment guidelines relating to the types and dollar amount of securities that it may purchase.

We do not participate in any wrap fee programs.

### **Assets Under Management:**

As of December 31, 2020, Oakview Capital Management, LP had approximately \$279,372,831 in discretionary assets under management and approximately \$0 in non-discretionary assets under management.

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## ***Item 5: Fees and Compensation***

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### **Investment Management Fees:**

We typically utilize two fee structures based on a client's assets and preferences; a sliding scale fee structure and an incentive fee structure.

#### **Sliding Scale Fee Structure:**

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

#### **Incentive Fee Structure:**

Annualized Management Fee: .5% on assets

Incentive Fee: 15%

Hurdle Rate 6.0% (annual)

These fees may be negotiated on a case by case basis and at our sole discretion.

### **Management Fee Payment:**

Our fees are payable quarterly in arrears after services have been provided and prorated for any partial period. Fees can be invoiced to you unless a written authorization to deduct our fees from your brokerage account is received. At our discretion, we may aggregate accounts belonging to members of a single household or family group in calculating our fee.

### **Incentive Fee Payment:**

With respect to the Incentive Fee Structure, we are entitled to receive a performance-based fee ("Incentive Fee") with respect to the applicable performance period in an amount equal to 15% of the excess, if any, of (i) the actual net asset value of the applicable account as of the end of such performance period, over (ii) the net asset value of the applicable account as of the end of such performance period assuming a hypothetical investment at the Hurdle Rate (as defined below) as of the commencement of such performance in an amount equal to the net asset value of the applicable account as of the commencement of such performance period, in each case as adjusted for withdrawals from and contributions to the account during such performance period (such excess, if any, the "Outperformance"); provided that the Incentive Fee shall be payable only on the amount of Outperformance that exceeds any positive balance in the Loss Carryforward Account (as defined below) as of the end of the applicable performance period. For the avoidance of doubt, the "Incentive Fee", "Outperformance", and "Hurdle Rate", will be determined separately with respect to each performance period.

"Loss Carryforward Account" means a memorandum account established with respect to the Account, the opening balance of which shall be zero. At the end of each Performance Period, the Loss Carryforward Account will be (i) debited with the sum of the cumulative amount of net losses, if any, allocated to the Account since the immediately preceding date as of which a Performance Fee was paid to Adviser (or if no Performance Fee has yet been paid with respect to the Account, since such Account was established) and the cumulative amount of Management Fees charged with respect to the Account and (ii) credited (but not below zero) with the cumulative net profits, if any, allocated to the Account since the immediately preceding date as of which a Performance Fee was paid to Adviser (or the date such Account was established, if applicable). No Performance Fee shall be paid to Adviser until the debit balance in the Loss Carryforward Account has been reduced to zero.

"Hurdle Rate" means, with respect to each Performance Period, an annual rate of 6%. The Hurdle Rate shall be prorated with respect to any Performance Period that is less than a full calendar year based upon the days or months remaining in such year. For example, if the Performance Period is from March 1 until December 31, the Hurdle Rate applicable to such Performance Period shall be prorated as follows: 10/12 multiplied by 6% = 5%.

Please note that our fees are based on the percentages disclosed in your management agreement on ending account market values, as calculated by the applicable custodian and based on the calendar quarter custodial statement. We will take steps to reasonably determine that the Custodian sends Account statements on at least a quarterly basis that include the investment management fees charged to you. You should review such fees that are listed on each custodial statement.

**Termination:**

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

**Additional Types of Fees or Expenses:**

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

**Fund Advisory Fees:**

Each Fund pays an annual management fee of the net assets in the fund that is dependent on the applicable Fund and/or share class. The management fee paid by an individual shareholder or investor will vary by Fund and share class or class of interest. The management fee is paid monthly in arrears, based on the daily accrued net asset value for the month. The management fee will be prorated for any period that is less than a full calendar month and will be adjusted for subscriptions occurring during the month. In certain share classes, Oakview Capital Management, LP will be compensated on the basis of a performance fee for services provided to the Fund. The management fee for the Funds is directly deducted from each limited partner's or shareholder's account.

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

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

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

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***Item 6: Performance-Based Fees and Side-by-Side Management***

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For certain clients, subject to each respective agreement, we accept performance-based fees in the form of the Incentive Fee described in Item 5 above. In addition, for certain clients our compensation is limited to an asset-based fee and such clients do not pay a performance-based fee. Such differing fee arrangements may present conflicts, including an incentive to favor the clients that pay performance-based fees. We maintain a policy of providing all clients pursuing similar strategies with an equal allocation of investment opportunities to the extent practicable.

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***Item 7: Types of Clients***

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**Client Base:**

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

**Conditions for Account Management:**

We have imposed a minimum account size of \$1,000,000 in assets to be managed by our Firm. At our discretion, we may aggregate related accounts in the same household to meet account minimums. We may make an exception to these minimums from time to time based on individual factors such as length of time the account has been known, overall composition of the account, multiple accounts held with us, etc. This exception is in our sole discretion.

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

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**Methods of Analysis & Investment Strategies:**

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

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

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

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

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

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

**Risk of Loss:**

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

We do not represent, warrant, or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections

or declines. All securities trading, whether in stocks, options, or other investment vehicles, is speculative in nature and involves substantial risk of loss that clients should be prepared to bear. Past performance is not necessarily indicative of future results. Clients should make every effort to understand the risks involved.

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

**General Risks:**

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

**Allocation Risk:**

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

**Market Risk:**

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

**Focused and Concentrated Portfolio Risks:**

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

**Equity Risk:**

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

**Special Situation Risk:**

We may invest your assets in special situations. Investments in special situations may involve greater risks when compared to other strategies due to a variety of factors. Expected changes may not occur, or transactions may take longer than originally anticipated, resulting in lower returns than contemplated at the time of investment. Additionally, failure to anticipate changes in the circumstances affecting these types of investments may result in permanent loss of capital, where we may be unable to recoup some or all of its investment.

**Foreign Securities Risk:**

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

**Currency Risk:**

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



**Interest Rate Risk:**

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

**Credit Risk:**

Your investments are subject to credit risk. An investment's credit quality depends on its ability to pay interest on and repay its debt and other obligations.

**Small- to Medium-Capitalization Risk:**

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

**Junk Bond/High-Yield Security Risk:**

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

**Prepayment Risk:**

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

**Inflation Risk:**

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

**Liquidity Risk:**

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

**Cash Risk:**

Your investments may be subject to certain cash risks. At any given time, we may hold a significant cash position in your account for various reasons. Our decision to hold a cash position will be based on those factors that we believe to be reasonable and suitable for your account. However, due to various risks and uncertainties, there is no guarantee that our assessment of the market will be accurate. Therefore, a failure to accurately anticipate market conditions while holding cash may result in unfavorable outcomes. Additionally, we will continue to charge fees on your entire portfolio even if we hold a significant cash position for your portfolio.

**Valuation Risk:**

Although we always attempt to mark the value of our portfolio assets to fair value, substantial uncertainty and subjectivity exist in certain cases, particularly for illiquid investments, and even our best judgment as to fair value may not accurately reflect the prices at which we could actually purchase or sell such assets. To this end, we may rely

on information provided by outside parties, including our custodians, and such persons may provide inaccurate, incomplete, outdated or otherwise unreliable information. We also may receive conflicting information from third parties as to the valuation of certain securities. To the extent the information that we receive is inaccurate or unreliable, the valuation of your assets and liabilities may be inaccurate. A failure to properly value your assets could have a material adverse effect on your returns. In addition, our management fees and performance fees and allocations are generally calculated on the basis of our estimate of fair value, which could be inaccurate. All values assigned to assets and liabilities generally are conclusive and binding on all investors.

**Force Majeure.** Clients' investments may be affected by force majeure events (*i.e.*, events beyond the control of the party claiming that the event has occurred, including without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design or construction, accidents, demographic changes, government macroeconomic policies, social instability). Some force majeure events may adversely affect the ability of any such parties to perform their obligations until they are able to remedy the force majeure event. Force majeure events that are incapable of or are too costly to cure may have a permanent adverse effect on Client investments. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally. The Adviser is not able to predict the extent, severity or duration of the effect of force majeure events or quantify the impact that these events may have on its Clients or their investments.

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#### ***Item 9: Disciplinary Information***

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

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

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#### ***Item 10: Other Financial Industry Activities and Affiliations***

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We are not registered, and do not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer. Currently, no employees are registered representatives of a broker-dealer.

We are not registered and do not have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of a commodity pool operator with the U.S. Commodity Futures Trading Commission.

We, along with our affiliates will devote so much of our time and effort to the affairs of Clients as may, in their judgment, be necessary to accomplish the Clients' purposes. We, along with our affiliates, may conduct any other business, including any business within the securities industry, whether or not such business is in competition with Clients. Currently, we do not have other financial industry activities and affiliations that are material to our business.

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

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

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

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

Our advisory agents will buy or sell for themselves securities that they also recommend to you. In all instances, the positions would be so small as to have no impact on the pricing or performance of the security. We will do everything possible to mitigate these conflicts. Our advisory agents may also have managed accounts that are treated like other client accounts and will be traded in the same manner as other client accounts. Records of all advisory associate's proprietary trading activities are reviewed and kept by us.

All personal securities transactions on behalf of our advisory agents, employees and employee-related accounts must be:

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

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

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***Item 12: Brokerage Practices***

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**Brokerage Selection:**

We have sole discretionary authority over your account(s) to invest and reinvest the assets of your portfolio as deemed to be in your best interest and to achieve your stated investment objectives. We may recommend brokers or dealers to handle securities transactions for your account. Physical custody of your accounts for both securities and funds will be maintained at a designated custodian and clearing firm.

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

**Research and Other Soft Dollar Benefits:**

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

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

technology, practice management conferences and marketing and regulatory compliance. You are not charged for these services and the information received may be used to benefit all clients of our Firm.

**Brokerage for Client Referrals:**

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

**Directed Brokerage:**

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

**Block Trade Aggregation:**

Generally, where an opportunity to purchase or sell an investment is appropriate for more than one account, our policy is to aggregate account orders when doing so is likely to result in a better overall price or reduced cost for the client trade and all transaction costs will be shared by participating accounts on a *pro rata* basis.

In determining how a trade is allocated among client accounts, we may take into account the following considerations: (i) the size, nature and type of investment or sale opportunity; (ii) the investment guidelines and restrictions on the accounts; (iii) regulatory and contractual requirements; (iv) cash position of the account; (v) liquidity needs/constraints of the accounts; (vi) minimum trade denominations; (vii) a determination by the portfolio manager that the investment or sale opportunity is inappropriate, in whole or in part, for one of more of the accounts; (viii) tax issues; (ix) risk tolerance; and (x) such other factors as the we may deem relevant. Generally, trades are allocated on a pro rata basis unless we determine, pursuant to policies, an alternative methodology is necessary to promote the fair and equitable treatment of all participating clients over time.

Under no circumstances will we allocate investment opportunities based, in whole or in part, on (i) the relative fee structure or the amount of fees paid by any client or (ii) the profitability of any client.

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***Item 13: Review of Accounts***

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Account reviews will be provided by your request. Reviews may be warranted more frequently due to tax law changes, market changes, market conditions or changes in personal circumstances. Reviews initiated by you may be for personal objectives or for any reason you so desire.

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

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

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***Item 14: Client Referrals and Other Compensation***

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**Client Referrals:**

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

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

**Other Compensation:**

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

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***Item 15: Custody***

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Under government regulations, we are deemed to have constructive custody of your assets since you may authorize us to instruct your custodian to deduct our advisory fees directly from your account (details are also available in Item 5-Fees and Compensation). We obtain written authorization from client's that fees are to be deducted. We do not maintain physical custody of your accounts nor are we authorized to hold or receive any stock, bond or other security or investment certificate or cash that is part of your account. Your funds and securities will be physically maintained with a "qualified custodian" as required under Rule 206(4)-2 under the Investment Adviser Act. Your accounts for both securities and funds will be maintained at a designated custodian and clearing firm.

Furthermore, clients receive statements directly from the qualified custodians on at least a quarterly basis. Clients are urged to carefully review the custodian statements and compare the information with the fees described in applicable governing documents

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***Item 16: Investment Discretion***

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

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

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***Item 17: Voting Client Securities***

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At the client's discretion, we may vote proxies on their behalf. Proxies will be voted in accordance with our proxy voting policy, which is available upon request. For those clients that we vote proxies for, we provide annual proxy voting reports upon request. If we do not vote your proxies we will instruct the Custodian to forward all proxy material directly to you. You can contact our office at 214-999-1175 for any questions about a particular solicitation.

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***Item 18: Financial Information***

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We do not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance. We do not have any financial condition that is reasonably likely to impair the ability to meet contractual commitments to you.