

Part 2A of Form ADV: *Firm Brochure*

Oxford Wealth Group, LLC

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This brochure provides information about the qualifications and business practices of Oxford Wealth Group, LLC (herein after referred to "Oxford Wealth"). If you have any questions about the contents of this brochure, please contact us at (407) 743-6468. 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.

Oxford Wealth is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser. Additional information about our firm is available on the SEC's website at www.adviserinfo.sec.gov. Registration does not imply any level of skill or training. The CRD for Oxford Wealth is 319561.

Item 2: Material Changes

This Firm Brochure is the disclosure document Oxford Wealth Group, LLC ("Oxford Wealth") prepared according to regulatory requirements and rules.

This is the initial Form ADV Part 2A submitted by our firm. Oxford Wealth is required to amend this Brochure when information becomes materially inaccurate. In the future, this Item 2 – Material Changes will be used to provide you with a summary of new and/or updated information since the previous Brochure. We will inform you of the revisions based on the nature of the updated information.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We will also provide you with other interim disclosures about material changes to the information provided in this Brochure as necessary or required.

Whenever you would like to receive a complete copy of the current Brochure, please contact us at (202) 987-3847 or kkirk@keybridgecompliance.com. We will be happy to provide you with a complete copy.

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Item 4: Advisory Business

Description of the Firm

Oxford Wealth Group, LLC ("Oxford Wealth"), is a Limited Liability Company founded in 2022 with its principal place of business in Florida and is equally owned by Samuel J. Dixon and Christopher J. Dixon.

Oxford Wealth is a financial services firm which helps individuals, high net worth individuals, corporations, trusts, and estates create investments strategies suitable for their goals and objectives using a variety of investment and insurance products.

Description of Services Offered

Retirement Income Strategies / Investment Advisory / Portfolio Management Services

Our firm offers continuous and ongoing investment advice and portfolio management services. Investment planning is designed to provide a retirement roadmap of income and expenses over the client's life. Our advice and services are tailored to meet our client's individual needs, life circumstances and investment goals. We conduct an introductory meeting with each client, and then utilize subsequent meetings, as necessary, (in person, telephone, or video conference, or via email) in order to understand their current financial situation, existing resources, financial goals, investment objectives, risk tolerance, time horizons and liquidity needs.

The primary investment management service we provide is a discretionary asset management program. Clients participating in this program are generally placed in a model overseen by a financial professional at our firm and sub-advised by a third-party investment adviser ("model portfolio program"). Under this program, Oxford Wealth and any sub-advisers we hire to manage the assets in your account are authorized to buy and sell investments in the account without asking you in advance. We will monitor the portfolio's performance on an ongoing and continuous basis, unless otherwise agreed, and will make adjustments and reallocations as necessary due to changes in market conditions and your unique circumstances.

Clients have the ability to impose reasonable restrictions and guidelines on investing in certain securities, types of securities or industry sectors. We expect all such restrictions to be timely communicated to us. Portfolios which restrict a significant number of investments, including entire sectors and/or industries, may impact our ability to act on potential investment opportunities which could result in performance for your account that is different from similar accounts without such restrictions.

Clients must inform us of any changes to their financial circumstances, investment objectives or risk tolerance, or of any modifications or restrictions that are imposed on the management of the client's account. In this manner, our firm can manage our client's portfolios properly and better serve their

clients' needs.

On a case-by-case basis, we may also agree to provide non-discretionary asset management services where appropriate. For these services, we will receive a limited power of attorney which will give us the ability to effect securities transactions only on your behalf and we will continue to make investment recommendations based on your individualized investment strategy. However, unlike discretionary accounts, we would first be required to obtain your approval before executing transactions. Requests for approval will be communicated via electronic mail to an authorized account or via a telephone call to an authorized phone number. The client will be responsible for responding in a timely manner.

Our services encompass asset management designed to assist clients in meeting their retirement financial goals using financial investments. We explore different types of investment options and strategies in the design of a client's portfolio. Our investment recommendations are not limited by any specific product or service. Below is a list of commonly recommended investment vehicles.

- Exchange listed securities and over the counter traded securities
- Mutual funds
- Exchange-traded fund shares
- Commodities
- Separate accounts; and
- Money market funds and other cash instruments

We will also provide advice regarding the following security types:

- Certificates of deposit
- Corporate debt securities
- Municipal securities
- U.S. governmental securities

Each type of security has its own unique set of risks associated with it, and it would not be possible to list all the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it. Please see [*Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss*](#) for additional information related to risks associated with investing in securities through our advisory services.

Because some types of investments involve certain additional degrees of risk, they will only be recommended and implemented when the investment is deemed to be suitable based on the client's risk tolerance and investment objectives.

Financial Planning and Financial Consulting Services

Our financial planning services typically include a written financial plan that is designed to help you achieve your financial goals and investment objectives. The preparation of such a plan may necessitate that you provide us with personal data such as family records, budgeting, personal liability, estate information and additional financial goals. The financial plan may include any or all of the following: asset protection, tax planning, business succession, strategies for exercising stock options, cash flow, education planning, estate planning and wealth transfer, charitable gifting, long-term care and disability planning, retirement planning, insurance planning, asset allocation comparisons, and risk management.

Should you choose to implement the recommendations contained in the plan, we suggest that you work closely with your attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at your discretion.

Retirement Plans and Individual Retirement Accounts

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours.

Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Client Assets Under Management

As of the March 23, 2022, Oxford Wealth has approximately \$0 in assets under management.

Information Regarding Potential Conflicts of Interest

Although we seek to avoid them, our firm has actual or potential conflicts of interest arising from our advisory services. These include, but are not limited to:

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- Conflicts related to allocating time and resources between client accounts, allocation of brokerage commissions and investment opportunities generally. For further information on our brokerage and allocation policies, and related conflicts of interest, please refer to [Item 12 – Brokerage Practices](#) below.
- Conflicts related to asset-based fees. At times, our investment professionals will recommend that a client move assets from another investment account to one managed by our firm. This would result in a higher total advisory fee for that investment professional and generate additional revenue for the firm. There is therefore a conflict of interest whenever we encourage clients to move their assets to our firm. For further information, please refer to [Item 5- Fees and Compensation](#) which discusses the fees we earn when providing advisory services.
- Conflicts related to one or more of our investment advisor representatives also being licensed as an independent insurance agent through licensed insurance brokers. For further information, please refer to [Item 10 – Other Financial Industry Activities and Affiliations](#) below.
- Conflicts related to investing in securities recommended to clients and contemporaneous trading of securities (i.e., personal trading) by the firm and its related persons. Please refer to [Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading](#) for further information.
- Conflicts related to third parties. When appropriate, we will recommend third parties to advise a client on matters including but not limited to: legal, tax or accounting advice. These recommendations are sometimes made because of existing relationships our firm and its employees have with these groups or individuals. We do not currently have any formal solicitor or referral arrangements. We also do not receive any form of compensation for any referrals.

Actual or potential conflicts of interest generally can be addressed in several ways, including prohibiting the conduct that gives to the conflict of interest, implementing procedures to prevent a person from gaining or utilizing knowledge that can potentially give rise to a conflict; establishing parameters for conduct that are designed to protect client interests or limit the benefit that creates the conflict of interest, or disclosing the conflict of interest to our clients.

Our firm has adopted a Code of Ethics. (Please refer to [Item 11 -Code of Ethics, Participation or Interest in Client Transactions and Personal Trading](#) below for further information on our Code of Ethics) and we also have policies and procedures in place to help mitigate and address conflicts of interest. We believe that such policies and procedures are reasonably designed to treat clients equitably and to advance the best interests of our clients. The clients' best interest is paramount in any situation involving a conflict of interest.

Item 5: Fees and Compensation

Investment Advisory / Portfolio Management Services

The following section will detail the fee structure and compensation methodology for services provided by us. Each Client engaging Oxford Wealth for services described herein shall be required to enter into one or more written agreements with the us.

Investment advisory fees related to all of our services, except financial planning, range from 0% to 2% annually. Fees are charged monthly, in arrears, based upon the average daily value of client assets during the previous month as valued by the custodian. Using the average daily balance method, each day's balance for the month is summed then divided by the number of days in the month, to compute the average daily balance. The average daily balance is then multiplied by the monthly portion of the annual fee to determine the monthly fee due. Fees are pro-rated for the first partial month when a new account is opened. Fees are retroactive.

The model portfolio program is offered on a wrap fee basis only. The fee assessed to clients who participate in this program will not exceed 2% annually. A portion of the advisory fee paid by you will be shared with any third-party investment adviser and certain service providers (i.e., platform provider, model portfolio manager) who provide services related to the management of the portfolio. You may also be assessed a fee by the platform provider.

Participants in a wrap fee program will not pay separate commissions, ticket charges or custodian fees for the execution of transactions in their account. To compensate the custodian who has custody of the account, a portion of the fee paid by you is shared with them to cover these expenses. This creates a conflict of interest by incentivizing us and others to trade your account less frequently, despite your best interest, to decrease transaction related expenses incurred in managing your account. We encourage you to regularly review your accounts statements to determine if the trading activity in your account is allowing you to realize the full benefit of participating in a wrap fee program. Please ask us any questions you may have about this program.

Clients must consent in advance, in writing, to have us deduct the advisory fees from their account and the fees will be clearly noted on the client's statements. Clients should review the statements provided by the Custodian to verify the appropriateness of the advisory fee charged to your account and to compare them to any reports provided to you by Oxford Wealth to ensure accuracy. The Custodian is not responsible for ensuring the accuracy of any reports we provide, or the actual calculation of the advisory fee assessed to your account.

Financial Planning and Financial Consulting Services

All clients who retain our firm for its investment advisory services will be assessed a one-time planning fee at the start of the relationship. The fee is negotiated in advance with each client and will be based such factors as the complexity of the client's financial situation, nature of the services to be provided, estimate of the time needed to complete project and their overall relationship with our firm. Clients may also retain the firm solely for financial planning or a financial consultation. Financial planning fees are generally calculated and charged on a flat fee basis from \$500 to \$3,000 per engagement. If a client terminates financial planning services after we have begun the work but before completion, the client will receive a full refund via a check mailed to the address of record.

We provide you with an exact fee quote before you authorize us to begin our work. The specific financial planning fee being charged to the client will be set forth and identified in the investment

management agreement or engagement letter between us and each client. Financial planning fees are billed separately with invoices being mailed to the address of record.

Your financial professional will update your financial plan upon request or when your objectives or financial situation change. If a financial plan is updated, the fee will be dependent on the nature of the update. Again, this fee will be set forth and identified in an agreement between yourself and the firm.

General Information

An investment management agreement can generally be terminated at any time, by the firm or the client, for any reason upon prior written notice. The timing is specified in the investment management agreement between Oxford Wealth and the client.

Our firm will not take custody or possession of client funds or securities at any time except to the extent that we typically deduct fees directly from the client's account(s) when providing discretionary investment management services.

All fees paid to the investment adviser are separate and distinct from fees and expenses charged by any mutual fund, exchange-traded fund, and closed-end fund. These fees and expenses typically include management fees, operating expenses (e.g., custodial fees, legal fees, transfer agent expenses, trading expenses, marketing and distribution fees and other administrative costs) and certain shareholder fees (e.g., redemption fees, exchange fees, account fee and purchase fee). These fees are in addition to our management fee. Complete details regarding fund fees are described in the respective fund's prospectus. The client should review all fees being charged on its investments and those charged by Oxford Wealth to fully understand the total amount of fees to be paid by the client and to evaluate the advisory services being provided. You may ask us any questions you have about any associated fees and expenses.

Clients can incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, trade execution fees, deferred sales charges, odd-lot differentials, transfer taxes, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. These fees are in addition to the management fee charged by us. Please refer to [*Item 12 – Brokerage Practices*](#) in this Brochure for additional information.

Our firm and our professionals owe a fiduciary duty to all our clients. We also serve as a fiduciary to advisory clients that are employee benefit plans (such as profit-sharing plans or pension plans) or individual retirement accounts (collectively, our "retirement clients") (IRAs) pursuant to ERISA or the Internal Revenue Code ("IRC"). When acting as a fiduciary to these plans, we are subject to specific duties and obligations under ERISA and the IRC that include among other things, restrictions concerning certain forms of conflicted compensation. To avoid engaging in prohibited transactions, the firm only charges fees for investment advice (i) about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or (ii) about products for which our firm and/or our related persons receive commissions or 12b-1 fees if such commission and fees are

used to offset advisory fees.

Clients should be aware that similar advisory services could be available from other investment advisors for similar or lower fees.

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

Our firm does not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees which are based on the share of capital gain or appreciation of a client's account.

Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged a performance-based fee. We do not charge performance-based fees, nor do we provide side-by-side management.

Item 7: Types of Clients

We offer our firm's services to individuals, high net worth individuals, and other business entities, retirement plans, and estates and trusts. The firm does not currently have a minimum account size.

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

Our firm and our financial professionals will use one or more of the following methods of analyses or investment strategies when providing investment advice to clients, subject to the clients' investment objectives, risk tolerance, time horizons and stated guidelines:

Investment Strategies

As indicated in the [Item 4 – Advisory Business](#), most clients are placed in a model overseen by a financial professional of our firm. The model includes a number of asset classes, including equities, both domestic and international, exchange-traded funds, mutual funds, fixed income, REITs, and commodities, amongst others. Oxford Wealth generally relies on sub-advisers or platform providers to implement the models. All trading for accounts in these programs will generally be conducted by the third-party investment adviser or platform provider.

Individual clients can request one-off scenarios as needed. Investment strategies and advice will vary depending upon each client's specific financial situation. We manage households and accounts on a goals-based approach so not every account is diversified. Certain accounts will potentially be more heavily weighted in one sector versus another account in order to diversify the household as a whole or to take advantage of certain tax advantages in having particular types of investments in certain types of accounts. As such, we determine investments and allocations based upon the client's

predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Any restrictions and guidelines set by the client will also affect the composition of the portfolio.

Risk of Loss

Investing involves a risk of loss. Clients should be prepared to bear investment loss, including the loss of the original principal. Past performance is not indicative of future results. So, clients should never presume that future performance of any specific investment or investment strategy will be profitable. Further, there are varying degrees of risk depending on different types of investments. Clients should know that all investments carry a certain degree of risk ranging from the variability of market values to the possibility of permanent loss of capital. Although portfolios seek principal protection, asset allocation and investment decisions are not guaranteed to achieve this goal in all cases. There is no guarantee a portfolio will meet a target return or an investment objective.

Investment Risks

Investing in securities carries a significant amount of risk for investors. Some investments are associated with a higher degree of risk, and it is very important for investors to be familiar with these risks. As a result, you should be prepared to bear investment loss including the full amount of the principal invested. Also, past performance is not indicative of future results. Therefore, you should never assume that the future performance of any investment will be profitable.

Although we manage your portfolio in a manner consistent with your risk tolerances, we are not able to predict the future performance of any investment or guarantee that the methods of analysis performed by us will be successful. The risks can be associated with a loss of principal, reduction in earnings (including interest, dividends, and other earnings) and the loss of future earnings. There are certain risks associated with investing in securities through our advisory services which include the following:

Market Risk – loss of value in a fund, portfolio or individual holding(s) due to adverse declines in the market as a whole. The prevalence of these declines may be more significant during times of heightened volatility.

Equity (stock) Risk – Common stocks represent a share of ownership in a particular company. They are subject to the price fluctuations associated with the general stock market. The price of a company can be significantly impacted by the market's perception and confidence in its current and future prospects. Investing in common stocks carries more risk than other investment types such as preferred stocks and debt obligations of the same issuer. In the event of a company's liquidation, common stockholders will have rights to the firm's assets after the rights of bondholders, other debt holders and preferred stockholders have been satisfied.

Company Risk – Every company has certain risks which are inherent in them which creates uncertainties about their current and future performance prospects. These risks can have an impact

on the company's performance and effect their ability to make a profit or fail. The consequences can lead to significant reductions in the overall performance of the company and cause significant declines in the price of the stock. Such risks be internal (e.g., strikes, consumer preferences, manufacturing costs) and external (i.e., demand, increased competition, government regulations).

Market Capitalization Risk – Your portfolio could be invested in securities with varying levels of market capitalization (i.e., Large Cap, Mid-Cap and Small Cap). Each level has its own associated risks. Large Cap companies may lag in performance because they may experience lower rates of growth due to their size and may not respond to changes and opportunities in the market. Small and Mid-Cap stocks maybe more exposed to business or economic events and may be less able to weather the impact of such events compared to larger, more established companies. Small and Mid-sized firms may also be less sophisticated when it comes to reacting and addressing certain challenges that may face its business operations due to limited product lines, size of management and experience and lack of resources. Small and mid-capitalization stocks tend to be more volatile than larger companies.

Fixed Income (bond) Risk – Fixed income represents an issuance of debt by a company which is purchased by investors. The funds the company receives from the issuance can be used for such matters as financing specific projects, creating new products and services, paying off other debts and funding the firm's operations. Fixed income investors always face the risk that the issuer may default on the debt and will not be able to make payments. Also, bond holders will be subject to interest rate risk. For example, as interest rates rise the value of bonds usually will fall, and vice-versa. Additionally, bond holders who receive regular fixed payments from their investment in a fixed income instrument may be impacted by changes in inflation (i.e., inflation risk) which can erode the spending power of these payments.

Management Risk – The management of your account is dependent on the success and failure of the investment strategies, research, analysis, and selection of portfolio securities we provide. The investment performance of your investment strategy depends on the skill of the key individuals responsible for directly managing your account. If the investment strategy we implement on your behalf is not successful, the value of your account will decrease. There is no guarantee that the objectives of the investment strategy employed will be successful.

Inflation Risk: Also referred to as purchasing power risk, is the risk that inflation will undermine the real value of cash flows made from an investment. Inflation risk affects all investments but is most prevalent in the bond markets.

Trading Risk – Frequent trading can affect portfolio performance, particularly through increased brokerage and other transaction costs (if applicable) and taxes. Infrequent trading can affect portfolio performance, particularly through ongoing fees and other costs (if applicable) that may cost more than trading commissions. Additionally, you should be aware that the use of margin, options and short sales are higher risk strategies. It is possible to lose all of your principal, and sometimes more. In a cash account, your risk is limited to the amount of money that you have invested. In a margin account, your risk includes the amount of money invested plus the amount that has been

loaned to you. When you short sell, your losses can be infinite.

Emerging markets risks: Emerging markets can experience high volatility and risk in the short term. This is mainly attributed to these markets being subject to risks such as political risk (i.e., government policies), economic risk (i.e., unregulated markets and inadequate monetary policies) and currency risks (i.e., extreme fluctuations in the local currency). When investing in emerging markets these risk factors can be experienced in greater degree than they normally would in more developed markets.

Risks Associated with Particular Investments

Described below are some risks associated with specific types of investments that we may recommend when managing your portfolio. Many of these investments are usually sold by use of a prospectus or other offering document. Clients should review these documents carefully for more detailed information regarding the specific risks. All of these investment types are subject to the risk of loss which can result in a partial or total loss of all your principal invested.

Mutual Funds

A mutual fund is a company organized to aggregate the funds of individual investors into a pool that invests in securities such as stocks, bonds, and short-term debt. The assets of the mutual fund are known as its portfolio and individual investors purchase shares in the mutual fund. These shares represent an investor's ownership in the mutual fund and each investor shares pro rata in the income and/or capital gains that it generates. Also, each investor also shares in the fees and expenses associated with the fund and these fees and expenses will reduce the overall performance of the fund. Investor may incur losses up to and including any principal invested in the fund if the value of the underlying investments decrease. Dividends and/or interest payments may also fluctuate as market conditions fluctuate. Past performance does not guarantee future results.

Closed-End Funds

Closed-end funds are a type of mutual fund in which a fixed number of shares are sold through a single initial public offering (IPO). These shares are typically bought and sold on a stock exchange, but no new shares will be issued and the amount of money flowing into the fund will not increase. Closed-end funds are less illiquid than a typical mutual fund and may not be readily marketable. They also may be subject to higher levels of volatility and may be heavily discounted. To help provide investors with some liquidity, the funds may offer to repurchase a certain percentage of shares from time to time. Thus, clients may be unable to liquidate all or a portion of their shares in these types of funds when they desire to do so.

Exchange-Traded Funds ("ETFs")

ETFs are typically investment companies that are legally classified as an open-end mutual fund. Typically, they will track a particular index, sector, currency, commodity or other asset. However, they differ from traditional mutual funds in that ETF shares can be bought or sold on a securities

exchange. Shares can be bought and sold throughout the trading day like shares of other publicly traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the bid price and the ask price is often referred to as the “spread.” The spread varies over time based on the ETF’s trading volume and market liquidity and is generally lower if the ETF has high trading volume and high market liquidity. Conversely, the spread is generally higher if the ETF has low trading volume and low market liquidity. ETFs may be closed and liquidated at the discretion of the issuing company.

Exchange-Traded Notes (“ETNs”)

An ETN is a senior unsecured, unsubordinated debt obligation issued by a bank. It is designed provide access for investors to the returns of a market index or benchmark. At maturity, the issuer of an ETN will make payment to investors which based on the performance of the underlying index, minus any associated fees. ETNs may be linked to a variety of assets, such as commodities, foreign currencies and equities. ETNs are like ETFs in that they are listed on an exchange and can typically be bought or sold throughout the trading day. An ETN is not a mutual fund and does not have a net asset value as the value is determined by its current market price on the exchange where it trades. Some of the more common risks of an ETN are: 1) the issuer may default on the note and be unable to facilitate the repayment of the principal, interest (if any) and the payment of any investment linked to associated index or benchmark; or 2) the issuers credit rating may be downgraded which could significantly impact the trading price of the ETN in the secondary market. The asset or asset class to which the ETN is linked may carry specific risks not associated with a particular index or sector. ETNs may be closed and liquidated at the discretion of the issuing company.

Options

An option is a contract which gives the buyer the right, without obligation, to either buy or sell an underlying asset at a specific price on or before a certain date. The risks of loss associated with trading can include the entire loss of principal and sometimes more depending on the option strategy employed. A holder of an option can experience significant losses in a relatively short period of time as the value of an option can fluctuate greater than the underlying security it represents. This risk reflects the nature of an option as a wasting asset which becomes worthless when it expires. An option holder who neither sells their option in the secondary market nor exercises it prior to its expiration will necessarily lose their entire investment. An option writer may be assigned an exercise at any time during the period the option is exercisable.

For more information regarding the risks of options, please read the “Characteristics and Risks of Standardized Options” brochure, which can be found at <http://www.theocc.com>.

Bonds, High-Yield Bonds and Other Debt Obligations

High-yield bonds and other debt obligations are issued by companies or municipalities that do not qualify for “investment-grade” ratings (i.e., Moody’s: Baa3 or better, Standard & Poor’s: BBB- or better, Fitch: BBB- or better) by one or more rating agencies. These bonds carry a greater risk of

failure to repay both principal and interest and a greater risk of default than those obligations that are rated investment-grade. The potential deterioration of an issuer's financial health (i.e., reduced cash flow, deteriorating balance sheet, falling profit margins) will typically result in a downgrade in the rating of the issuer's bond(s) and will increase the risk of default. There is also the risk that the bond's market value will decline as interest rates rise and that an investor will suffer a significant loss of principal if liquidated before maturity or will not be able to liquidate the bond at all before it matures.

Variable Annuities and Variable Life Insurance

A variable annuity is a life insurance contract that has an investment component. Its value can therefore fluctuate with market conditions. Investors choose how to participate in financial markets by choosing among several "subaccounts" available within the annuity. Variable annuity "subaccounts" typically invest in mutual funds which are invested in stock, bonds, money markets or some combination. Investors should also be aware that certain riders purchased can increase the costs associated with a variable annuity and may limit the investment options and the ability to manage the subaccounts. They are also considered long-term investments and variable annuity products may have restrictions which may restrict (i.e., once per year) or limit your ability (i.e., surrender charges) to withdrawal funds, especially in the early years which is called the accumulation phase.

Equities

Investing in individual stocks carries certain risks. Among these risks are Systematic risk is also known as market risk which is the potential for the entire market to decline. Systematic risk cannot be completely avoided through diversification. This involves factors or events which can impact the entire market such as inflation, interest rates, recessions, wars and other issues. Unsystematic risk is the potential that any one stock may go down in value, independent of the stock market as a whole. Business risk is the possibility a company will have lower than anticipated profits or experience a loss rather than making a profit. Event risk is the possibility that an unforeseen event will negatively affect a company, industry or security.

Third Party Money Management

Clients should read in full the Disclosure Brochure (Form ADV Part 2A) of the respective third-party money manager to understand the investment strategies and methods of analysis employed by them along with the associated risks. Prospective investors should carefully consider all risks, as there can be no assurance that the asset management programs managed by the third-party managers will achieve their respective investment objectives or avoid substantial losses. An investor should not make an investment with the expectation of sheltering income or receiving cash distributions. Clients should also make sure they understand the fees and expenses related to the use of each third-party money manager and how they are calculated and assessed to your account.

Unregistered Securities and Private Placement Risks

Investments in private placements are not immediately tradeable on an exchange or in the over-the-counter market. They may be subject to resale restrictions including significant holding or lockup restrictions for significant time periods. Private placements may serve as financing vehicles for public companies, commonly referred to as PIPEs (Private Investment in Public Equity), or for privately held entities. Securities purchased through private placements may be less liquid than publicly traded securities and investments in privately held entities are generally less liquid than PIPEs. The offering documents contain limited information on the company's business and many private placement securities are issued by companies that are not required to file audited financial reports making it difficult to gauge how the private placement is likely to perform over time. Because of the illiquid nature of these securities, Oxford Wealth will not be able to liquidate these securities upon termination of a client's account. Oxford Wealth cannot provide oversight of these securities following a client's account termination. Clients should consider these risks when deciding whether to permit these investments for their accounts.

Cash balances are typically invested daily in interest-bearing money market accounts.

Item 9: Disciplinary Information

Our firm and our financial professionals are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of us, our business or the integrity of our management or associated persons.

Neither our firm nor any of our associated persons has any reportable disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Financial Industry Affiliations

Oxford Wealth is not a registered broker-dealer, commodity firm, commodity trading advisor, or futures commission merchant, and does not have an application to register for any of the same pending. In addition, our firm does not recommend investment products in which it receives any form of compensation from the separate account manager or investment product sponsor.

Other Affiliations

Oxford Advisory Group, LLC ("Oxford Advisory") is a licensed insurance agency. In this capacity, Oxford Advisory sells insurance policies and annuities for a commission on behalf of clients, who may or may not have an advisory fee agreement with Oxford Wealth Group, LLC.

IARs of Oxford Wealth are also licensed insurance agents with Oxford Advisory and various

insurance companies. These arrangements present a conflict of interest because they create an incentive to make recommendations for the purchase or sale of insurance products based upon the amount of compensation your IAR can receive rather than based upon your needs. Selection of specific programs, products, or investments could also result in an increase in the total fees and commissions received by the related entities.

On occasion, Oxford Wealth's IARs may recommend and help facilitate the purchase of various insurance products as a part of the implementation of a client's financial plan. A client may also request a review of any existing policies they maintain. The insurance products utilized will typically include life, health, long-term care and fixed annuities.

These products are separate and distinct from the investment advisory services offered through Oxford Wealth, and the firm's advisory representatives will receive a commission or fees as a result of the sale of insurance related products. In no event is any client obligated, contractually or otherwise, to use the services of any licensed insurance agent acting in such capacity or to purchase products or services through our firm or any of our advisory representatives. Your advisory representative will explain the specific costs associated with any recommended investment with you. You have the option to purchase investment or insurance products through other brokers or insurance agents who are not associated with us.

Our advisory representatives may also recommend various asset management firms through their affiliation with Oxford Wealth. Oxford Wealth will ensure that any third-party advisor recommended by the firm is registered either with the Securities and Exchange Commission or the appropriate state agency. If you establish an investment advisory relationship with one of these firms, our IARs may share in the advisory fees you pay to these asset management firms. This arrangement creates a conflict of interest because we have an incentive to recommend an advisor based on the amount of compensation we receive instead of what is in your best interest.

The sole business of Oxford Wealth and its owner is to provide investment advisory services and insurance products to its clients. Neither Oxford Wealth nor its Advisory Persons are involved in other business endeavors. Oxford Wealth does not maintain any affiliations with other firms, other than contracted service providers to assist with the servicing of its our client's accounts.

Recommending Rollovers and Transfers

Our firm has an inherent conflict of interest in recommending you rollover or transfer your accounts to an account managed by Oxford Wealth since we have an incentive to generate compensation for the firm. As part of the rollover process, we will provide you with information on why the rollover or transfer is in your best interest.

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

Code of Ethics

Oxford Wealth has adopted a Code of Ethics that sets forth high ethical standards of business and professional conduct which we require our employees to follow. The Code of Ethics outlines proper conduct related to all services provided to clients by the firm and our associated persons and includes guidelines for compliance with applicable laws and regulations governing our practice. Our goal is always to protect our clients' interests and demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing.

Personal Securities Transactions and Interests

Through its professional activities, Oxford Wealth and its supervised persons are exposed to potential conflicts of interest and the Code of Ethics contains provisions designed to mitigate these potential conflicts by governing the personal securities transactions of certain of its employees, officers and directors. In particular, the Code of Ethics governs the conduct of certain "access persons" in circumstances where the Adviser or its access persons desire to purchase or sell securities for their personal accounts that are identical to those recommended by the firm to its clients. For these purposes, the Code of Ethics defines an "access" person as a supervised person of the firm that (1) has access to nonpublic information regarding any clients' purchase or sale of securities, (2) has access to nonpublic information regarding the portfolio holdings of any fund the adviser or its control affiliates manage or sponsor, or (3) is involved in making securities recommendations (or has access to such recommendations) to clients that are nonpublic.

Access persons' trades must be executed in a manner consistent with the following principles:

- The interests of client accounts will always be placed first.
- All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility.
- Access persons must not take inappropriate advantage of their positions.
- Preclearance of access persons' investment in a limited offering or private placement is required.

Access persons must submit initial and annual holding reports which includes all of the existing accounts in which the individual has direct or indirect ownership, along with any holdings that are reportable securities. Access persons must also submit quarterly reports related to their transactions in reportable securities and report any newly opened accounts. We monitor our access persons' personal trading activity at least quarterly to ensure compliance with internal control policies and procedures and our Code of Ethics. The firm's CCO or Designee is responsible for performing this review.

The Code of Ethics does not prevent or prohibit access persons from trading in securities that we recommend or in which we invest client assets, but rather prescribes the governing principals relative to the same (see above). As such, it is possible that (1) the firm or its access persons could recommend to clients, or buy or sell for client accounts, securities in which one or more access

persons (including Oxford Wealth or its affiliates) has a material financial interest, (2) access persons (including the firm or its affiliates) could invest in the same securities (or related securities) that we recommend to clients, or (3) the firm (including its affiliates) and its access persons could recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that one or more access persons (including the firm or its affiliates) buys or sells the same securities for its own account. This presents a potential conflict in that the access person might seek to benefit himself or herself from this type of trading activity in the same securities, either by trading for personal accounts in advance of client trading activity (e.g., front-running), or otherwise. All such activity must be in strict adherence with our Code of Ethics and must fundamentally place the clients' interests first. Moreover, it is our policy that neither the firm nor its associated persons will have priority over a client's account(s) in the purchase or sale of securities.

On occasion we may seek to combine orders to purchase securities for the firm, its associated persons and/or their families with a client's order to purchase securities ("block trading"). Please refer to [Item 12 – Brokerage Practices](#) for more information on block trading. A conflict of interest exists in these events because we have the ability to trade ahead of clients and could receive more favorable prices (for the firm, its associated persons and/or their families) than the client will receive. To eliminate this conflict of interest, we will make reasonable attempts to trade securities in client accounts at or prior to trading the securities in the firm accounts, or accounts of associated persons and/or their families. Trades executed the same day will likely be subject to an average pricing calculation. Moreover, it is our policy that neither the firm nor its associated persons will have priority over a client's account(s) in the purchase or sale of securities.

Neither the firm nor its associated persons have any material financial interest in client transactions beyond the provision of investment advisory services or other services as disclosed in this Brochure.

Our firm does not engage in principal trading (*i.e.*, the practice of selling stock to advisory clients from our inventory or buying stocks from advisory clients into our inventory). Nor does the firm engage in agency cross transactions (*i.e.*, the practice of acting as a broker for both the client and the other party involved in a transaction).

Clients or prospective clients can obtain a copy of our Code of Ethics by contacting the firm's Chief Compliance Officer Kevin Kirk at the kkirk@keybridgecompliance.com or 240-987-3847.

Item 12: Brokerage Practices

Broker-Dealer Relationships and Benefits

We will generally recommend and request that clients establish brokerage accounts with TD Ameritrade ("TD") or Fidelity Brokerage Services ("Fidelity"), FINRA member New York Stock Exchange/SIPC, with whom we have established a custodial relationship. TD Ameritrade and Fidelity provides our firm with access to its institutional trading and operations services, which typically are not available to their retail customers. These services are generally available, without cost, to financial advisory firms like Oxford Wealth.

Services provided by TD and Fidelity include research (including mutual fund research, third-party research, and proprietary research), brokerage, clearing, custody, and access to mutual funds and other investments that are available only to institutional investors or would require a significantly higher minimum initial investment. In addition, TD and Fidelity makes available software and other technologies that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution; provide research, pricing information, quotation services, and other market data; assist with contact management; facilitate payment of fees to our firm from client accounts; assist with performance reporting; facilitate trade allocation; and assist with back-office support, record-keeping, and client reporting. We are eligible for a specific schedule of fees from TD and Fidelity based upon our relationship with them. We have no discretion to determine the commissions charged TD and Fidelity.

Oxford Wealth does not participate in any soft dollar programs or soft dollar arrangements sponsored or offered by any broker-dealer or custodian. Though, TD and Fidelity does provide us with other services intended to help our company and its financial professionals manage and further develop its business enterprise, including assistance in the following areas: consulting, publications and presentations, information technology, business succession, and marketing. In addition, TD and Fidelity makes available or arranges and/or pays for these types of services provided by independent third parties, including regulatory compliance.

As stated below and in [*Item 14 - Client Referrals and Other Compensation*](#), TD and Fidelity makes available to us products and services that directly benefit our firm and its financial professionals but do not necessarily directly benefit our clients' accounts.

Although we will generally recommend that clients utilize TD or Fidelity for custody of their assets and execution of their transactions, we can, subject to its best execution obligations, trade outside of our RIA where necessary. In the selection of a broker-dealers we recommend, we will consider all relevant factors, including the commission rate, the value of research provided, execution capability, speed, efficiency, confidentiality, familiarity with potential purchasers and sellers, financial responsibility, responsiveness, and other relevant factors. Our firm will retain and compensate the Custodian to provide various administrative services until stated otherwise. These services include determining the fair market value of assets held in the account at least quarterly and producing a brokerage statement for clients detailing account assets, account transactions, receipt and disbursement of funds, interest and dividends received, and account gain or loss by security as well as for the total account.

Our firm is not affiliated with either TD or Fidelity, and we do not receive client referrals from either firm.

Order Aggregation/Block Trading/Allocations

Since the majority of our accounts are managed by a sub-adviser utilizing various third-party managers, we are not typically in a position to aggregate purchases and sales and other transactions amongst client accounts.

For our direct adviser-managed accounts, we typically do not aggregate orders of securities for multiple client accounts but may do so if we determine it is in the client's best interest. The primary factor in determine whether to combine multiple clients' buy and sell orders (i.e., block trading) whether we believe we can achieve the most favorable execution at the best price available, and accordingly, could cost clients less than other execution options.

Best Execution

As stated above, we typically recommend that our clients establish a brokerage account[s] with either TD or Fidelity. Such accounts will be "prime broker" eligible so that if and when the need arises to effect securities transactions from those accounts at broker-dealers other than with TD the current custodian ("executing brokers"), such custodian will accept delivery or deliver the applicable security from/to the executing brokers. If a client decides to effect securities transactions at another broker-dealer other than TD or Fidelity, the client is responsible for negotiating the terms and conditions of the account. We are unable to negotiate commissions, obtain volume discounts or ensure best execution. Also, TD and Fidelity could charge a "trade away" fee which is charged against the client's account(s) for each "trade away" occurrence. Our firm receives no portion of any trade away fees. Other custodians have their own policies concerning prime broker accounts and trade away fees.

If the client is receiving discretionary advisory services, the Adviser, pursuant to the terms of its management agreement with clients, will have discretionary authority to determine which securities are to be bought and sold and the price of such securities to effect such transactions. We recognize that the analysis of execution quality involves a number of qualitative and quantitative factors. The firm will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders.

Consistent with its fiduciary responsibilities, we seek to ensure that clients receive best execution with respect to the clients' transactions by blocking client trades to reduce commissions and transaction costs when prudent. To the best of our knowledge and due diligence inquiries, TD and Fidelity provides high-quality execution, and our clients will pay competitive rates for such execution. Based upon its own knowledge of the securities industry, we believe that TD and Fidelity's commission rates (to the extent there are any) are competitive within the securities industry. Although we acknowledge that there is the potential for lower overall commissions or better execution to be achieved elsewhere, we believe that TD and Fidelity provides clients with best execution based on all qualitative and quantitative factors.

Trade Errors

A trade error that occurs in a client's account where we are at fault, we will resolve the error immediately upon discovery. As a result of the correction, the client's account will not suffer a loss or incur any transaction costs related to resolving that error. Depending on the nature of the error, we will pay the cost of the error or will cause the custodian or broker-dealer to pay the cost of the error. If the error results in a profit, due to market movement, the client will keep the profit.

Brokerage for Client Referrals

Our firm and its investment professionals do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Item 13: Review of Accounts

Reviews are performed at least annually but can be done more frequently at your request. Accounts are reviewed and monitored continuously and on ongoing basis by your financial professional. We conduct these reviews through various means, including telephone calls, in-person meetings, overall strategy reviews, and/or the review of monthly and quarterly statements. Reviews are focused on objectives and parameters established by clients, which are primarily established through their client management agreement. More frequent reviews can occur due to a change in the client's investment objectives or risk tolerance, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in investment or fund managers, or changes in the economy or financial markets.

Our compliance personnel will also monitor managed and supervised accounts on an ongoing basis to ensure that the advisory services provided to clients are consistent with the clients' stated goals, investment objectives and risk tolerance.

Typically, a review of a client's existing financial plan usually occurs when there is a significant change in the client's circumstances, or the client requests a review from us. The frequency of a review is typically determined by the terms of the agreement negotiated with the client. It can also be precipitated by a change in the client's circumstance, or due to a spontaneous request from the client. If deemed necessary, a review can occur quarterly, yearly or some other determinate amount of time. A review of a financial plan will typically revisit the initial plan and determine if any adjustments need to be made to the objectives. Financial planning, by its nature, does require periodic review. At times we will use software and other tools to assist in generating a financial plan.

With respect to managed accounts, investment advisory clients receive standard account statements from the independent, qualified custodian of their accounts no less frequent than quarterly. The account statements received from the custodian and/or broker-dealer are the official records of the client's account(s). Clients should review statements provided by the Custodian and compare them to any reports, including fee calculations, provided by Oxford Wealth to ensure accuracy, as the Custodian does not perform this review.

No on-going financial planning reports are provided for financial planning clients unless a financial plan update or additional services are requested. Your firm professional will update a plan as needed and when objectives or financial situation change.

Item 14: Client Referrals and Other Compensation

Solicitor Arrangements

We do not currently have any solicitor relationships. It is our policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards, or other prizes from any third-party in conjunction with the advisory services we provide our clients.

Brokerage and Custody Services

As disclosed in [Item 12 - Brokerage Practices](#) above, we participate in TD and Fidelity's institutional advisor programs, under which our firm is provided with access to their institutional trading and custody services, which are typically not available to retail investors. Such services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

TD makes available to our firm other products and services that benefit us but does not directly benefit each client's accounts. Many of these products and services can be used to service some or all of our client accounts, including accounts not maintained at either custodian. Products and services that assist us in managing and administering our clients' accounts include software and other technology that can:

- Provide access to client account data (such as trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide research, pricing, and other market data;
- Facilitate payment of our fees from clients' accounts; and assist with back-office functions, record keeping and client reporting;
- Provide delivery of duplicate client statements and confirmations; and
- Give us the capability to deduct advisory fees directly from our client's accounts.

TD and Fidelity can possibly make available, arrange and/or pay third party vendors for the types of services rendered to our firm. Both TD and Fidelity have the ability to discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services, and also provide other benefits such as educational events or occasional *de minimus* business entertainment for our personnel. All business entertainment will be guided by our Code of Ethics.

Although the above benefits can assist us in managing and administering clients' accounts, including those not maintained at a broker-dealer or custodian, some of the products and services made available benefits Oxford Wealth itself in managing and developing its business, and does not directly benefit our clients. You should therefore be aware that the receipt of economic benefits by our firm and/or its related persons in and of itself creates a conflict of interest and can influence our choice of

a broker-dealer or custodian we recommend to our clients for custody and brokerage services.

Item 15: Custody

We generally have the ability to directly debit advisory fees from client accounts, unless the client specifies otherwise. As part of this billing process, the independent, the client's qualified is advised of the amount of the advisory fee to be deducted from the client's account(s) and they are responsible for deducting the fee on our behalf.

The client will receive account statements from the custodian holding the account(s) at least quarterly. These statements will show all transactions within the account during that reporting period, including the amount of advisory or other fees debited from the client's account(s). Because the custodian does not calculate the amount of the fees to be deducted, it is important for clients to carefully review their account statements to verify the accuracy of the fee calculation, among other things.

A client should contact us directly if he/she believes there is an error or has a question regarding an account statement.

This ability to deduct our fees from a client's account(s) causes us to exercise limited custody over these accounts under applicable law. We do not have, and will not take, physical custody of any clients' funds, securities or assets. Clients' funds, securities and assets will be held with a bank, broker-dealer or independent qualified custodian.

Item 16: Investment Discretion

When a client hires us to provide discretionary investment advisory services, we have the authority to determine the nature and type of securities to buy and sell and at what quantity, and place buy and sell trades on the client' behalf without obtaining the client's consent or approval prior to each transaction. In some cases, we will have the authority to hire and fire third-party money managers. Clients who give us discretionary authority will give our firm a limited power of attorney and/or trading authorization forms to make the above decisions on the client's behalf. The limited power of attorney and/or trading authorization will only grant us the authority to execute securities transactions in a clients account as we will never accept authority to withdraw funds or securities from your account.

In certain situations, clients can limit our authority by imposing certain restrictions and guidelines, in writing, which can be provided via email communication or other written instructions. For example, a client might specify that their account cannot not invested in a specific sector, industry, or that a certain security is not to be liquidated. Clients can change such instructions, restrictions, and guidelines thereafter by providing us with an update in writing. The most recent written instructions will take precedence with respect to any restrictions governing the account. We will accept such limitations provided they are reasonable and do not unreasonably interfere with the

management of your account. Portfolios which restrict a significant number of investments, including entire sectors and/or industries, could impact our ability to act on potential investment opportunities which could result in performance for your account that is different from similar accounts without such restrictions

If the client enters into a non-discretionary arrangement with our firm for investment advisory, portfolio management services, or retirement plan consulting, we will be obligated to obtain the client's approval prior to arranging or the execution of any transaction in the account(s). With such an arrangement, the client has the unrestricted right to decline to implement advice provided by us on a non-discretionary basis. If you do not grant us discretionary authority over your accounts, we are limited to making periodic recommendations to you regarding which securities to be purchased or sold and the size of the transactions. We will be unable to review and provide continuous monitoring of your investment portfolio and you will ultimately be responsible for implementation of those recommendations and the timing of the transaction.

Item 17: Voting Client Securities

Regardless of whether we have discretion over a client's account(s), we will not vote proxies on behalf of any client or respond to any legal notices or class action claims on behalf of a client.

We will instruct the qualified, independent custodian to forward all proxy materials, legal notices, and class action information to the client to review and make his or her own informed decision on how to vote. In the event we receive any proxy material, subject to adequate advanced notice, we will forward them directly to the client by mail or by electronic mail (if the client has authorized electronic communication).

Item 18: Financial Information

Registered investment advisors who maintain discretionary authority over their client's assets or accounts must disclose any financial conditions which would be reasonably likely to impair their ability to meet their contractual commitments with their clients.

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered. Oxford Wealth, LLC does not have any financial issues that would impair its ability to provide services to clients, and we have not been the subject of a bankruptcy petition at any time.