

Item 1 – Cover Page

Brochure
Oceanis Financial Advisors, Inc.
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Miami, FL 33130
(336) 655-1400
February 20, 2023

This Brochure provides information about the qualifications and business practices of Oceanis Financial Advisors, Inc. (“OFA,” “Firm,” “us,” “we,” or “our”). When we use the words “you,” “your,” and “client” we are referring to you as our client or our prospective client. We use the term “associated person” when referring to our officers, employees, and all individuals providing investment advice on behalf of OFA. If you have any questions about the contents of this Brochure, please contact us at 336-655-1400 or alotero@oceanisfa.com. 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.

OFA is a registered investment adviser. The registration of an investment adviser does not imply any level of skill or training. The oral and written communications made to you by OFA, including the information contained in this Brochure, should provide you with information to determine whether to hire or retain OFA as your adviser.

Additional information about OFA also is available on the SEC’s website at www.adviserinfo.sec.gov (“IAPD”). The SEC’s website also provides information about any persons affiliated or registered with, and or required to be registered, as investment adviser representatives of OFA.

Item 2 - Material Changes

Please note that the “material changes” made to this Brochure since our last delivery or posting of the Brochure on the SEC’s public disclosure website (“IAPD”) www.adviserinfo.sec.gov are set forth below, along with a number of minor edits:

- *Item 4: Advisory Business – Assets under Management.* The assets under management were updated to reflect December 31, 2022 totals.

Currently, our Brochure may be requested, free of charge, by contacting Alberto Otero, President at (336) 655-1400, or our Brochure is also available on-line at the following internet address: www.adviserinfo.sec.gov.

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Item 4 – Advisory Business

OFA is located in Miami, Florida and was founded in 2014 by Alberto Otero. The principal owner of OFA is Alberto Otero.

Services Offered

OFA provides discretionary investment advisory and consulting services. Investment advice and portfolio management services are provided on a continuing basis including the appropriate allocation of managed assets among cash, stocks, mutual funds and bonds. This selection of specific securities will provide proper diversification and help to meet the client's stated investment objectives, although you may impose restrictions on us with respect to investing in certain securities or types and classes of securities. These portfolio management services include the following services:

- Portfolio management services for individuals and/or small businesses
- Portfolio management for businesses or institutional clients (other than investment companies)
- Financial planning services

Investment Products

OFA may offer advice on the following as well as the foreign equivalents of the following investment products:

- Equity securities
- Exchange-listed securities
- Over-the-counter securities
- Securities of foreign issuers (including ADRs, EDRs and GDRs)
- Warrants
- Rights
- Restricted shares
- Options contracts
- Futures
- Corporate debt
- Commercial paper
- Certificates of deposit
- United States government securities
- Municipal securities
- Investment company securities including variable life insurance products
- Variable annuities and mutual funds
- Interests in partnerships investing in real estate, oil and gas interests
- Swaps
- Forward contracts
- Options on futures contracts

- Interest and principal only strips
- Structured notes
- Listed and over the counter derivatives
- Mortgage related and other asset backed securities
- Bank loans
- Collateralized debt obligations
- Collateralized mortgage obligations
- Foreign currency forward agreements
- Repurchase and reverse repurchase agreements
- Private placements

Retirement Accounts – DOL Disclosure

We are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974 (“ERISA”) and/or the Internal Revenue Code (“Code”), as applicable, when we provide investment advice regarding portfolio assets held in an IRA, Roth IRA, Archer Medical Savings Account, a Plan covered by ERISA, or a plan described in Section 4975(e)(1)(A) of the Code (collectively referred to collectively sometimes herein as (“Retirement Accounts”).

To ensure that OFA will adhere to fiduciary norms and basic standards of fair dealing with respect to Retirement Accounts, we are required to give advice that is in the "best interest" of the retirement client. The best interest standard has two chief components, prudence and loyalty. Under the prudence standard, the advice must meet a professional standard of care and under the loyalty standard, our advice must be based on the interests of our retirement clients, rather than the potential competing financial interest of OFA.

To address the conflicts of interest with respect to our compensation, we are required to act in your best interest and not put our interest ahead of yours. To this end, 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.

Assets Under Management

As of December 31, 2022, the Firm had \$180,870,103 in discretionary assets under management.

Wrap Fees

OFA does not offer or manage a wrap fee program.

Education

All personnel of OFA are expected to have education and business backgrounds that enable them to perform their respective responsibilities effectively. In assigning responsibilities, we consider academic background (including studies in college and graduate schools, as well as degrees earned), industry training, licenses and certifications. Work experience in a related field, such as investments, commodities, insurance, banking or accounting, is also considered. No formal, specific standards have been set, but appropriate education and experience are required. See *ADV Form Part 2B* for additional information.

Item 5 – Fees and Compensation

Type of Compensation

OFA is compensated for the investment services provided based upon a percentage of the portfolio assets under management. The fee schedule is set out below:

Fee schedule:

| Assets | Rate |
|---------------|-------|
| Up to \$1M | 2.00% |
| \$1M – \$2.5M | 1.75% |
| \$2.5 - \$5M | 1.50% |
| \$5M – \$25M | 1.25% |
| Over \$25M | 1.00% |

OFA does not charge separately for financial planning services, this is included in the annual fee. All fees are subject to negotiation. The amounts and specific manner in which fees are charged is negotiated and memorialized in OFA's contract with our clients, and we generally bill our fees on a quarterly basis, in advance.

Clients generally authorize us to directly debit fees from their accounts. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Generally, investment advisory contracts may be terminated by clients at any time.

Transaction Costs

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. See also *Brokerage Practices and Referral Arrangements and Other Compensation* for a description of additional compensation received by OFA and for a description of factors that OFA considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Termination

The relationship between parties may be terminated by either party upon 30 days' written notice. Notwithstanding the above, if the appropriate disclosure statement was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory agreement with this investment adviser, then the client has the right to terminate the relationship, without penalty, within five (5) business days after entering into the agreement. If the relationship is terminated in the middle of a quarter and client has prepaid the quarterly fee, OFA will reimburse client a percentage of the prepaid fee that equals that part of the quarter that remains after the 30-day notice is satisfied, on a pro rata basis.

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

OFA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). Additionally, OFA does not engage in side-by-side management.

Item 7 – Types of Clients

Client Profile

We offer portfolio management investment advice to the following types of clients:

- Individuals
- Families
- High net worth individuals
- High net worth families
- Corporations
- Trusts

Account Requirements

OFA generally requires Client's managed assets to consist initially of cash and securities with a minimum asset value of no less than \$50,000, unless OFA in its sole discretion, agrees to accept a Client's managed assets with a lesser value.

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

Analysis Methods

Security analysis methods utilized by OFA include the following:

Charting

Charting analysis seeks to identify resistance and support reference prices for decisions to buy (price hits the support) or sell (price hits the resistance). Through charting, the analysis seeks to identify price patterns and market trends in financial markets. Charting may apply to long-term investing or be used as a market-timing strategy, depending on the timeframe of the price charts.

Fundamental

Fundamental analysis maintains that markets may misprice a security in the short run, but that the "correct" price will eventually be reached by the market. The fundamental analysis of a business involves analyzing a businesses: financial statements and health, management and competitive advantages, and competitors and markets. When applied to futures and forex, it focuses on the overall state of the economy, interest rates, production, earnings, and management.

Technical

Technical analysis maintains that all information is already reflected in the stock price. Technical analysis is a discipline for forecasting the direction of prices through the study of past market data, primarily price and volume. Generally, technical analysis employs models and trading rules based on price and volume transformations, such as the relative strength index, moving averages, regressions, inter-market and intra-market price correlations, business cycles, stock market cycles or, classically, through recognition of chart patterns.

Cyclical

Cyclical analysis generally targets cyclical stocks for purchase of equity securities when the ratio of price-to-earnings ("P/E Ratio") is low, and sell them when the P/E Ratio is high (i.e. when earnings are peaking). The P/E Ratio is a measure of the price paid for a share relative to the annual net income or profit earned by the firm per share.

Sources of Information

The main sources of information that OFA uses to analyze these investment strategies is:

- Financial newspapers and magazines
- Inspections of corporate activities
- Research materials prepared by others
- Company press releases

Investment Strategies

The investment strategies OFA uses to implement any investment advice given to clients includes the following:

- Long term Purchases (securities held at least a year).
- Short term purchases (securities sold within a year).
- Trading (securities sold within 30 days).
- Option writing, including covered options, uncovered options or spreading strategies.

Investment Strategy Risks

Investing in securities involves risk of loss that clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. Our investment approach seeks to keep the risk of loss in mind. Investors face the following investment risks:

General Risks

Lack of Diversification: Portfolio investments may be concentrated, and diversification may be limited. There are no limits with respect to position sizes. Any assets or combination of assets that can be held in a securities account can be purchased or sold.

Cash and Cash Equivalents: Accounts may maintain significant cash positions from time to time and the client will pay the Investment Management Fee based on the net asset value of the Account, including cash and cash equivalents. Furthermore, the Account may forego investment opportunities to hold cash positions if we consider it in the best interests of the Accounts.

Interest Rate Fluctuation: The prices of securities in which the Advisor may invest are sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs of borrowed securities and leveraged investments.

Long term Purchases (securities held at least a year)

Liquidity: The portfolio may be invested in liquid and illiquid securities. You should be aware that liquid securities may become less liquid during the holding period.

Short term purchases (securities sold within a year)

Market Risks: The success of a significant portion of the program will depend, to a great extent, upon correctly assessing the future course of the price movements of the securities traded. There can be no assurance that the trading program will be able to predict accurately these price movements. Additionally, over time, the effectiveness of the trading program may decline, including due to other market participants developing similar programs or techniques.

Trading (securities sold within 30 days)

Market Risks: The success of a significant portion of a trading program will depend, to a great extent, upon correctly assessing the future course of the price movements of the securities traded. There can be no assurance that the trading program will be able to predict accurately these price movements. Additionally, over time, the effectiveness of the trading program may decline for many reasons, including other market participants developing similar programs or techniques.

Trading is Speculative: There are risks are involved in trading securities. Market movements are difficult to predict and are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument markets and such intervention, as well as other factors, may cause these markets to move rapidly.

Turnover: Our trading activities may be made on the basis of short-term market considerations. The portfolio turnover rate could be significant, potentially involving substantial brokerage commissions, and related transactional fees and expenses.

Margin Risk

Leverage: We may use leverage in investing. Such leverage may be obtained through various means. The use of short-term margin borrowings may result in certain additional risks to Accounts. For example, should the securities pledged to a broker to secure a margin account decline in value, a “margin call” may be issued pursuant to which additional funds would be required to be deposited with the broker or the broker would effect a mandatory liquidation of the pledged securities to compensate for the decline in value. We might not be able to liquidate assets quickly enough to pay off the margin debt and the Accounts may therefore also suffer additional significant losses as a result of such default. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed accounts exceed the borrowing costs for such accounts, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings.

Option writing, including covered & uncovered options or spreading strategies

Options and Other Derivatives: We may purchase or sell options, warrants, equity related swaps or other derivatives that trade on an exchange. Both the purchasing and selling of call and put options entail risks. An investment in an option may be subject to greater fluctuation than an investment in the underlying securities. The effectiveness of purchasing or selling stock index options as a hedging technique depends upon the extent to which price movements in the portion of the Accounts’ hedged correlate with price movements of the stock index selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular security, whether an Account realizes a gain or loss will depend upon movements in the level of security prices in securities markets generally rather than movements in the price of a particular security.

Uncovered Risks: We may employ various “risk-reduction” techniques designed to minimize the risk of loss in Accounts. Nonetheless, substantial risk remains that such techniques will not always be possible to implement and when possible, will not always be effective in limiting losses. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the value of such position’s declines, but utilize other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions’ value. Such hedge transactions also limit the opportunity for gain if the value of a portfolio position should increase. Moreover, it may not be possible for us to hedge against a fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at a price sufficient to protect from the decline in value of the portfolio position anticipated as a result of such a fluctuation. The success of the hedging transactions will be subject to the ability to correctly predict market fluctuations and movements. Therefore, while we may enter into such transactions to seek to reduce risks, unanticipated market movements and fluctuations may result in a poorer overall performance for the Accounts Portfolio than if we had not engaged in any such hedging transactions. Finally, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of OFA or the integrity of OFA's management. OFA has no information that is applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Neither OFA, nor its supervised persons, are engaged in any outside business activities.

Item 11 – Code of Ethics, Participation or Interest in Client Trading

General

OFA has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at OFA must acknowledge the terms of the Code of Ethics annually, or as amended.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of OFA will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between OFA and its clients. OFA will also maintain quarterly reports on all personal securities transactions, except transactions in investment company securities and/or other exempt transactions.

Personal Trading

OFA and our related persons may purchase and sell securities for their own account. To prevent conflicts of interest, all employees of OFA must comply with our Code of Ethics, which imposes restrictions on the purchase or sale of securities for their own accounts and the accounts of certain affiliated persons. Additionally:

- No security may be bought or sold by a principal or employee of OFA before OFA's clients' accounts have had the opportunity to make such transactions as appropriate.
- All OFA principal and employee trades will be reviewed by the compliance officer, and
- Principals and employees of OFA will not receive a more favorable execution price on a particular day than those received by our investment advisory clients.

OFA's clients or prospective clients may request a copy of the firm's Code of Ethics, free of charge, by contacting the person listed on this brochure.

Cross Trades

It is OFA's policy that we will not affect any principal or agency cross securities transactions for client accounts. We will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Insider Information

Further, the Code of Ethics and Supervisory Procedures impose certain policies and procedures concerning the misuse of material non-public information that are designed to prevent insider trading by any officer, partner, or associated person of OFA.

Item 12 – Brokerage Practices

General

Unless Client instructs OFA otherwise, the firm may place orders for the execution of transactions with or through a broker/dealer as OFA may select, and complying with Section 28(e) of the Securities Exchange Act of 1934, may pay a commission on transactions in excess of the amount of commission another broker or dealer would have charged. OFA will select such brokers that can effect transactions at the best price and execution under the prevailing circumstances. In managing investment portfolios, OFA acts in a manner in keeping with what it understands and believes to be the best interests of the client. Individual securities are selected to provide diversification among economic sectors and industries which are chosen to achieve the desired balance between expected risk and expected return. Transactions of an unusual nature are discussed with clients before execution.

OFA will allocate brokerage transactions in a manner it believes to be fair and responsible to its clients, and consistent with client objectives. Adhering to a strict formula will not be practicable given the variation in client objectives and guidelines.

Best Execution

Transaction rates for trades executed through OFA may not always be as favorable as those that could be obtained if transactions were executed through another broker-dealer. The fact that OFA's clients are likely to use an affiliated broker to execute transactions presents a potential conflict of interest in that OFA's personnel will receive additional compensation in their capacity as Broker. Such transactions may create a conflict of interest because OFA has a duty to obtain the most favorable price for advisory clients while its registered representatives of the affiliated broker dealer, have a duty to obtain the most favorable price for their brokerage customers. Accordingly,

in engaging in cross transactions, OFA will follow procedures designed to ensure that all parties to the transaction receive at least as favorable a price as would be received if the transaction were executed on the open market.

Directed Brokerage

OFA may place all or a portion of the transactions with a broker with whom the client has a special advisory or consulting relationship. Such transactions are placed with a broker who may have provided manager selection services, performance measurement services, asset allocation services, or a variety of other consulting or monitoring assistance, all with the specific knowledge and full approval of the client.

OFA does not maintain agreements with referring brokers regarding our internal allocation of brokerage transactions. However, all or a sizable portion of a particular clients' brokerage transaction business may be directed to a particular broker if the client has directed, agreed or stipulated us to do so. Commissions are not intended to compensate brokers for client referrals.

With regard to client directed brokerage, we are required to disclose that they may be unable to negotiate commissions, block or batch client orders or otherwise achieve the benefits described above, including best execution, if you limit our brokerage discretion. Directed brokerage commission rates may be higher than the rates OFA might pay for transactions in non-directed accounts.

Also, clients that restrict our brokerage discretion may be disadvantaged in obtaining allocations of new issues of securities that we purchase or recommend for purchase in other clients' accounts. It is our policy that such accounts do not participate in allocations of new issues of securities obtained through brokers and dealers other than those designated by the client. As a general rule, we encourage each client to compare the possible costs or disadvantages of directed brokerage against the value of the custodial or other services provided by the broker to the client in exchange for the directed broker designation.

Trade Aggregation

When OFA trades the same security in more than one client account, we generally attempt to batch or "bunch" the trades in order to create a "block transaction." Generally, buying and selling in blocks helps create trading efficiencies, prompt attention and desired price execution. We will place all or substantially all transactions to purchase or sell common stocks with the client's "directed" broker, when applicable. (See the section titled, "*Directed Brokerage*") Whenever possible, we will attempt to batch or aggregate trades for clients who use the same directed brokers in order to create a "block transaction." The commission amount and per share commission rate will differ between our clients with directed brokerage relationships due to the dollar value and the size (number of shares) of the trade for each account, and the total relationship between the client and their broker. Because each client may differ in portfolio size, investment objective, equity exposure and the extent of the relationship with their broker, we do not negotiate commission discounts on the block transaction itself.

Soft Dollar Arrangements

Soft dollar arrangements are a common practice in the Investment Advisory industry. The U.S. Congress created a “safe harbor” under Section 28(e) of the Securities and Exchange Act of 1934, which establishes strict standards by which soft dollar arrangements are allowed. Under this safe harbor, an advisor can consider the provision of research, as well as execution services, in evaluating the cost of brokerage services without violating its fiduciary responsibilities. OFA JP Morgan Securities, Pershing, LLC and UBS Financial Services, Inc. (USA), referred to collectively as “Custodian”, follow the safe harbor available under Section 28(e) in arranging and executing its soft dollar arrangements.

Custodian makes available to OFA products and services that benefit OFA, but may not directly benefit its client’s accounts. Some of these products and services assist OFA in managing and administering clients’ accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of OFA’s fees from its clients’ accounts; and assist with back-office functions, recordkeeping and client reporting.

Additionally, Custodian also makes available to OFA other services intended to help OFA to manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing.

In addition, Custodian may make available, arrange and/or pay for these types of these services noted above, or pay all or a part of the fees of a third party providing these services to OFA. To this end, the Custodian is paying for the portfolio management software utilized by OFA. These services benefit all clients of OFA.

While as a fiduciary, OFA endeavors to act in its clients’ best interests, while we recommend that clients maintain their assets in accounts at Custodian, that recommendation is based in part on the benefit to OFA of the availability of some of the foregoing products and services, and not solely on the nature, cost or quality of custody and brokerage services provided by Custodian, which creates a potential conflict of interest. OFA mitigates that conflict of interest through disclosures made in this Brochure, client agreements, and in reports and conversations with clients.

Item 13 – Review of Accounts

Account Review

Michele Paradiso, Chief Compliance Officer will review all accounts on a quarterly basis and compare each investment on a transaction basis to ensure that each transaction is: (i) suitable to the respective client’s investment objectives; (ii) meets that client’s quality standards; and (iii) to make sure that their investment objectives are still pertinent to the managed account arrangement. More frequent reviews may be triggered by material changes in variables such as the client’s individual circumstances or the market economic or political environment.

Reports

The clients receive brokerage transaction confirmations and monthly statements from the custodian of the account.

Trade Errors

In the event of a trade error in your account, our policy is to attempt to correct trading errors as soon as they are discovered; however, it may not be responsible for poor executions or trading errors committed by the brokers with which it transacts, unless such errors resulted from OFA's negligence, fraud or willful misconduct. Notwithstanding the above, based on the circumstances, corrective actions may include:

- canceling the trade
- adjusting an allocation and/or
- reimbursement to the account

Item 14 – Client Referrals and Other Compensation

Client Referrals

OFA does not utilize or pay third party solicitors for the referral of advisory clients to us.

Other Compensation

OFA and its associated person do not receive compensation from other persons related to its advisory services and or advisory clients.

Item 15 – Custody

Custody Rule

The Custody Rule provides that it is a fraudulent, deceptive or manipulative act, practice or course of business within the meaning of Section 206(4) of the Advisers Act for an investment adviser that is registered or required to be registered under the Advisers Act to have custody of client funds or securities unless they are maintained in accordance with the requirements of the rule. In this regard, where an investment adviser has custody of client funds or securities, it must obtain a surprise examination of client assets by an independent public accountant.

Invoicing

OFA is deemed to have custody of the funds and securities because of our authority to make withdrawals from client accounts to pay its advisory fee. However, a surprise examination is not required because OFA has written authorization from each client to deduct advisory fees from the account held with the Custodian and each time a fee is directly deducted from a client account we send the Custodian an invoice or statement of the amount of the fee to be deducted from the client's account.

Standing Letters of Authority (“SLOA”)

OFA has been deemed to have inadvertent custody as a result of your providing us with SLOAs to withdraw funds from your portfolio account to pay third parties. Notwithstanding that, a surprise examination is not required as we are relying on the conditions set forth in the No-Action letter issued by the SEC on February 21, 2017. Pursuant to the conditions set forth in the No-Action Letter, OFA confirms that (1) you provide an instruction to the Custodian, in writing, that includes your signature, the third party’s name, and either the third party’s address or the third party’s account number at the Custodian to which the transfer should be directed; (2) you authorize us, in writing, either on the Custodian’s form or separately, to direct transfers to the third party either on a specified schedule or from time to time; (3) The Custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the your authorization, and the Custodian provides a transfer of funds notice to you promptly after each transfer; (4) you have the ability to terminate or change the instruction to the Custodian; (5) we have no authority or ability to designate or change the identity of the third party, the address, or any other information about the third- party contained in the your instruction; (6) we maintain records showing that the third party is not a related party of OFA or located at the same address as OFA; and (7) the Custodian sends you, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16 – Investment Discretion

Discretionary Authority

We receive discretionary authority from you at the outset of an advisory relationship. That discretionary authority allows us to make determinations regarding the securities that are to be bought and sold, as well as the quantities of such securities.

Documentation of Discretion

Discretionary authority is provided in our contract with each client. Additionally, we maintain a Limited Power of Attorney for all our discretionary accounts for the purpose of directing and or effecting investments, for the direct payment of fees and or the payment of commissions, custodial fees and or other charges incurred by the managed account.

Discretionary Management

In all cases, however, such our discretion is to be exercised in a manner consistent with the stated investment objectives for the particular account. Thus, when selecting securities and determining amounts, we observe the investment policies, limitations and restrictions of the clients for which it advises. Additionally, in many cases, the discretion is subject to mutually agreed upon investment guidelines relative to the client’s portfolio. Investment guidelines and restrictions must be provided to OFA in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, OFA does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios.

Item 18 – Financial Information

We are required to provide you with certain financial information or disclosures about financial condition which would impede our ability to provide the advisory services described herein. OFA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding. OFA does not require or solicit prepayment of more than \$500 in fees per client and six months or more in advance, therefore OFA has no material additional financial disclosures to make.

Item 19 – Requirements for State-Registered Advisers

This Item 19 is not applicable to Federally registered investment advisers.

Item 20 – Other Information

Privacy Notice to Customers

At OFA, we do not disclose nonpublic personal information about our individual clients or former clients except as permitted by law. We restrict access to nonpublic personal information about you (that we may obtain from your account and your transactions) to those employees who need to know that information to provide products or services to you or to alert you to new, enhanced or improved products or services we provide. We maintain physical, electronic and procedural safeguards that comply with federal standards to safeguard your nonpublic personal information.

Business Continuity Plan

OFA has developed a Business Continuity Plan to address how we will respond to events that may disrupt its business. Since timing and impact of disasters is unpredictable, we will have to be flexible in responding to the events as they occur. This plan is designed to permit us to resume operations as quickly as possible, given the scope and severity of the significant business disruption. The Business Continuity Plan covers data backup and recovery, mission critical systems financial and operational assessments, alternative communications, alternate business locations, bank and counter-party impact, regulatory reporting and the assurance of prompt access to funds and securities for our customers.

Varying Disruptions – Significant business disruptions can vary in their scope, such as emergencies affecting only a single building housing OFA, the business district where we are located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only us or a building housing us, we will transfer our operations to an emergency-ready local site, moving a select group of trained employees and expecting to recover and resume business within four hours. In a

disruption affecting our business district, city, or region, we will move appropriate staff to a site outside of the affected area to be able to communicate with Pershing, LLC on behalf of our clients. In either situation, we plan to continue in business, transferring operations to our clearing firm, if necessary.

If you have questions about our Business Continuity Plan, please feel free to contact us.