

Oakwell Private Wealth Management, LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Oakwell Private Wealth Management. If you have any questions about the contents of this brochure, please contact us at 1-800-55Oakwell or by email at: compliance@oakwellpwm.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Oakwell Private Wealth Management is also available on the SEC's website at www.adviserinfo.sec.gov. Oakwell Private Wealth Management, LLC's CRD number is: 162096

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Registration does not imply a certain level of skill or training.

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Item 2: Material Changes

Since our last annual filing on 03/28/2023, we have the following material changes:

- Item 5 – Fees and Compensation: Updated Fee Schedule for Financial Planning and Investment Advisory Services
- Item 14 – Client Referrals and Other Compensation: Updates made regarding referral agreements and OPWM’s Advisory Board.

Material changes relate to Oakwell Private Wealth Management, LLC’s policies, practices, or conflicts of interests.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Oakwell Private Wealth Management, LLC is a Limited Liability Company organized in the state of Texas. This firm has been in business since February 2012, and the principal owners are Ceruse Financial LLC, Robbins Financial Coordinating Services Inc., Touchstone Wealth Planners Inc., and Small Business Simplified LLC.

B. Types of Advisory Services

Oakwell Private Wealth Management, LLC (hereinafter “OPWM”) offers the following services to advisory clients:

Investment Supervisory Services

OPWM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. OPWM creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the selection of a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

OPWM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. OPWM will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

OPWM will also offer investment supervisory services to pension and profit-sharing plans for small businesses. OPWM may install and/or take over existing plans. OPWM may recommend mutual funds/ETFs for the plans in addition to building models for clients to select.

Financial Planning

Financial plans and financial planning may include, but are not limited to: investment planning, life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. These services are based on fixed fees, hourly fees, and/or retainer fees and the final fee structure is documented in Exhibit II of the Financial Planning Agreement. The client decides whether they choose to be charged by fixed fees, hourly fees, and/or retainer fees.

Services Limited to Specific Types of Investments

OPWM generally limits its investment advice and/or money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, real estate, REITs, insurance products including annuities, private placements, and government securities. OPWM may use other securities as well to help diversify a portfolio when applicable.

Insurance Sales

Some of the investment adviser representatives of OPWM will offer insurance products through our affiliate Oakwell Plan Benefits (“OPB”).

C. Client Tailored Services and Client Imposed Restrictions

OPWM financial planning services are tailored to each client’s specific needs and risk tolerance. Specific client financial plans and their implementation are dependent upon the client’s current financial situation (income, tax levels, and risk tolerance levels) and goals. This is used to construct a client specific plan to aid in the Financial Planning.

The Investment Policy Statement will be utilized to determine which investment plan is appropriate for each client. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. OPWM does NOT participate in any wrap fee programs.

E. Amounts Under Management

OPWM has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$310,777,604	\$422,904	12/31/2022

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Oakwell Private Wealth Management, LLC does not impose a minimum account balance for the opening of an account with the Adviser. The fee charged is based upon the amount of money invested. Multiple accounts of immediate-related family members may be considered one consolidated household for billing purposes. Fees are charged either monthly or quarterly, in arrears as noted in Appendix A of client's Investment Advisory Agreement.

Monthly fee payments are due and will be assessed on the first day of the following month. The fee will be calculated based on the average daily balance in the account(s) throughout the billing period. Quarterly fee payments are due and will be assessed on the first day of the following quarter, based on the previous quarter's average daily balance of the account(s) under management throughout the billing period. The fee rates are progressive, and each dollar will be charged within the bracket where it falls. Fees will be calculated as follows:

Tiered Fee Schedule	
AUM	Fee
First \$0-\$2,000,000	1.00%
Next \$2,000,000 - \$5,000,000	0.80%
Next \$5,000,000 and up	0.55%

The fees shown above are annual fees and may be negotiable based upon certain circumstances. No increase in the annual fee shall be effective without prior written notification. All fees will be paid directly to Oakwell Private Wealth Management, LLC. Oakwell Private Wealth Management, LLC believes the advisory fee is reasonable considering the fees charged by other investment advisers offering similar services/programs.

A flat fee may also be negotiated as long as it does not exceed the fee schedule above. If a flat fee is negotiated, that fee will be listed in the Advisory Agreement and Disclosure Statement.

No portion of the Adviser compensation shall be based on capital gains or capital appreciation of the Assets. Oakwell Private Wealth Management, LLC does not charge performance-based fees.

The Client can terminate the relationship without penalty within the first five (5) days after the signing of this Agreement. After the initial five (5) days, this Agreement will continue in effect until terminated by either party with a thirty (30) day written notice to the other, in person or by mail to the address of record.

Because fees are charged in arrears, no refund policy is necessary. In cases where Advisor fees are directly deducted, Advisor is required to a.) obtain client authorization, and b.) disclose that the custodian will send quarterly invoices to the client wherein Advisor fees are itemized.

401K Implementation Fees

If you choose OPWM to help set up a 401k plan, in addition to other services described within this document, you will pay a negotiable one-time engagement fee of up to \$5,000.

Financial Planning Fees

Fixed Fees

The fixed fees for Financial Planning Services are negotiable and depend upon the needs of the client and complexity of the situation. The final fee schedule will be attached as Exhibit I of the Financial Planning Agreement. Client may terminate within (5) business days of signing, without penalty, and with full refund. In all other cases, either party may terminate the Agreement at any time, for any reason, by giving at least 30 days notice. Prepaid consulting fees will be refunded on a pro-rated basis. Such termination will be effective 30 days from the receipt by the non-terminating party of written notification from the other party that the Agreement is terminated.

Legacy clients who utilize OPWM's Financial Planning or Investment Advisory services can speak with their representative to discuss the new fee arrangements and how it is best suited for them.

Insurance Commissions

OPWM's Investment Adviser Representatives recommend insurance products, when appropriate, to advisory clients through a related party, OPB, and earn insurance commissions for the sale of these products, which creates a potential conflict due to the financial incentive. To mitigate this conflict, clients are fully informed of the compensation arrangement and will never pay commissions and management fees on the same pool of assets.

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid monthly or quarterly in arrears. The billing period is determined in the contract between OPWM and the client.

Payment of Financial Planning Fees

Fixed Financial Planning fees are paid monthly or quarterly via check, ACH, or credit card in advance or in arrears, but never more than six months in advance.

C. Clients Are Responsible for Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by OPWM. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

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

OPWM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

OPWM generally provides investment advice and/or management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High Net Worth Individuals
- ❖ Pension and Profit-Sharing Plans
- ❖ Corporate Accounts

Minimum Account Size

There is no account minimum.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

OPWM's methods of analysis include fundamental analysis, technical analysis, and cyclical analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

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

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

OPWM uses long term trading, short term trading, and covered call option strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

OPWM generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize options writing. Options writing generally holds greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money

investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

Real Estate funds face several kinds of risk that are inherent in this sector of the market. Liquidity risk, market risk and interest rate risk are just some of the factors that can influence the gain or loss that is passed on to the investor. Liquidity and market risk tend to have a greater effect on funds that are more growth-oriented, as the sale of appreciated properties depends upon market demand. Conversely, interest rate risk impacts the amount of dividend income that is paid by income-oriented funds.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability, and inflation.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Oakwell may invest in other alternative investments from time to time. OPWM conducts due diligence on all alternative investments and will only recommend such investments if they are suitable for the client.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither OPWM nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

B. Insurance Agents

OPWM's Investment Adviser Representatives may be licensed as independent insurance agents of OPB. When such recommendations or sales are made, a conflict of interest exists as the insurance licensed Investment Adviser Reps earn insurance commissions for the sale of those products, which may create an incentive to recommend such products. OPWM requires that all Investment Adviser Representatives disclose this conflict of interest when such recommendations are made. Also, OPWM requires Investment Adviser Reps to disclose that Clients may purchase recommended insurance products from other insurance agents not affiliated with OPWM.

C. Registration as a Broker/Dealer or Broker/Dealer Representative

No Advisors associated with OPWM are registered with a broker/dealer or acts as a broker/dealer representative.

D. Selection of Other Advisers or Managers

OPWM has an agreement with Advisor Logistics, LLC ("Advisor Logistics") to provide trade execution support for the clients of OPWM. Advisor Logistics is a non-affiliated third party and will not provide any type of advisory services, have any type of discretion over, act as third-party money manager or sub-adviser to, nor have any type of custody of securities or assets of any client managed by OPWM. No conflict of interest is created by this relationship as Advisor Logistic only provides support in executing trades in client accounts on OPWM's behalf.

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

A. Code of Ethics

OPWM has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

OPWM does not recommend that clients buy or sell any security in which a related person to OPWM or OPWM has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of OPWM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of OPWM to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. OPWM will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of OPWM may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of OPWM to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. OPWM will always transact client's transactions before its own when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on OPWM's duty to seek "best execution," which is the obligation to seek to execute securities transactions for a client on terms that are the most favorable to the client under the circumstances. The client will not necessarily pay the lowest commission or commission equivalent, and OPWM may also consider the market expertise and research access provided by the payment of commissions, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers to aid in the research efforts of OPWM. OPWM will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

OPWM recommends Charles Schwab, Fidelity, or Interactive Brokers as the custodian for your account(s).

1. Research and Other Soft-Dollar Benefits

OPWM receives research, products, or other services from its broker/dealer or another third-party in connection with client securities transactions ("soft dollar benefits"). There is no minimum client number or dollar number that OPWM must meet in order to receive free research from the custodian or broker/dealer. There is no incentive for OPWM to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. However, because this firm does not have to produce or pay for services or products it has an incentive to choose a custodian that provides those services based on its interests rather than the clients' interests. The first consideration when recommending broker/dealers to clients is best execution. OPWM always acts in the best interest of the client.

2. Brokerage for Client Referrals

OPWM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

OPWM will not allow clients to direct OPWM to use a specific broker-dealer to execute transactions. Clients must use OPWM recommended custodian (broker-dealer).

B. Aggregating (Block) Trading for Multiple Client Accounts

OPWM maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing OPWM the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed at least annually by the Investment Advisory Representative and the CCO. The clients' accounts are reviewed with regards to their investment policies and risk tolerance levels.

All financial planning accounts are reviewed upon financial plan creation and plan delivery by the Management Committee. There is only one level of review and that is the total review conducted to create the financial plan.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly from the custodian, a written report that details the client's account including assets held, asset value, and advisor fees which will come from the custodian.

If clients choose to utilize our financial planning services, they will be provided a one-time financial plan concerning their financial situation. If the client engages with ongoing financial planning services, their plan will be updated as needed.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

OPWM receives research, products, or other services from its broker/dealer or another third-party in connection with client securities transactions (“soft dollar benefits”). There is no minimum client number or dollar number that OPWM must meet in order to receive free research from the custodian or broker/dealer. There is no incentive for OPWM to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. However, because this firm does not have to produce or pay for services or products it has an incentive to choose a custodian that provides those services based on its interests rather than the clients’ interests. The first consideration when recommending broker/dealers to clients is best execution. OPWM always acts in the best interest of the client.

B. Compensation to Non – Advisory Personnel for Client Referrals

OPWM may on occasion directly or indirectly compensate any person who is not advisory personnel for client referrals. However, OPWM may not always have an agreement with persons who refer clients. OPWM will enter into agreements when required and will ensure due diligence is conducted on all persons referring OPWM to potential clients.

C. Advisory Board

OPWM has an Advisory Board consisting of members that are employees or managers of Oakwell, unaffiliated CPAs, and/or current clients of OPWM. The advisory personnel are compensated for their participation. The goal of the Advisory Board is to make recommendations to help with OPWM’s business decisions and strategic growth initiatives.

This can create a conflict as we may be incentivized to favor the accounts of clients who are on the advisory board. This conflict is mitigated through the fact that our trading practices require us to aggregate trades when possible and that all investment opportunities must be allocated equitably among all eligible clients.

Item 15: Custody

OPWM, with client written authority, has limited custody of client’s assets through direct fee deduction of OPWM’s Fees only. If the client chooses to be billed directly by the Custodian, OPWM would have constructive custody over that account and must have written authorization from the client to do so. Clients will receive all required account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Additionally, OPWM is considered to have custody as a result of having authorization to disburse client funds to third parties through written standing letters of instruction. In all cases OPWM follows procedures required by the SEC to eliminate the need for a surprise custody examination.

Item 16: Investment Discretion

For those client accounts where OPWM provides ongoing supervision, the client has given OPWM written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced. The client provides OPWM discretionary authority via a limited power of attorney in the Investment Advisory Agreement and in the contract between the client and the custodian.

Item 17: Voting Client Securities (Proxy Voting)

OPWM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

OPWM does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither OPWM nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

OPWM has not been the subject of a bankruptcy petition in the last ten years.