

Oxford Capital Management LLC (Oxford Capital)

This brochure provides information about the qualifications and business practices of Oxford Capital. If you have any questions about the contents of this brochure, please contact Dan at (313)-475-2013 or dan@oxfordcapitalmanagement.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 Oxford Capital also is available on the SEC's website at www.adviserinfo.sec.gov

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Form ADV Part 2A

For

Oxford Capital Management LLC

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OxfordCapitalManagement.com

Oxford Capital Management LLC also does business as Oxford Capital.

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

Item 2: Material Changes

Change of address.

Item 3: Table of Contents

Item 1: Cover Page

Item 2: Material Changes

Item 3: Table of Contents

Item 4: Advisory Business

Item 5: Fees and Compensation

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

Item 7: Types of Clients

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

Item 9: Disciplinary Information

Item 10: Other Financial Industry Activities and Affiliations

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

and Personal Trading

Item 12: Brokerage Practices

Item 13: Review of Accounts

Item 14: Client Referrals and Other Compensation

Item 15: Custody

Item 16: Investment Discretion

Item 17: Voting Client Securities

Item 18: Financial Information

Item 19: Requirements for State-Registered Adviser

Item 4: Advisory Business

Description of Advisory Firm Oxford Capital Management LLC is registered in Indiana as an RIA. Registration of an Investment Adviser does not imply a certain level of skill or training. Oxford Capital was founded in June of 2024. Daniel Phelps is the principal owner of the firm. Oxford Capital reports \$0 in discretionary and \$0 in non-discretionary Assets Under Management as of September 12, 2024.

Types of Advisory Services Investment Management Services(Oxford Capital manages accounts) We manage individually tailored investment portfolios. Oxford Capital provides continuous advice to clients regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy or an investment plan with an asset allocation target and create and manage a portfolio based on that policy and allocation targets. We will also review and discuss a client's prior investment history, as well as family composition and background. Account supervision is guided by the stated objectives of the client (e.g., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities or industry sectors. Fees pertaining to this service are outlined in Item 5 of this brochure.

Business Planning: We provide consulting services for clients who currently operate their own business, are considering starting a business, or are planning for an exit from their current business. Under this type of engagement, we work with clients to assess their current situation, identify their objectives, and develop a plan aimed at achieving their goals.

Cash Flow and Debt Management: We will conduct a review of client's income and expenses to determine their current surplus or deficit along with advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed income. Advice may

also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We may also recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, along with a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

College Savings: Includes projecting the amount that will be needed to achieve college or other postsecondary education funding goals, along with advice on ways for the client to save the desired amount. Recommendations as to savings strategies are included, and, if needed, we will review the client's financial picture as it relates to eligibility for financial aid or the best way to contribute to grandchildren (if appropriate).

Employee Benefits Optimization: We will provide review and analysis as to whether the client, as an employee, is taking the maximum advantage possible of their employee benefits. If the client is a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.

Estate Planning: This usually includes an analysis of the client's exposure to estate taxes and current estate plan which may include whether the client has a will, powers of attorney, trusts and other related documents. Our advice also typically includes ways for the client to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts. We always recommend that the client consults with a qualified attorney when the client initiates, updates or completes estate planning activities. We may provide the client with contact information for attorneys who specialize in estate planning when the client wishes to hire an attorney for such purposes. From time to time, we will participate in meetings or phone calls between the client and their attorney with the client's approval or request.

Financial Goals: We will help clients identify financial goals and develop a plan to reach them. We will identify what clients plan to accomplish, what resources will be needed to

make it happen, how much time will be needed to reach the goal, and how much the client should budget for the goals.

Insurance: Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home and automobile.

Investment Analysis: This may involve developing an asset allocation strategy to meet clients' financial goals and risk tolerance, providing information on investment vehicles and strategies, reviewing employee stock options.

Retirement Planning: Our retirement planning services typically include projections of clients' likelihood of achieving their financial goals, typically focusing on financial independence as the primary objective. For situations where projections show less than the desired results, we may make recommendations, including those that may impact the original projections by adjusting certain variables (e.g., working longer, saving more, spending less, taking more risk with investments). If clients are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during retirement years.

Risk Management: A risk management review includes an analysis of clients' exposure to major risks that could have a significant adverse impact on their financial pictures. Such risks include premature death, disability, property and casualty losses or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance ("self-insuring").

Item 5: Services, Fees and Compensation

A. Services

Oxford Capital offers clients the following services.

Investment Coaching

For those still working, Oxford Capital provides investment coaching services for client's 401k, 403b, 457, a state's retirement plan and the federal government's Thrift Savings Plan. In this scenario, Oxford Capital examines the investments that are available in the employer's retirement plan. Then combines that with the client's needs and objectives, risk tolerance, liquidity needs, tax status and time horizon. With that information, Oxford Capital makes a recommendation to the client on how we best believe the client's retirement assets should be invested. Oxford Capital will not accept direct access to the client's accounts so the client must make the actual changes. Along with this would also include general budgeting and financial coaching.

Coaching fees:

Assets < \$100,000 = No charge

Assets \$100,000 to \$1,000,000 = \$200 per meeting

Assets \$1,000,000 to \$10,000,000 = \$300 per meeting

Portfolio Management

Oxford Capital only provides portfolio management under a Wrap Fee Program. We have only one

wrap fee program. Client assets are never managed as a broker-dealer where clients are charged a

commission and / or a transaction fee. This Wrap Fee

Program is for portfolio management of a client's taxable, and tax privileged

retirement accounts located at our custodian, Charles Schwab.

Portfolio management is based on each client's needs and objectives, risk tolerance,

liquidity needs, tax status and time horizon.

Wrap Fee Program Schedule

Assets under management Annual Fee

<\$500,000 1.00%

\$500,001 - \$1,000,000 0.75%

\$1,000,001 - \$5,000,000 0.50%

\$5,000,001 - \$10,000,000 0.25%

The above fees are negotiable. Fees paid to Oxford Capital first pay for

normal business expenses. It is expected during the year, a portion of the above

fees will be paid to the financial advisor.

B. Additional Information on Fees

Our portfolio management services are not sold separately. These services might be sold separately at other firms and might cost more or less at those

firms. The above wrap fee is calculated daily and paid monthly in arrears.

Factors that affect the client's cost of our wrap fee program include but are not limited to the cost of advertising, financial research papers, computers and software maintenance, annual registration fees, brokerage transaction costs paid by Oxford Capital, printing expenses, entertainment, and taxes.

Trading activity will not increase or decrease a client's wrap fee.

C. Additional Fees Paid by Clients

Additional Fees Paid by Clients to Oxford Capital

Oxford Capital does not pass on to clients any transaction fee, brokerage charge or commission to buy or sell a mutual fund, an exchange traded fund or an individual stock. The only client fee is the wrap fee as shown above.

There are no charges to open or close an account. There are no other charges to clients from Oxford Capital. There are no charges to clients from the custodian or broker.

The only charges to clients are those within the Oxford Capital Wrap Fee Program or investment coaching.

Additional Fees Paid by Clients as Defined by the Securities Purchased

1. Annual Expense Ratio

All funds have an annual expense ratio that is stated in the fund's prospectus.

Fees can range from .01% per year to 2% per year. The lower the fees, the better. Clients pay these fees automatically to the fund company, not to Oxford Capital. Published returns of a fund are after these expenses.

2. Brokerage Charges Expressed as a Fund's Annual Turnover Ratio

Funds also charge clients for the fund's charges to trade stocks. Think of these as brokerage charges. The only easy way to measure if the fund's brokerage charges are reasonable, is to look at the fund's turnover ratio in percent.

Turnover ratio is the percent of the funds assets that change over a period of a year.

For example, a turnover ratio of 100% says all of the securities held at the start of a year were sold during the year and other securities were purchased. A single digit annual turnover percent such as 3% or 8% is very good. 30% to 40% is OK but 80% and greater suggests the client is paying the fund too much for trading.

3. Redemption Fee

To discourage high frequency trading, some funds have a short-term redemption fee. A typical fee is 1 or 2% of the investment if sold within 30 or 60 days after purchase. Oxford Capital may recommend a fund with a redemption fee, but our strategy is for long-term investing. Therefore, there are no plans for a client to ever become liable for a short-term redemption fee.

4. Exchange Traded Funds (ETF) and Individual Stock Spreads

Since ETFs trade like a stock, they and individual stocks have a price spread between their buy (ASK) and sell (BID) price. Typically, this is a few cents per share and is paid by clients to the market makers at the various stock exchanges.

Oxford Capital does not recommend funds with the following expenses:

Some funds have a front-end load or a back-end load. These fees are a sales commission paid by the client to the broker for selling the fund. Oxford Capital does not

recommend or offer loaded mutual funds.

Some funds have a 12b-1 fee. This is an annual “kickback” to the selling broker and is typically 0.25% of the fund’s balance per year but can be more. Oxford Capital does not recommend or offer funds with a 12b-1 fee.

D. Wrap Fee Program Participation and Fees

Oxford Capital offers portfolio management to clients, but only through our Wrap Fee Program. Our wrap fee program is only offered to clients who place their financial assets with our broker / custodian, Charles Schwab. We only have one wrap fee program. The advisor of Oxford Capital will receive compensation from the Wrap Fee clients pay.

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

We do not offer performance-based fees and do not engage in side-by-side management.

Item 7: Types of Clients

We provide investment coaching and investment management services to individuals and high net-worth individuals. We do not have a minimum account size requirement.

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

Below is a brief description of our methods of analysis and primary investment strategies.

Methods of Analysis

Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that the information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Modern Portfolio Theory (MPT)

The underlying principles of MPT are: Investors are risk averse. The only acceptable risk is that which is adequately compensated by an expected return. Risk and investment return are related and an increase in risk requires an increased expected return. Markets are efficient. The same market information is available to all investors at the same time. The market prices every security fairly based upon this equal availability of information. The design of the portfolio as a whole is more important than the selection of any particular security. The appropriate allocation of capital among asset classes will have far more influence on long-term portfolio performance than the selection of individual securities. Investing for the long-term (preferably longer than ten years) becomes critical to investment success because it allows the long-term characteristics of the asset classes to surface. Increasing diversification of the portfolio with lower correlated asset class positions can decrease portfolio risk. Correlation is the statistical term for the extent to which two asset classes move in tandem or opposition to one another.

Mutual Fund and/or ETF Analysis: We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other funds in the Client's portfolio. In addition, we monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy. A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the fund or ETF less suitable for the Client's portfolio.

Investment Strategies

Asset Allocation

In implementing our Clients' investment strategy, we begin by attempting to identify an appropriate ratio of equities, fixed income, and cash (i.e. "asset allocation") suitable to the Client's investment goals and risk tolerance.

A risk of asset allocation is that the Client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of equities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the Client's goals. We attempt to closely monitor our asset allocation models and make changes periodically to keep in line with the target risk tolerance model.

Passive and Active Investment Management

We may choose investment vehicles that are considered passive, active, or a combination of both styles. Passive investing involves building portfolios that are composed of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio. Active investing involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is intended to generate returns that are greater than the broader market or a designated benchmark. Actively managed funds are also designed to reduce volatility and risk. We may engage in both passive and active investing in Client's portfolio. However, we strive to construct portfolios of funds and individual securities that we believe will have the greatest probability for achieving our Clients' personal financial goals with the least amount of volatility and risk rather than attempt to outperform an arbitrary index or benchmark. Specific investment selections are based on a number of factors that we evaluate in order to select, what we believe to be, the highest quality funds or individual securities for our Clients. These factors include but are not limited to underlying holdings of funds, percentage weighting of holdings within funds, liquidity, tax efficiency, bid/ask spreads, and other smart/strategic beta factors. These factors may or may not result in the lowest cost ETFs and mutual funds available when utilizing funds in a Client's portfolio, but we strive to keep internal fund expenses as low as possible.

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the Client's portfolio.

Turnover Risk: Actively managed mutual funds tend to have a higher turnover rate than passive funds. A high portfolio turnover would result in higher transaction costs and in higher taxes when shares are held in a taxable account. These factors may negatively affect the account's performance.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks. Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks. Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete

over time to face value at maturity. The market prices of debt securities fluctuate depending on factors such as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk. Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above (premium) or below (discount) their net asset value and an ETF purchased at a premium may ultimately be sold at a discount; (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which the Clients invest. Mutual Funds When a Client invests in open-end mutual funds or ETFs, the Client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, many of which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives).

Item 9: Disciplinary Information

Criminal or Civil Actions

Oxford Capital and its management persons have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Oxford Capital and its management persons have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Oxford Capital and its management persons have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Oxford Capital or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer Affiliation

Neither OXFORD CAPITAL or its management persons is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Other Affiliations

Neither OXFORD CAPITAL or its management persons is registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Related Persons

Neither OXFORD CAPITAL or its management persons have any relationship or arrangement with any related parties.

Recommendations or Selections of Other Investment Advisers OXFORD CAPITAL does not recommend or select other investment advisers for our clients.

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

As a fiduciary, our firm has a duty of utmost good faith to act solely in the best interests of each Client. Our Clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities. Code of Ethics Description This Code of Ethics does not attempt to identify all possible conflicts of interest, and compliance with each of its specific provisions will not shield our firm or its access persons from liability for misconduct that violates a fiduciary duty to our Clients. A summary of the Code of Ethics' Principles is outlined below.

Integrity - Access persons shall offer and provide professional services with integrity.

Objectivity - Access persons shall be objective in providing professional services to Clients.

Competence - Access persons shall provide services to Clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.

Fairness - Access persons shall perform professional services in a manner that is fair and reasonable to Clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.

Confidentiality - Access persons shall not disclose confidential Client information without the specific consent of the Client unless in response to proper legal process, or as required by law.

Professionalism - Access persons conduct in all matters shall reflect the credit of the profession.

Diligence - Access persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our firm will provide a copy of its Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither our firm, its access persons, or any related person is authorized to recommend to a Client or effect a transaction for a Client, involving any security in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, principal transaction, among others.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Our firm, its access persons, and its related persons may buy or sell securities similar to, or different from, those we recommend to Clients. In an effort to reduce or eliminate certain conflicts of interest, our Code of Ethics may require that we restrict or prohibit access persons' transactions in specific reportable securities. Any exceptions or trading pre-clearance must be approved by Oxford Capitals Chief Compliance Officer in advance of the transaction in an account. Oxford Capital maintains a copy of access persons' personal securities transactions as required.

Trading Securities At/Around the Same Time as Client's Securities

From time to time our firm, its access persons, or its related persons may buy or sell securities for themselves at or around the same time as they buy or sell securities for Clients' account(s). To address this conflict, it is our policy that neither our firm or access persons shall have priority over Clients' accounts in the purchase or sale of securities.

Item 12: Brokerage Practices Factors Used to Select Custodians

Oxford Capital does not have any affiliation with any custodian we recommend. Specific custodian recommendations are made to the Client based on their need for such services. We recommend custodians based on the reputation and services provided by the firm. In recommending custodians, we have an obligation to seek the “best execution” of transactions in Client accounts. The determinative factor in the analysis of best execution is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of the custodian’s services. The factors we consider when evaluating a custodian for best execution include, without limitation, the custodian’s:

Combination of transaction execution services and asset custody services (generally without a separate fee for custody);

Capability to execute, clear, and settle trades (buy and sell securities for your account);

Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);

Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.);

Availability of investment research and tools that assist us in making investment decisions

Quality of services;

Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices;

Reputation, financial strength, security and stability;

Prior service to us and our clients. With this in consideration, our firm recommends Charles Schwab and an independent and unaffiliated SEC registered broker-dealer firm and member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”).

Research and Other Soft-Dollar Benefits

We do not have any soft-dollar arrangements with custodians whereby soft-dollar credits, used to purchase products and services, are earned directly in proportion to the amount of commissions paid by a Client. However, as a result of being on their institutional platform, Charles Schwab may provide us with certain services that may benefit us. Charles Schwab Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like us. They provide our Clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our Clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. The benefits received by Advisor or its personnel do not depend on the number of brokerage transactions directed to Schwab. As part of its fiduciary duties to Clients, Advisor at all times must put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of Schwab for custody and brokerage services. This conflict of interest is mitigated as Advisor regularly reviews the factors used to select custodians to ensure our recommendation is appropriate. Following is a more detailed description of Schwab's support services:

1. Services that benefit you. Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our Clients. Schwab's services described in this paragraph generally benefit you and your account.

2. Services that may not directly benefit you. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our Clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our Clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

provide access to Client account data (such as duplicate trade confirmations and account statements)

facilitate trade execution and allocate aggregated trade orders for multiple Client accounts

provide pricing and other market data

facilitate payment of our fees from our Clients' accounts

assist with back-office functions, recordkeeping, and Client reporting

3. Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

Educational conferences and events

Consulting on technology, compliance, legal, and business needs

Publications and conferences on practice management and business succession

4. Your brokerage and custody costs. For our Clients' accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees.

Brokerage for Client Referrals We receive no referrals from a custodian, broker-dealer or third party in exchange for using that custodian, broker-dealer or third party.

Clients Directing Which Broker/Dealer/Custodian to Use Our firm requires Clients establish account(s) at Charles Schwab and to execute transactions through. We will assist with establishing your account(s) at Charles Schwab, however, we will not have the authority to open accounts on the Client's behalf. Not all investment advisers require their Clients to use their recommended custodian. By requiring that Clients use Charles Schwab, we may be unable to achieve most favorable execution of Client transactions, and this practice may cost Clients more money. We base our recommendations on the factors disclosed in Item 12 herein and will only recommend custodians if we believe it's in the best interest of the Client. If Clients do not wish to utilize our recommended custodian, we permit Clients to direct brokerage. We will be added to your account through a limited trading authority. However, due to restraints from not having access to an institutional platform, we are unable to achieve most favorable execution of Client transactions. Clients directing brokerage may cost Clients more money. For example, in a directed brokerage account, the Client may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or the Client may receive a higher transaction price at their selected custodian versus our recommended custodian.

Aggregating (Block) Trading for Multiple Client Accounts Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or access persons may participate in block trading with your accounts; however, they will not be given preferential treatment.

Item 13: Review of Accounts Periodic Reviews

Daniel Phelps, Founder and CCO of OXFORD CAPITAL, will work with Clients to obtain current information regarding their assets and investment holdings and will review this information as part of our ongoing service. OXFORD CAPITAL does not provide specific reports to Clients, other than account statements. Clients who engage us for investment management services will have their account(s) reviewed regularly on a quarterly basis by Daniel Phelps, Founder and CCO. The account(s) are reviewed with regards to the Client's investment policies and risk tolerance levels. Triggers of Reviews Events that may trigger a special review would be unusual performance, addition or deletions of Client-imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per Client's needs. Review Reports Clients will receive trade confirmations from the custodian for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest. OXFORD CAPITAL does not provide written performance or holdings reports to Investment Management Clients outside of what is provided directly by their custodian.

Item 14: Client Referrals and Other Compensation

Compensation Received by OXFORD CAPITAL is a fee-only firm that is compensated solely by its Clients. OXFORD CAPITAL does not receive commissions or other sales-related compensation. Except as mentioned in Item 12 above, we do not receive any economic benefit, directly or indirectly, from any third party for advice rendered to our Clients. Client Referrals from Solicitors OXFORD CAPITAL does not, directly or indirectly, compensate any person who is not advisory personnel for Client referrals

Item 15: Custody

All accounts are held by an independent Custodian selected by the Client. With the exception of OXFORD CAPITAL's ability to disburse or transfer certain funds to third parties pursuant to Standing Letters of Authorization executed by Clients, OXFORD CAPITAL does not otherwise have custody of the assets in the account. OXFORD CAPITAL has the ability to directly deduct its advisory fees from Client's custodial account. When doing so, (1) the Custodian sends quarterly statements to the Client showing all disbursements for the custodian account, including the amount of our advisory fees, and (2) the Client provides written authorization permitting us to be paid directly from their accounts held by the Custodian. OXFORD CAPITAL can establish standing letter of instructions or other similar asset transfer authorization arrangements ("SLOA") with qualified custodians in order for us to disburse funds to accounts as specifically designated by the client. With a SLOA a client can typically authorize first-party and/or third-party transfers. If transfers are third-party, OXFORD CAPITAL complies with each of the requirements and conditions enumerated below: 1. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed. 2. The client authorizes OXFORD CAPITAL, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time. 3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer. 4. OXFORD CAPITAL provides a written transfer of funds notice to the client promptly after each third-party transfer pursuant to the SLOA arrangement. 5. The client has the ability to terminate or change the instruction to the client's qualified custodian. 6. OXFORD CAPITAL has 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 client's instruction. 7. OXFORD CAPITAL maintains records showing that the third party is not a related party of OXFORD CAPITAL or located at the same

address as OXFORD CAPITAL. 8. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Item 16: Investment Discretion

For those Client accounts where we provide Investment Management Services, OXFORD CAPITAL has discretionary authority and limited power of attorney to determine the securities and the amount of securities to be bought or sold for a Client's account without having to obtain prior Client approval for each transaction. Investment discretion is explained to Clients in detail when an advisory relationship has commenced. At the start of the advisory relationship, the Client will execute a Limited Power of Attorney, which will grant our firm discretion over the account(s). Additionally, the discretionary relationship will be outlined in the Advisory Contract and signed by the Client. Clients may limit our discretion by requesting certain restrictions on investments. However, approval of such requests are at the firm's sole discretion.

Item 17: Voting Client Securities

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the Client would like our opinion on a particular proxy vote, they may contact us at the number listed on the cover of this brochure. In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward you any electronic solicitation to vote proxies.

Item 18: Financial Information

We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to our Clients, nor have we been the subject of any bankruptcy proceeding.

We do not have custody of Client funds or securities, except as disclosed in Item 15 above, or require or solicit prepayment of more than \$500 in fees six months or more in advance.

Item 19: Requirements for State-Registered Advisers

Principal Officers Daniel Phelps serves as OXFORD CAPITAL's sole principal and CCO. Information about Daniel Phelps's education, business background, and outside business activities can be found on his ADV Part 2B, Brochure Supplement attached to this Brochure.

Outside Business All outside business information, if applicable, of OXFORD CAPITAL is disclosed in Item 10 of this Brochure.

Performance-Based Fees Neither OXFORD CAPITAL nor Daniel Phelps is compensated by performance-based fees.

Material Disciplinary Disclosures No management person at OXFORD CAPITAL has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have With Issuers of Securities

Oxford Capital nor Daniel Phelps have any relationship or arrangement with issuers of securities.

Oxford Capital Management LLC

ADV 2A

END