HUDSON OAK
Wealth Advisory

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ITEM 1 COVER PAGE

This brochure provides information about the qualifications and business practices of Hudson Oak Wealth Advisory LLC. If you have any questions about the contents of this brochure, please contact us at (646) 820-4858 or at brian@hudsonoakwealth.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.

Hudson Oak Wealth Advisory LLC is a registered investment adviser and may refer to itself as such in its communications. Registration does not imply any level of skill or training.

Additional information about Hudson Oak Wealth Advisory LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Our CRD # 300218.

Form ADV Part 2A – Firm Brochure

March 18, 2024

ITEM 2 MATERIAL CHANGES

Investment advisers are required to update this brochure when material changes occur and at least annually and, if necessary, deliver to its existing clients a copy of its updated brochure, free of charge; or prepare and deliver a *Summary of Material Changes* reporting changes made to this brochure since the last annual update. An offer to deliver a copy of the updated brochure, free of charge, will also be included in the Summary of Material Changes document. If no material changes have been made to the brochure the adviser is not required to prepare and complete this Item.

Since our last annual update dated March 3, 2023, we have made the following material changes:

- In Item 5 (Fees and Compensation), we have provided additional information and clarification regarding our fee arrangements and termination provisions. We have also provided an updated example of how our fees are calculated. Note that our fee schedule has not changed.

- Due to the acquisition of TD Ameritrade, Inc. by Charles Schwab & Co., Inc., all references to TD Ameritrade have been removed throughout the brochure. Item 12 (Brokerage Practices) has been updated to discuss our practices with respect to Schwab, but also more generally for other custodians we may engage with in the future.

Note that we may have made other changes that are editorial in nature, to correct grammatical or typographical errors, to provide additional information or clarifications, or to correct formatting issues. We do not consider these changes to be material.

You may request a current copy of our brochure at any time without charge by contacting us at (646) 820-4858 or at brian@hudsonoakwealth.com. You may also obtain a copy of our current brochure from the SEC's website at www.adviserinfo.sec.gov by conducting a Firm search using our CRD No. 300218.

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ITEM 4 ADVISORY BUSINESS

Hudson Oak Wealth Advisory LLC (hereinafter HOWA) is a registered investment adviser, founded in 2018. We are required to register with the appropriate regulator in the states our clients reside (unless we are eligible for an exemption from registration). We are owned by Brian F. Sheahen, CPA/PFS™, CFP®[1], MST. Mr. Sheahen is the firm's Chief Compliance Officer, principal management person, and an investment adviser representative of the firm. As of December 31, 2023, we managed approximately $95,876,000 of client assets on a discretionary basis.

As a registered investment adviser, HOWA is a fiduciary, required by law and dedicated to placing our client's interests before our own. We do not sell investment products for a commission; this eliminates conflicts in our recommendations. We are compensated with a planning and/or investment portfolio management fee, established and agreed upon in the wealth management advisory services agreement we execute with our clients.

HOWA is a **wealth management adviser**. We are different and distinguished as our founder and operator, Mr. Sheahen, is a Certified Public Accountant (CPA), a Personal Financial Specialist (PFS™), Certified Financial Planner (CFP®), and a Master of Science in Taxation (MST). As a CPA/PFS ™, CFP®, and MST Mr. Sheahen possesses a unique set of skills and expertise necessary for a wealth management adviser to provide the firm's clients comprehensive financial and tax planning in conjunction with investment portfolio management. Mr. Sheahen is a licensed CPA in New York and New Jersey.

HOWA also specializes in *employer equity compensation program and employee benefit optimization planning*. We assess the risks of holding too much employer stock (over-concentration), plan for liquidating employer equity holdings, and consider the tax consequences of such events. We understand the importance of incorporating this compensation into our clients' overall wealth management.

Mr. Sheahen has worked with high net-worth clients with large estates as a tax and wealth advisor and as a financial planner. He has experience working with estate planning attorneys to properly plan for and protect family legacies and coordinating an investment strategy with the estate plan. Mr. Sheahen is aware of certain legal processes and documents required to implement an effective estate plan. HOWA is NOT a law firm and Mr. Sheahen is not an attorney. Our estate planning advice should not be construed as legal counsel. We do not prepare or draft legal documents. We strongly encourage our clients to consult a qualified attorney when they initiate, update, or complete an estate plan. We can refer legal professionals who specialize in estate planning.

HOWA'S WEALTH MANAGEMENT ADVISORY SERVICES

We view and prefer to provide our wealth management advisory services as a combination of financial planning and investment portfolio management; however, some clients may choose to receive just one

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[1] Certified Financial Planner Board of Standards Inc. owns the certification marks CFP®, CERTIFIED FINANCIAL PLANNER™, CFP® (with plaque design) and CFP® (with flame design) in the U.S., which it awards to individuals who successfully complete CFP Board's initial and ongoing certification requirements.

component of our service. The two components of our wealth management advisory services, financial planning, and investment portfolio management, are described in detail below.

Financial Planning. Our wealth management advisory service focuses on financial planning. We believe if our relationship evolves into investment portfolio management; we can provide better investment portfolio management services and advice if we are involved with a client's overall financial planning. Generally, our client relationships begin with an initial phone call and discussion of the services the client is seeking. If it is decided to move forward with pursuing a relationship, a second meeting or discussion is often arranged to begin the "Discovery Process". This process is used to obtain certain information and documents necessary to identify the prospective client's financial and wealth goals and to assess their current financial situation and circumstances. We may also demonstrate a web-based planning tool we encourage our clients to use. If the prospective client decides to move forward with the relationship we will prepare and provide a proposal describing the wealth management advisory relationship we intend to offer, an outline of our fee structure, and the process we follow.

Our financial planning services may be broad-based or narrowly focused; generally addressing one or more of the following financial planning elements **and provided on an ongoing and as needed basis throughout our relationship**:

- **Financial Goals Analysis:** We help clients identify financial goals and develop a plan to reach them. We will identify what the client plans to accomplish and the time and resources needed. We will also assist in creating a budget to reach the goal(s).

- **Cash Flow and Debt Management:** We review a client's income and expenses to determine if there is a surplus or deficit and provide advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed income. If requested we can prepare a debt payoff schedule considering factors such as interest rate and tax treatment. If necessary and requested, a plan to create and build an emergency fund is also provided, along with advice on the types of accounts to use for the emergency fund.

- **Income Tax Planning:** Advice may include ways to minimize current and future income taxes as a part of an overall financial planning picture. We may make recommendations based upon "tax efficiency," understanding there is always a possibility of future changes to federal, state, or local tax laws and rates that may impact a tax situation. We always recommend our clients consult with a qualified tax professional before implementing specific tax strategies. Mr. Sheahen, as a CPA/PFS ™, is a qualified tax professional himself and offers tax preparation services through an affiliate firm, Hudson Oak Tax Advisory LLC. Mr. Sheahen can serve as a central resource for planning and taxes.

- **Investment Portfolio Analysis:** This may involve developing an asset allocation strategy designed to meet a client's financial goals and risk tolerance or providing high-level guidance for a self-managed investment account. More detail on our investment portfolio management services can be found below.

- **Risk Management & Insurance:** Risk management planning includes an analysis of exposure to major risks that could have significant adverse impacts on a client's financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. If requested we can review existing insurance policies to identify excess costs or gaps in an effort to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile is maintained.

- **Estate Planning:** HOWA can review a client's current estate planning documentation (if any) such as wills, powers of attorney, trusts, and other related documents. We help clients develop a thoughtful plan for their legacy, ensure proper documents are in place to fulfill that legacy, and coordinate the execution of required documents with qualified attorneys. HOWA is NOT a law firm and Mr. Sheahen is not an attorney. Our estate planning advice should not be construed as legal counsel. We do not prepare or draft legal documents. We strongly encourage our clients to consult a qualified attorney when they initiate, update, or complete an estate plan. However, we strive to be involved every step of the way to ensure proposed estate planning documents are consistent with our client's broader financial planning goals.
- **Retirement Planning:** Based upon financial information provided, we can prepare projections of the likelihood of obtaining a stated financial goal, typically accumulating a certain amount of wealth necessary to achieve financial independence. If projections indicate the goal may not be obtained, we can provide recommendations to adjust certain variables (working longer, saving more, spending less, taking more risk with investments) and provide projected results if certain variables are adjusted. If near retirement or already retired, distribution strategies can be provided to minimize the likelihood of running out of money or the need to significantly reduce spending during retirement.
- **Employee Benefits & Equity Compensation Planning:** We can analyze workplace benefits and equity compensation packages and whether a client is taking advantage of all available benefits. For those with equity award programs, we can assist in planning for: RSUs, Restricted Stock, ESPPs, ISOs, NSOs, SARs, Phantom Stock and other scenarios that result in high employer stock concentration risk.
- **Business Planning:** We work with clients who currently operate their own business, are considering starting a business, or are planning an exit from their current business. We assess their current situation, identify objectives, and develop a plan aimed at achieving the goals they have stated, such as exit strategies or starting or acquiring a business.

Investment Portfolio Management. We also provide investment portfolio management as part of our wealth management advisory services. We assess our client's current financial situation and circumstances, investment goals and objectives, time horizon, risk tolerance, and any investment or account restrictions requested. We may tailor an investment policy statement based upon these factors and management of the investment portfolio(s) will be guided by this statement and any tax considerations presented.

We manage investment portfolios primarily on a discretionary basis (meaning we buy and sell securities without contacting the client prior to the transaction for authorization). Clients grant us this discretionary authority in the service agreement we execute. We charge an annual asset-based management fee for these services. See **Item 5. Fees and Compensation** for more information.

Accounts Held Away From Custodian(s) We Recommend [401(k)s, HSAs, etc.]. Retirement and health savings accounts [plan account(s)] may represent a substantial portion of our clients' overall assets and investment portfolio and considerable attention should be made to those assets. HOWA can provide its investment portfolio management services to your plan account(s) held away from the Custodian(s) we recommend our clients establish investment accounts. HOWA has entered into a relationship with a third-party platform that provides HOWA access to your plan account(s), securely and compliantly, where we can review the plan's investment options, compare fees and historical returns, set target allocations, set allocations for future contributions, trade and rebalance the portfolio, and assess investment option changes and how those changes affect your current target allocation and future contributions.

Actual client account *access* is prohibited; therefore, no disbursements or transfers can be made, nor beneficiary changes. HOWA may only review information and make portfolio adjustments. All of our activity is logged and audit trails are created to provide extra peace of mind.

Investments We Advise Upon. Our advice is not limited to any particular type of investment; however, we primarily recommend and use mutual funds and exchange traded funds (ETFs). We do not construct portfolios of individual securities. If such a portfolio is requested, we will most likely recommend a sub-advisor (see below). However, we may consider and trade individual securities when appropriate. A client may hold legacy securities and not wish to sell them. We will assess any impact of the position and construct an appropriate portfolio considering any risk or exposure the securities present. We also specialize in advising upon employer stock/security holdings and equity compensation and construct the client's investment portfolio considering these holdings and compensation and the client's overall financial situation and investment asset allocation.

Third-Party Investment Portfolio Managers. Depending on the client's needs and circumstances and if appropriate and suitable, HOWA may recommend all or a portion of the client's investment portfolio be placed with a third-party investment portfolio manager ("sub-advisor"). Generally, but not always, a sub- advisor is only recommended to a client who has significant assets they would like placed in a taxable account diversified across individual securities, though exceptions may exist when appropriate on a case- by-case basis. Sub-advisors may also be recommended for clients with specific screening preferences (i.e., SRI, ESG, faith-based portfolios, etc.). HOWA will ascertain the client's investment objectives, financial profile, tax position, liquidity requirements, and such other information reasonably necessary for the prudent management of the client's account(s) and to establish the suitability of the sub-advisor's services and solutions. HOWA will provide the sub-advisor with applicable and required account opening documentation. We will develop and communicate to the sub-advisor an asset allocation to be invested in a certain investment strategy or strategies offered by the sub-advisor. HOWA will periodically review the account's trading activity and holdings and the account(s)' general adherence to stated investment strategy objectives. HOWA, on a discretionary basis, will adjust the target asset allocation and investment strategy selection if necessary.

Sub-advisors generally provide investment management on a discretionary basis subject to any restrictions imposed by HOWA or the client and will invest the client account(s) according to the asset allocation and investment strategy selection communicated by HOWA to the sub-advisor. Sub-advisors may also provide certain back-office services (account reconciliation, trade posting, trade affirmation, trade settlement, daily pricing, performance calculations, new account on-boarding, proxy voting, etc.).

Prior to placing any portion of a client's portfolio with a sub-advisor HOWA will explain and disclose the sub-advisor's services and fees to the client through the sub-advisor's disclosure brochure. HOWA will monitor the sub-advisor to ensure maintaining the investment account with the sub-advisor remains appropriate. Clients are free to accept or reject the use of a sub-advisor at any time.

Investment Account Restrictions. Clients may impose reasonable restrictions upon the management of their portfolio; including restricting the investments purchased in their account to certain securities or types of securities. It is the client's responsibility to promptly notify us of any changes in their financial situation, investment objectives, or if they wish to impose additional restrictions or update current restrictions.

ERISA Considerations. In rendering investment advice to retirement accounts that may be subject to ERISA regulation:

> **FIDUCIARY STATUS.** When we provide investment advice to our clients regarding your retirement plan account or individual retirement account (IRA), we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours.
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> **SERVICES.** Retirement account assets may represent a substantial portion of our clients' overall assets and investment portfolio and considerable attention should be made to that asset. We will give your retirement assets the attention they need and deserve and will provide you the following services in doing so:
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> - Our advice will reflect the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims, based on the investment objectives and needs of the client.
> - Our advice will be tailored to each client's unique financial situation. Our portfolio investment strategies and recommendations will consider each client's investment objectives, risk tolerance, and financial circumstances.
> - We will not place HOWA's or our registered investment adviser representatives' financial or other interests before our clients' interests in rendering advice upon retirement assets.

Limited Scope Projects. Occasionally current clients refer family members or friends to HOWA to assist the referral with limited scope projects. The scope of the project will be assessed and we will estimate a fixed fee for the service based upon the nature of the project and estimated time the project may take to complete. This service is only offered to current client referrals and other limited instances.

Tax Preparation Services. Mr. Sheahen is the Owner of Hudson Oak Tax Advisory LLC ("HOTA"), an affiliate of Hudson Oak Wealth Advisory LLC ("HOWA"). HOWA's wealth management advisory clients may also receive tax preparation services from HOTA. Clients receiving tax preparation services will need to enter into a separate tax engagement agreement with HOTA that describes the terms, conditions, services provided, and fees. Tax preparation service fees for wealth management advisory clients of HOWA may be reduced or waived, at Mr. Sheahen's sole discretion. Mr. Sheahen's activities on behalf of HOTA occupy approximately 225-250 hours annually. During peak tax preparation months of January to April, and September to October, this represents approximately 35 hours per month. During the remaining six months of the year, activities on behalf of HOTA are generally less than 10 hours per month. See **Item 10 Other Financial Industry Activities and Affiliations** for more information.

Important Items to Note. HOWA's services are based on the financial situation and information disclosed by the client to us at that time. Clients need to be aware that certain assumptions may be made with respect to interest and inflation rates and use of past trends and performance of the market and economy. However, past performance is in no way an indication of future performance. HOWA cannot offer any guarantees or promises that a client's financial goals and objectives will be met. Further, together, we must continue to review the plan and update it based upon changes in the client's financial situation, goals, or objectives or changes in the economy. We request our clients notify us promptly of any changes in their financial situation or investment goals or objectives. The advice offered by HOWA may be limited and clients may need to seek the services of other professional services (insurance adviser, attorney, accountant, etc.).

HOWA generally conducts business electronically and delivers many required documents and other communication to its clients electronically. For example, HOWA may deliver its service agreements and other forms and documents to its client via electronic means (including but not limited to email, DocuSign, or other electronic signature platforms) and requests the client to sign many documents electronically. HOWA delivers information by email, PDF, Microsoft Word, or other formats that can be readily viewed, printed, and saved.

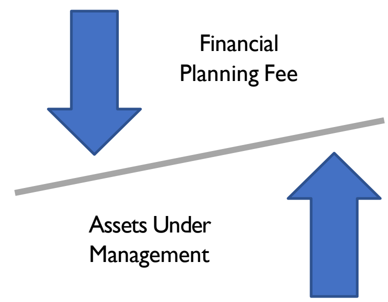
ITEM 5 FEES & COMPENSATION

HOWA'S WEALTH MANAGEMENT ADVISORY SERVICES FEES

HOWA's fee for its wealth management advisory services is a *combination* of a *monthly planning fee* (for the planning services) and *an annual asset-based fee charged quarterly* (for investment portfolio management). Generally, if a client is considering engaging HOWA to provide investment portfolio management; the amount of the assets under our management will dictate whether the client will pay one or both of the fees. Clients with larger portfolios brought to our management may not be assessed a planning fee. **NOTE:** Some clients choose to receive just our financial planning service **or** just our investment portfolio management service. The component(s) of our wealth management advisory service a client elects to receive and the specific fees assessed for the elected service(s) are identified in the service agreement we will execute.

As stated above, generally a relationship with HOWA begins with an introductory phone call or web-based meeting. During the call it is decided whether the relationship will move forward to the next step, the "Discovery Process". This process is used to obtain certain information and documents necessary to assess a client's current financial situation and circumstances and to identify financial and wealth goals. HOWA will organize this information and prepare a review of the information with cursory recommendations/projections. A second consultation meeting may be held to present this review and to further describe what to expect in working with HOWA. We may also demonstrate a web-based planning tool we encourage our clients to use. HOWA, at its discretion, may charge a nominal fee ($200-$400) for this consultation, as some recommendations and ideas discussed could benefit the prospective client without the relationship advancing. Payment prior to the meeting will be required. We will send a notification generated through a third-party payment processor to submit payment via ACH transfer. We do not accept credit card payments. If it is decided the relationship will move forward to a wealth management advisory relationship, we will apply this payment as a credit towards a client's first fees due.

Prior to entering into a service agreement, we provide the prospective client with a proposal describing our services and fees. The proposal is designed to assist the prospective client in understanding the wealth management advisory services we intend to offer and the two components of our fee: the planning fee and the investment portfolio management fee. The planning fee established at the start of the relationship is highly contingent upon the planning needs the prospective client presents and will vary by prospective client.



Over time, the intention and plan is to reduce and eventually eliminate the financial planning fee as the client's assets under management with HOWA rises – if applicable. This leads to ultimately providing our wealth management advisory services for the single investment portfolio management fee. If a client does not make use of our Investment Portfolio Management Services or assets under our management do not meaningfully increase over time, we are not obligated to reduce or eliminate the client's monthly planning fee. Although it is the intention to reduce the planning fee as assets under management increase, reducing the planning fee remains at HOWA's discretion.

Financial planning fees are assessed monthly in advance. We request this fee be paid automatically via ACH transfer through a third-party payment processor. Notwithstanding the foregoing, fees that remain unpaid thirty (30) days after the monthly due date are subject to the application of interest at a rate of one-and-one-half percent (1.5%) per month. Again, we do not accept credit card payments. Fees for partial periods are prorated.

If Financial Planning Services are provided in conjunction with Investment Portfolio Management Services, the services may be terminated as outlined under Investment Portfolio Management below. If the client is receiving Financial Planning Services only, services will continue on a month-to-month basis until the engagement is terminated by either party with a 15-day written notice. If verbal notification of termination is given, and, if in three business days following the verbal notice we have not received a written termination notification, we will prepare and deliver to the client written notice of the termination as a substitute. If the services are terminated before the end of a billing period, the monthly financial planning fee paid in the month of termination will NOT be returned; nor will any upfront planning or consultation fees paid, if applicable.

We charge an annual fee (assessed and paid quarterly) for *investment portfolio management*, based upon a percentage of the market value of the investment portfolio managed. Each quarter an Effective Annual Fee rate (also known as a Blended rate) is calculated and applied to each account's quarter end market value (including all securities and cash and cash equivalents held).

INVESTMENT PORTFOLIO MANAGEMENT FEE SCHEDULE

Market Value of Assets Managed	Annual Fee
First $500,000	1.00%
Next $500,000	0.80%
Next $2,000,000	0.70%
Next $2,000,000	0.60%
Next $5,000,000	0.50%
Next amount above $10,000,000	0.40%

Fees are negotiable, however, at our discretion.

Investment portfolio management fees are billed and payable quarterly, in arrears, and are deducted directly from the portfolio investment account(s). Direct-fee deduction is authorized in the investment advisory service agreement we execute with our clients and in the broker-dealer/custodian account application.

Client accounts may be aggregated in a "household" for purposes of determining the fee breakpoints outlined in the fee schedule above. A household includes accounts held by the client, the client's spouse or partner, minor children, or adult children residing in client's residence, including any "held away" accounts as described below. A household also includes accounts in which any of the above-described persons have ownership or control, are a trustee, beneficiary, or otherwise have beneficial ownership of a separate legal entity. Typically, the total fee for the household will be allocated and deducted from each account in the household on a pro rata basis. In some circumstances and at our discretion, a client may request that fees for one account be deducted from another account. Note that with respect to qualified retirement accounts, only fees associated with the qualified retirement account can be deducted from that account.

Fees for the first quarter of investment portfolio management are charged from the date the account is opened until the end of the quarter and are payable at the beginning of the 2nd quarter. For subsequent, full quarter fee calculations we generally do not adjust the calculation of the fee assessed at the end of the quarter for timing of cash flows within the quarter. Adjustment for cash flows, if any, is done at HOWA's discretion and through conversations with the client. See table below for an example of the Effective Annual Fee rate (Blended rate) calculation and how it is applied to your portfolio account(s). *Please note: The example below is provided as an illustration only. Each client's specific fee schedule is memorialized in the service agreement. Clients should refer to their service agreement for details regarding their fees.*

Assets Managed at End of Quarter	Tier	Annual Fee Rate	Annual Fee Calculation							Quarterly Fee	
$1,600,000.00	First $500,000	1.00%	$	500,000.00	x	0.010	=	$	5,000.00	$	1,250.00
	Next $500,000	0.80%	$	500,000.00	x	0.008	=	$	4,000.00	$	1,000.00
	Next $2,000,000	0.70%	$	600,000.00	x	0.007	=	$	4,200.00	$	1,050.00
						Total Annual Fee	**=**	**$**	**13,200.00**	**$**	**3,300.00**
Effective Annual Fee Rate (calculated for this quarter):			$	13,200.00	/	$1,600,000.00	=	**0.8250%**			
The Effective Annual Fee rate is calculated each quarter and therefore will vary each quarter depending upon the total market value of the investment portfolio at quarter end.											
Account #	Account Value at End of Quarter	Effective Annual Fee Rate	Annual Fee Calculation							Quarterly Fee (Annual Fee/4)	
1234-5678	$ 800,000.00	**0.8250%**	$	800,000.00	x	0.00825	=	$	6,600.00	$	1,650.00
9012-3456	$ 300,000.00	**0.8250%**	$	300,000.00	x	0.00825	=	$	2,475.00	$	618.75
7890-4321	$ 500,000.00	**0.8250%**	$	500,000.00	x	0.00825	=	$	4,125.00	$	1,031.25
Total Portfolio Value:	**$1,600,000.00**					**Total Portfolio Fee**	**=**	**$**	**13,200.00**	**$**	**3,300.00**

Depending upon a client's particular situation and the planning they present at the beginning of a relationship, we may require payment of a financial planning fee upfront [at the time of signing the services agreement(s)]. This upfront fee will not be accepted more than six (6) months in advance. We may, at our discretion**,** apply this fee received upfront to the 1st quarter's investment portfolio management and/or financial planning fees due.

Sub-Advisor. Should we delegate all or a portion of the client's investment portfolio to a sub-advisor, the sub-advisor will also assess an annual asset management fee based upon the amount of assets placed with the advisor. This fee is in addition to and separate from HOWA's investment portfolio management fee. HOWA does not retain any portion of the sub-advisor's fee. Sub-advisors may charge their fees in arrears or in advance. The sub-advisor fee and payment arrangement will be explained in detail prior to placing any portion of the client's investment portfolio with a sub-advisor. It is important to understand, an annual asset management fee is incurred regardless, whether a portion of a client's portfolio is invested in an ETF, mutual fund, or with a sub-advisor. A sub-advisor may be recommended for more active management, tax efficiency, or for additional client specific screens (i.e., SRI, ESG, faith-based portfolios, etc.) versus an ETF or mutual fund.

Wrap Fees. Some third-party portfolio managers or sub-advisors may assess wrap fees. A wrap fee is a fee that covers investment advice and transaction fees versus paying for these costs separately. A full description of their wrap-fee program is disclosed in the sub-advisor's disclosure brochure. If trades are not placed frequently in an account, paying a wrap-fee may be more costly than if investment management and trade execution (each trade) are paid for separately.

Accounts Held Away From Custodian(s) We Recommend [401(k)s, HSAs, etc.] If you elect HOWA to include retirement and health savings accounts [plan account(s)] in our investment portfolio management services those assets will be added to your total household assets under management and applied to the investment portfolio management fee schedule disclosed above. HOWA does pay a fee to the third-party platform that facilitates this management, but the client's effective *annual fee rate* will not increase. The third-party platform's fee WILL NOT be paid from the plan account(s) assets. We do have an inherent conflict of interest to offer to provide our investment portfolio management services to our clients' plan accounts simply because we will earn more revenue if engaged to do so. However, remember, plan assets are not used to pay the third-party platform's fee. HOWA will pay the third-party platform's fee from its operating expense budget.

Termination. We execute a service agreement with our clients defining certain terms of our wealth management advisory relationship. Clients have the right to terminate the agreement without fee or penalty within five business days after entering into the agreement. After five business days the agreement can be terminated by the client or by HOWA with a 15-day written notice. If verbal notification of termination is given, and, if in three business days following the verbal notice we have not received a *written* termination notification, we will prepare and deliver written notice of the termination as a substitute.

If the wealth management advisory services agreement is terminated before the end of a billing period, the monthly financial planning fee paid in the month of termination will NOT be returned; nor will any upfront planning or consultation fees paid, if applicable. The investment portfolio management services fee will be calculated and charged from the first day of the quarter to termination date. Since these fees are billed and paid in arrears, no fees will be returned. The fees due and charged upon termination will be deducted from the account(s) prior to termination.

Termination of Sub-Advisor Service. Sub-advisors may charge fees in arrears or in advance. If charged in advance, any unearned fees will be returned. At the time we recommend a sub-advisor we will ensure the client understands the sub-advisor's fees and their arrangements, including whether the fee is charged in advance and how any unearned fees will be calculated and returned.

Limited Scope Project Fees. As stated above we will assess the scope of the project and we will estimate a fixed fee the service based upon the nature of the project and estimated time the project may take to complete. The fixed fee will be agreed upon before the start of any work. At our discretion we may require a deposit of one-half of the quoted fee, due upon execution of the service agreement, with the remaining amount due and payable upon delivery of the finalized work product.

Termination of Limited Scope Project Agreement. We will execute an agreement defining the terms of the limited scope project. You have the right to terminate the agreement without fee or penalty within five business days after entering into the agreement. The fee paid at the time of executing the agreement will be returned. After five business days the agreement can be terminated by the client or by HOWA at any time by providing written notice to the other party. Fees for time spent on the project up to termination date, calculated at $325 per hour, will be due. If this amount is less than the fee already collected, the difference will be returned. Any work papers including any substantial written analyses or recommendations produced up the date of termination will be delivered to you upon receipt of any payment due.

Additional Fees Clients May Incur. Clients must maintain their investment account(s) at a qualified broker-dealer/custodian. The broker-dealer/custodian charges transaction fees or commission when investments are purchased or sold. Sub-advisors charge annual asset management fees in addition to our advisory fees. Certain types of investment vehicles including, but not limited to, mutual funds, exchange-traded funds, hedge funds, private equity funds, and private placements, include internal management and administrative fees. We do not retain any portion of these fees. The broker-dealer/custodian, investment company, or sub-advisor retains these fees. Clients may also incur annual account maintenance, wire transfer fees, account termination fees, etc. charged and retained by the broker-dealer/custodian.

PLEASE NOTE: We may provide current clients different services under different fee arrangements than described here. HOWA's services and fees have evolved since the firm was first established.

ITEM 6 PERFORMANCE-BASED FEES

Performance-based fees are based on a negotiated share of the capital appreciation of a client's account and are charged in addition to the basic investment advisory fee agreed upon. HOWA is NOT compensated with performance-based fees.

ITEM 7 TYPES OF CLIENTS

HOWA offers its services to individuals, high-net worth individuals and families, trusts and estates, charitable organizations, small businesses, and other closely-held entities. Our Discovery Process will determine whether our services and fees are appropriate for a certain prospective client. If the scope of services the prospective client presents does not fit our service and fee model, we most likely will not enter into an advisory relationship with the prospective client.

Sub-advisors we recommend may have established account minimums. Generally, account minimums are negotiable on a case-by-case basis and dependent upon a variety of factors, including but not limited to other accounts in a client household.

We may decline our services to a prospective client for any non-discriminatory reason.

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Our investment strategy selection and analysis begins with the financial plan and investment policy statement, if applicable, we prepare for our client and their individual financial circumstances. We attempt to diversify client investment portfolios to reduce risk; and we incorporate other assets the client may hold, including other forms of employer compensation; whatever form that may be. If a client presents risk in other assets held and depending on the control they may have over the management of those assets, we may need to limit risk exposure elsewhere in their investment portfolios. We also believe internal expenses and tax consequences significantly affect the performance of investment portfolios; therefore, we seek low-cost investments and try to incorporate efficient tax planning whenever we can.

We typically use an allocation of exchange traded funds (ETFs) to diversify our clients' portfolio(s) considering the client's unique investment goals, additional assets held, and risk tolerance. The exact funds selected will depend upon the recommended strategy. When appropriate based on a client's circumstances, we may also consider other types of securities, including but not limited to stocks, bonds, or mutual funds, as part of the client's portfolio.

It is important to understand investing in general involves risk of loss that you should be prepared to bear.

Along with the obvious risk of loss of principal, there are several additional significant investment risks; whether HOWA serves as the investment portfolio manager or if the investment portfolio is self-managed. These risks include, but are not limited to:

General Risks of Investing.

- **Inflation Risk:** The investment value may not keep pace with inflation. If the after-tax return on an investment is less than the rate of inflation, the value of the investment will decline.

- **Equity Investing Risks:** Equity risk is the risk that the value of equity securities will fall due to general market or economic conditions (***market risk***), perceptions of the industry (***industry risk***), or company specific circumstances (***business risk***).

- **Fixed Income Investing Risks:** Fixed income investment value may fall due to interest rate movement (***interest rate risk***) and specific issuer's inability to pay its obligations (interest and principal payments) due to unforeseen circumstances (***credit risk***).

- **Global Investing Risks:** We search to find high quality opportunities on a **global** basis. This may result in additional risks such as:

  Country Risk The possibility that political events (war, national elections), financial problems (rising inflation, government default), or natural disasters (earthquake, poor harvest) will weaken a country's economy and cause investments in that country to decline.

  Currency Risk The possibility that returns could be reduced for U.S. dollar-based investors investing in foreign securities because of a rise in the value of the U.S. dollar against foreign currencies. Also called exchange-rate risk.

  Foreign Market Exchanges Certain events may affect foreign market exchanges that may result in the inability to quickly sell foreign securities traded on that exchange (the security will become illiquid).

- **Third-Party Investment Portfolio Manager (Sub-Advisor) Recommendation:** We may recommend sub-advisors to serve as our clients' third-party investment portfolio manager. We recommend a sub-advisor only if appropriate for the client. Generally, a sub-advisor is only recommended to a client who has significant assets they would like placed in a taxable account and diversified across individual securities. In conducting due diligence of sub-advisors, we examine the experience, expertise, investment philosophies, and past performance of the advisor to determine if the advisor has demonstrated an ability to invest successfully over a period of time and in different economic conditions. We monitor the advisor's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, we assess the advisor's compliance and business enterprise risks and their business continuity and disaster recovery plans. We also periodically assess the sub-advisor's fees to ensure they remain reasonable in light of the services provided.

  There is no guarantee a sub-advisor who has been successful in the past will be successful in the future. We do not control the underlying investment transactions in the portfolio; the sub-advisor may deviate from the asset allocation or investment strategy we initially developed, making the investment portfolio less suitable. Although we do assess the advisor's compliance and business enterprise risks, we have no control over the advisor's daily business and compliance operations, so we may be unaware of internal controls necessary to prevent business or regulatory deficiencies.

Specific Investment Risks.

- **Mutual Funds:** Investing in mutual funds also presents the following risk in addition to those detailed above:

  Manager Risk. The possibility that an actively managed mutual fund's investment adviser will fail to execute the fund's investment strategy effectively resulting in the failure of the stated objectives.

  All mutual funds have fees and expenses, such as transaction costs and investment adviser fees, that lower investment returns. There are many types of mutual funds such as fixed income, equity, balanced, index, sector, specialty (those that focus on specialized mandates such as real estate, commodities, socially responsible investing, etc.) and fund-of funds.

  Mutual funds can be passively or actively managed. Passive management involves buying a portfolio of securities designed to track the performance of a benchmark index. The fund's holdings are only adjusted if there is an adjustment in the components of the index. With active management, the fund's portfolio manager buys and sells investments, attempting to outperform the return of the overall market or another identified benchmark. Actively managed mutual funds present "manager risk"; the risk the investment adviser may fail to execute the fund's investment strategy effectively resulting in the failure of the stated objectives.

- **Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). All ETFs have fees and expenses that lower investment returns. Much like mutual funds, ETFs can be of bond "fixed income" nature (lower risk) or stock "equity" nature (higher risk mentioned below). There are all types of ETFs, including balanced, sector or country specific, etc. ETFs can be indexed (passive investing) or actively managed. Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed "electronic shares" not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

- **Common Stock:** Equity investment generally refers to buying shares of common stock in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. Common stock represents an equity or ownership interest in an issuer. Common stock typically entitles the owner to vote on the election of directors or other important matters, as well as to receive dividends on such stock. In the event an issuer is liquidated or declares bankruptcy, the claims of owners of bonds, other debt holders, and owners of preferred stock take precedence over the claims of those who own common stock. The value of equity securities may fluctuate in response to various unpredictable factors, including, but not limited to specific situations for the issuing company, industry conditions and the general economic environments. These fluctuations may be volatile in nature.

- **Debt Securities:** Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, convertible debt and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. Debt can be secured or unsecured. In general, the fixed income market is volatile and fixed income securities carry interest rate risk (as interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities). Fixed income securities also carry inflation risk, liquidity risk, call risk, credit risk, default risk, and (in the case of foreign securities) country risk and currency risk, for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked 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. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

- **Private Placements:** Private placements carry a substantial risk as they are subject to less regulation than publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

- **Hedge Funds:** Hedge Funds often engage in leveraging and other speculative investment practices that may increase the risk of investment loss; can be highly illiquid; are not required to provide periodic pricing or valuation information to investors; May involve complex tax structures and delays in distributing important tax information; are not subject to the same regulatory requirements as mutual funds; and often charge high fees. In addition, hedge funds may invest in risky securities and engage in risky strategies. Conflicts of interest may be inherent in their business.

- **Option Trading:** We may recommend the implementation of an options trading strategy.

  Option investing involves risk and is not suitable for all investors. Some option investing presents considerable and extensive risks, so much so, securities regulation requires investors acknowledge receipt and understanding of the Chicago Board of Options Exchanges' Characteristics and Risks of Standardized Options disclosure document prior to investing in options. Therefore, we have not summarized all of the risks of option investing here but specifically note the following.

  The primary risks of option trading are:

  1) An option holder runs the risk of losing the entire amount paid for the option in a relatively short period of time. An option holder who neither sells his option in the secondary market nor exercises it prior to its expiration will necessarily lose the entire investment in the option.

     If the price of the underlying interest does not change in the anticipated direction before the option expires to an extent sufficient to cover the cost of the option, the investor may lose all or a significant part of his investment in the option.

  2) The writer (seller) of an uncovered call is in an extremely risky position and may incur large losses if the value of the underlying interest increases above the exercise price. The potential loss is unlimited for the writer (seller) of an uncovered call. The writer will have to purchase the underlying interest in order to satisfy the obligation of the call and the loss will be the excess of the purchase price over the exercise price of the call reduced by the premium received for selling the call.

  3) As with writing uncovered calls, the risk of writing put options is substantial. The writer of a put option bears a risk of loss if the value of the underlying interest declines below the exercise price, and such loss could be substantial if the decline is significant. A put writer must purchase the

underlying interest at the exercise price, which could be substantially greater than the current market price of the underlying interest.

The firm will recommend option investment strategies intended to hedge (protect) its clients' original investment or to generate income. The firm will not begin any options trading strategy without:

- discussing the option trading strategy in full detail and ensure the client understands the risks involved,
- the client first applying for and obtaining approval to open an options trading account from their broker- dealer, and
- obtaining an acknowledgment of understanding and receipt of the Chicago Board of Options Exchange's Characteristics and Risks of Standardized Options disclosure document from the client.

ITEM 9 DISCIPLINARY INFORMATION

HOWA has no legal or disciplinary events to disclose.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

HOWA is not involved or affiliated with any other financial industries or activities.

Mr. Sheahen is the Owner of Hudson Oak Tax Advisory LLC ("HOTA"), an affiliate of Hudson Oak Wealth Advisory LLC ("HOWA"). HOWA's wealth management advisory clients may also receive tax preparation services from HOTA. Clients receiving tax preparation services will need to enter into a separate tax engagement agreement with HOTA that describes the terms, conditions, services provided, and fees. Tax preparation service fees for wealth management advisory clients of HOWA may be reduced or waived, at Mr. Sheahen's sole discretion. Mr. Sheahen's activities on behalf of HOTA occupy approximately 225-250 hours annually. During peak tax preparation months of January to April, and September to October, this represents approximately 35 hours per month. During the remaining six months of the year, activities on behalf of HOTA are generally less than 10 hours per month.

Mr. Sheahen is a licensed CPA in New York and New Jersey.

Information Shared with Affiliates. If you engage our affiliated firm Hudson Oak Tax Advisory LLC to provide tax services to you, HOWA may share information provided by you and material prepared by HOWA to Hudson Oak Tax Advisory LLC as necessary for Hudson Oak Tax Advisory LLC to provide tax services to you.

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

As a fiduciary, our firm and its personnel have a duty of utmost good faith to act solely in the best interests of each client, which includes, but is not limited to, a duty of care, loyalty, obedience, and utmost good faith. Our clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity.

We have adopted a formal Code of Ethics to govern our business practices. All firm personnel are required to acknowledge their responsibilities under the Code and to agree to adhere to all provisions. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The Code includes policies regarding our fiduciary duty, standards of professional conduct, and personal security trading. 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.

In addition, Mr. Sheahen, Chief Compliance Officer and an investment adviser representative of HOWA is a Certified Financial Planner™ practitioner. As a CFP® professional, Mr. Sheahen is required to adhere to the *Code of Ethics and Standards of Conduct* adopted by the CFP Board.

Our Code of Ethics is available to our clients and prospective clients upon written request by emailing brian@hudsonoakwealth.com or by calling Mr. Sheahen at (646) 820-4858.

Participation or Interest in Client Transactions

We do not manage any proprietary funds or private investments; therefore, we do not have any material financial interest in any investments that may be used in client portfolios. We do not engage in principal transactions or agency cross transactions.

Personal Trading

Our firm and its personnel may buy or sell securities the same as, similar to, or different from, those we recommend to clients. Investing in securities in which clients also invest presents a potential conflict of interest. In managing client portfolios, we invest predominantly in open-end mutual funds and exchange traded funds (ETFs), which helps to reduce conflicts of interest between trades made in accounts of our firm and its personnel, even when such accounts invest in the same securities. However, in the event of other identified potential trade conflicts of interest, our duty is to place client interests first. Our Code of Ethics requires our firm and its personnel to execute personal securities transactions in a manner that does not conflict with the interests of our clients

ITEM 12 BROKERAGE PRACTICES

The Custodians and Brokers We Use. HOWA does not maintain custody of client assets we manage, although we may be deemed to have custody of client assets if we are giving authority to deduct our wealth management advisory fees directly from the client's investment account. Client investment assets must be maintained in an account at a "qualified custodian", generally a broker-dealer or bank. We typically recommend Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member FINRA/SIPC, to serve as the qualified custodian for our clients' assets, but we may recommend other qualified custodians based on client circumstances. In this brochure, we generally refer to the qualified custodian that holds your brokerage account as the "Custodian." The Custodian will hold the investment assets in a brokerage account and buy and sell securities as we instruct them to. HOWA is independently owned and operated and is not affiliated with any qualified custodian or broker-dealer.

While we may recommend a qualified custodian to you, you will decide whether to do so and will open your account by entering into an agreement directly with the Custodian. Conflicts of interest associated with these arrangements are described below as well as in **Item 14 – Client Referrals and Other Compensation**.

How We Select Brokers/Custodians. As stated above, we recommend custodians/brokers to hold our client's investment assets and execute transactions. In determining whether the terms the Custodians provide are, overall, more advantageous when compared with other available providers and their services, we consider a wide range of factors including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody); promptness of execution reports and accuracy of confirmations and statements provided to clients
- Capability to execute, clear, and settle trades (buy and sell securities in the investment 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 (corporate, municipal, U.S. Government Treasuries and Agency), mutual funds, exchange-traded funds (ETFs), etc.]
- Availability and value 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, and stability
- Prior services to us and our other clients
- Services delivered or paid for by the custodian/broker
- Availability of other products and services that benefit us

Brokerage and Custody Costs. The Custodian generally does not charge our clients separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into our client's account. Certain trades (for example, mutual funds and ETFs) do not incur commissions or transaction fees. The Custodian is also compensated by earning interest on uninvested cash. We will discuss and disclose exact commission charges directly with each client prior to entering into a wealth management advisory services agreement.

In addition to commissions, the Custodian charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that is executed by a different broker-dealer but where the securities bought or funds from the securities sold are deposited (settled) into your account. These fees are in addition to the commission or other compensation paid to the executing broker-dealer. Because of this, in order to minimize trading costs, we will typically execute transactions with the Custodian that holds your account.

Products and Services Available to Us. Through our participation in the adviser program offered by the Custodian, we receive various benefits, provided without cost or at a discount, that may not be available to retail customers. These benefits include access to certain investment options; execution of securities transactions; custodial services; access to an electronic trading platform, including access to aggregated block trading; the ability to deduct our advisory fee from client accounts; access to client account data; receipt of duplicate trade confirmations and account statements; research related products and tools; pricing and market data; access to software, technology or services; attendance at educational conferences and events; consulting on technology, compliance or other business matters; access to industry publications. Some of these products and services may benefit you directly, while others may benefit us by assisting us in the administration of our business and the management of client accounts, including accounts held with other custodians.

The availability of these services does not depend on the number or value of brokerage transactions directed to the Custodian. These services are available to all advisers who participate in the custodial programs, and are not provided in exchange for us directing client trades to the Custodian. Therefore, the services and benefits that we may receive from a Custodian are not considered soft dollar arrangements. The receipt of these benefits from the Custodian creates a potential conflict of interest as we may have an incentive to recommend you maintain your account with a specific Custodian. However, we strive to recommend the Custodian that is most appropriate for you based on your individual needs.

Services That Benefit You. The Custodian's 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 the Custodian include some we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The Custodian's services described in this paragraph generally benefit our clients and our clients' accounts.

Services That May Not Directly Benefit You. The Custodian also makes available to us other products and services that benefit us but may not directly benefit our clients or our clients' accounts. These products and services assist us in managing and administering our clients' accounts and operating our firm. We may use investment research, both the Custodian's and that of third parties, provided by the Custodian to service all or a substantial number of our clients' accounts, including accounts not maintained by the Custodian. In addition to investment research, the Custodian also makes available software and other technology that:

- Provide access to client account data (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

Services That Generally Benefit Only Us. The Custodian 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
- Access to employee benefits providers, human capital consultants, and insurance providers

The Custodian provides some of these services itself or it arranges for third-party vendors to provide these services. The Custodian also discounts or waives its fees for some of these services or pays all or part of a third party's fees.

We expect to access and use the Custodian's compliance publications and resources to a certain extent and may attend educational conferences and events at our own expense. At this time, we have accessed and used only minimally or not at all the other services noted above.

Our Interest in the Custodian's Services. The availability of these services from the Custodian benefits us because we do not have to produce or purchase them. The Custodian has also agreed to pay for certain technology, research, marketing, and compliance consulting products and services on our behalf.

The fact that we receive these benefits from the Custodian is an incentive for us to recommend the Custodian rather than making such a decision based exclusively on our clients' interests in receiving the best value in custody services and the most favorable transaction execution. This is a conflict of interest. We believe however, that taken in the aggregate, our recommendation of the Custodian as custodian and broker is in our clients' best interests. Our selection is primarily supported by the scope, quality and price of the Custodian's services (see "**How We Select Brokers/Custodians"**) and not the Custodian's services that benefit only us.

Best Execution

We are not required to recommend broker-dealers that charge the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through the Custodian recommended for you, we have determined the recommended Custodian to execute most trades is consistent with our duty to seek "best execution" of our clients' trades. Best execution means the most

favorable terms for a transaction based on all relevant factors, including those listed above (see "How we Select Brokers/Custodians"). By using another broker or dealer you may pay lower transaction costs.

Brokerage for Client Referrals

HOWA does not receive client referrals from any broker-dealer or custodian.

Client Directed Brokerage

HOWA generally will not permit clients to direct brokerage to a broker-dealer other than the Custodian that holds the client's account, however we realize some special circumstances may exist that we may try to accommodate. If so instructed by the client to execute trades through a particular broker-dealer other than the Custodian that holds the client's account, it is important the client understands they may not receive the best execution available, may pay higher commissions, and may not be able to participate in aggregated trades (explained below).

Order Aggregation

Client orders executed through the same broker dealer may be aggregated for operational efficiencies or to achieve best execution. The client will receive the average share price of all orders executed to fill the aggregated order. Individual transaction fees and commissions will not be affected. Regardless whether the order was aggregated or executed individually, clients will incur the same transaction fee or commission.

In placing trades for client accounts, if feasible and appropriate, we can aggregate trade orders being placed for several accounts. However, when trading we generally work on one account or household at a time. In practice we don't typically prepare an aggregated order for several accounts.

Trading directed by clients may not be aggregated simply because we may not be trading that same security in other accounts at that time.

Investment Opportunity Allocation

Theoretically "investment opportunity allocation" refers to a situation where an investment adviser has an opportunity to purchase a large block of shares of a certain investment or initial public offering at a certain price and then must allocate those shares to client accounts. How does the adviser select which accounts receive the investment? HOWA does not operate in this manner.

HOWA generally works on one account or household at a time. If the account/household has cash available for investment, the investments selected depend entirely upon the client's unique investment strategy and policy (if applicable).

We have no obligation (other than our obligation to deal fairly with all clients) to purchase or sell for a particular client account any security that we, our owners, representatives, or employees may purchase for ourselves or other clients.

ITEM 13 REVIEW OF ACCOUNTS

Account Review – Investment Portfolio Management

The frequency (i.e., quarterly, semi-annually, annually) HOWA reviews client *investment portfolios* we manage depends upon the client. What HOWA reviews also varies and can include but is not limited to the following:

- general adherence to the account's investment policy
- appropriate diversification/asset allocation
- cash flows and cash level maintained in the account (is there enough cash to meet needs of client, should cash be invested, etc.)
- portfolio performance
- portfolio income yield

We also review client account(s) immediately upon learning of material changes in your financial situation such as retirement, professional transition, marriage, birth of a child, physical move, inheritance, etc. Significant changes in general market and economic conditions and specific industry and company developments will also trigger a review.

Financial plans are reviewed with the client at least annually. That said, during any meeting conducted with the client various issues may be discussed and addressed and the plan is adjusted accordingly, if necessary.

Mr. Sheahen, CPA/PFS™, CFP®, MST reviews all financial plans and investment portfolio accounts. You can find additional information about Mr. Sheahen in the supplement to this brochure.

Reports

We will typically provide an electronic investment portfolio report to wealth management clients on a quarterly basis. These reports include a summary of portfolio holdings, performance returns, and fees. We also deliver quarterly market commentary newsletters to our clients. The Custodian delivers account statements directly to the client at least quarterly.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

HOWA receives an economic benefit from the Custodian in the form of support products and services the Custodian makes available to us and other independent investment advisors whose clients maintain accounts with the Custodian. The products and services provided by the Custodian, how they benefit us, and the related conflicts of interest are described above (see **Item 12 – Brokerage Practices**). The availability of the Custodian's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Third-Party Referrals. HOWA does not compensate any third-party for referrals, nor are we compensated for referring clients to third-parties.

ITEM 15 CUSTODY

HOWA does not maintain custody of client assets we manage, although we may be deemed to have custody of your assets if you give us authority to deduct our wealth management advisory fees directly from your investment account. Your assets must be maintained in an account at a "qualified custodian", generally a broker-dealer or bank. We typically recommend Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member FINRA/SIPC, to serve as the qualified custodian for our clients' assets, although we may recommend others based on a client's circumstances. The Custodian will hold your assets in a brokerage account and buy and sell securities as we instruct them to. HOWA is independently owned and operated and is not affiliated with any qualified custodian or broker-dealer..

ITEM 16 INVESTMENT DISCRETION

Investment Portfolio Management Services. HOWA manages client accounts on a discretionary basis. For transactions we are advising upon or may execute in client accounts, generally we do not seek client approval prior to executing the transaction(s). Clients grant HOWA discretionary trading authority in the wealth management advisory services agreement.

As already stated, we may recommend a sub-advisor who will use discretion in managing the client's investment account(s) (meaning the third-party will execute transactions in your account without first obtaining your approval of the transaction). Discretionary trading authority is granted in the sub-advisor's account opening documentation. We provide a copy of the recommended sub-advisor's Form ADV disclosure brochure so each client may review the sub-advisor's discretionary investment portfolio management services prior to entering into an investment advisory relationship.

Investment Account Restrictions. Even when discretionary authority is granted, clients may impose reasonable restrictions upon the management of their portfolio; including restricting the investments purchased in their account to certain securities or types of securities. Clients cannot limit a sub-advisor's ability to act upon the instructions given to the sub-advisor in account opening documentation. It is the client's responsibility to promptly notify us of any changes in their financial situation, investment objectives, or if the client wishes to impose additional restrictions or update current restrictions.

Financial Planning Services. If the client receives *only* financial planning services from it is the client's responsibility to implement HOWA's planning recommendations, although, of course, we are available to assist the client as needed. If we are not providing investment portfolio management services to the client, we do not manage the client's investment portfolio(s) and therefore investment discretion does not apply.

ITEM 17 VOTING CLIENT SECURITIES

HOWA does not ask for, nor accept voting authority for client securities. Clients will receive proxy voting information directly from the issuer of the security or the Custodian. If we receive copies of proxies we shred the documents, we do not forward the proxies to the client.

Some sub-advisors we recommend will vote client proxies if the client has assigned this authority to the sub-advisor on their account application. Please refer to Item 17 in the sub-advisor's Form ADV Disclosure Brochure to obtain more information about the sub-advisor's proxy voting policies and procedures.

If proxy voting authority is not assigned to the sub-advisor, the client will maintain exclusive responsibility for voting proxies and acting on corporate actions relating to the securities held in their investment accounts. The Custodian will send directly to the client all proxies and shareholder communications relating to the securities held in their investment account.

ITEM 18 FINANCIAL INFORMATION

Balance Sheet HOWA neither requires nor solicits prepayment of more than $500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

Financial Condition And Ability To Meet Contractual Commitments To Clients Neither HOWA nor its management has any financial condition that is likely to reasonably impair HOWA's ability to meet contractual commitments to clients.

ITEM 19 REQUIREMENTS FOR STATE REGISTERED ADVISERS

- Brian F. Sheahen is the firm's sole Owner and Wealth Advisor. Additional information about Mr. Sheahen can be found in the supplement to this brochure.
- As described in **Item 10 – Other Financial Industry Activities and Affiliations** above, Mr. Sheahen is the Owner of Hudson Oak Tax Advisory LLC ("HOTA"), an affiliate of Hudson Oak Wealth Advisory LLC ("HOWA").
- Neither HOWA nor Mr. Sheahen is compensated with performance-based fees.
- Neither HOWA nor any of its management has been found liable in arbitration claims or in any civil, self-regulatory, or administrative proceedings.
- Neither HOWA nor Mr. Sheahen has any relationship or arrangement with any issuer of securities.

Brian F. Sheahen, CPA/PFS™, CFP®, MST

Form ADV Part 2B – Brochure Supplement

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This brochure supplement provides additional information about Brian F. Sheahen that supplements Hudson Oak Wealth Advisory LLC's brochure (hereinafter HOWA). Please contact Brian F. Sheahen at (646) 820-4858 or brian@hudsonoakwealth.com if you did not receive a copy of HOWA's brochure or if you have any questions about the contents of this supplement.

Additional information about Brian F. Sheahen is also available on the SEC's website at www.adviserinfo.sec.gov. Mr. Sheahen's CRD# is 6760327.

March 18, 2024

ITEM 2 EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Brian F. Sheahen, CPA/PFS™, CFP®[2], MST Born 1988

Mr. Sheahen is a licensed CPA in New York and New Jersey.

Educational Background

- 2014 – Master of Science in Taxation (MST), Fordham University Graduate School of Business Administration
- 2011 – BBA with concentration in Accounting, Sellinger School of Business at Loyola University Maryland

Employment History

- 12/2018 – Present, Hudson Oak Wealth Advisory LLC, Owner, Wealth Advisor, and CCO
- 12/2018 – Present, Hudson Oak Tax Advisory LLC, Owner
- 03/2018 – 10/2018, BBR Partners LLC, Vice President of Portfolio & Wealth Advisory
- 02/2017 – 02/2018, Modera Wealth Management LLC, Financial Advisor
- 01/2015 – 02/2017, Andersen Tax LLC, Private Client Tax Advisor

Professional Designations

CFP® Mr. Sheahen is a CERTIFIED FINANCIAL PLANNER™ practitioner (earned in 2016). The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and several other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;

- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;

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[2] Certified Financial Planner Board of Standards Inc. owns the certification marks CFP®, CERTIFIED FINANCIAL PLANNER™, CFP® (with plaque design) and CFP® (with flame design) in the U.S., which it awards to individuals who successfully complete CFP Board's initial and ongoing certification requirements.

- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and

- Ethics – Agree to be bound by CFP Board's Code of Ethics and Standards of Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and

- Ethics – Renew an agreement to be bound by the Code of Ethics and Standards of Conduct. The Standard prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Boards' enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

CPA/PFS™ Mr. Sheahen also holds the Certified Public Accountant (CPA) and Personal Financial Specialist (PFS™) designations. The CPA designation is earned by qualified accountants that have passed the Uniform Certified Public Accountant Examination and have passed additional state education and experience requirements for certification as a CPA. The Uniform CPA Examination currently consists of four sections: Auditing and Attestation (AUD), Business Environment and Concepts (BEC), Financial Accounting and Reporting (FAR), and Regulation (REG). These four sections represent a total of 14 hours of testing. Notably, CPA licenses are designated and administered by states. Requirements for certification vary on a state-to-state basis. However, each state generally requires a bachelor's degree from an accredited university with completed coursework in related accounting, business law, finance, economics, and/or other business-related coursework. Additionally, each state typically requires continuing education in accounting and continuing ethics professional responsibility.

The PFS™ designation can only be earned by CPA license holders and current members of the American Institute of Certified Public Accountants (AICPA). To earn the PFS certificate an applicant can take different pathways. Mr. Sheahen took the Standard pathway which requires a minimum of 75 hours of personal financial planning education within the five-year period preceding the date of the PFS application. For the Standard pathway, Applicant must also possess 2 years of business experience in 12 different Bodies of Knowledge: Personal Financial Planning Process, Professional Responsibilities and Legislative and Regulatory Environment, Fundamental Financial Planning Concepts, Estate Planning, Charitable Planning, Risk Management, Employee and Business- Owner Planning, Investment Planning, Retirement and Financial Independence Planning, Elder, Special Needs, and Chronic Illness Planning, Education Planning, and Special Situations (defining clients' housing goals, planning income needs and evaluating division of assets during a divorce, advising clients on household employees). Applicant must also pass PFP-related exams, which includes the exams necessary to earn the CFP®, a designation Mr. Sheahen has earned and possesses.

ITEM 3 DISCIPLINARY INFORMATION

Mr. Sheahen has not been involved in any disciplinary action.

ITEM 4 OTHER BUSINESS ACTIVITIES

Mr. Sheahen is the Owner and Wealth Advisor of Hudson Oak Tax Advisory LLC ("HOTA"), an affiliate of Hudson Oak Wealth Advisory LLC ("HOWA"). HOWA's wealth management advisory clients may also receive tax preparation services from HOTA. Clients receiving tax preparation services will need to enter into a separate tax engagement agreement with HOTA that describes the terms, conditions, services provided, and fees. Tax preparation service fees for wealth management advisory clients of HOWA may be reduced or waived, at Mr. Sheahen's sole discretion. Mr. Sheahen's activities on behalf of HOTA occupy approximately 225-250 hours annually. During peak tax preparation months of January to April, and September to October, this represents approximately 35 hours per month. During the remaining six months of the year, activities on behalf of HOTA are generally less than 10 hours per month.

ITEM 5 ADDITIONAL COMPENSATION

Mr. Sheahen does not receive any economic benefit from someone who is not a client or any third-party for providing advisory services.

ITEM 6 SUPERVISION

Mr. Sheahen, as Owner and Chief Compliance Officer of HOWA, is responsible for supervising all activities of HOWA. Mr. Sheahen's contact information is located on the cover page of this brochure supplement.

ITEM 7 REQUREMENTS FOR STATE REGISTERED ADVISORS

Mr. Sheahen has NOT been involved in an arbitration claim or in any civil, self-regulatory, or administrative proceeding; nor has he been the subject of a bankruptcy petition.