
Item 1 - Cover Page

Brochure

Herndon Plant Oakley Ltd.

IARD/CRD 44971

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361-888-7611

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This Brochure provides information about the qualifications and business practices of Herndon Plant Oakley Ltd. (“HPO,” “Firm,” “us,” “we” or “our”). When we use the words “you,” “your” and “client” we are referring to you as our client or our prospective client. We use the term “Associated Person” when referring to our officers, employees, and all individuals providing investment advice on behalf of HPO. If you have any questions about the contents of this Brochure, please contact us at 361-888-7611 or bragan@hpo.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

Additional information about HPO also is available on the SEC’s website at www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with, registered, and required to be registered, as investment adviser representatives of HPO.

Item 2 - Material Changes

Please note that there have been no material change made to our Brochure since our last delivery or posting of the Brochure on the SEC's public disclosure website ("IAPD") located at www.adviserinfo.sec.gov; however, this Brochure includes a number of minor editorial changes, and updated information on our assets under management.

A copy of our Brochure may be requested at any time by contacting Elizabeth Ragan, Chief Compliance Officer, at 361-888-7611.

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Item 4 - Advisory Business

Ownership

We are an independent investment management firm owned by R. Brent Herndon, J. Ted Oakley and Phillip M. Plant.

Financial Services Offered

Investment Advisory Services

Headquartered in Corpus Christi, Texas, we have served clients each day throughout Texas, the US and around the world on a personal, individualized basis, since 1998. With a broadly-based, well trained, knowledgeable and experienced staff working side-by-side with each partner, the financial needs and expectations of every client are analyzed and focused upon to shape the most productive results possible for today, tomorrow and years into the future.

HPO offers the following advisory services:

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

Additionally, we allocate managed assets among cash, stocks, and bonds with the selection of specific securities which will provide proper diversification and help meet your stated investment objectives. We may also advise directly and/or invest your funds through other investment advisors and/or third-party money managers.

Financial Consulting and Planning Services

We provide general consulting and estate planning services, which include additional monitoring services of recordkeeping, portfolio valuation and performance review. Our fee for the preparation and monitoring of these plans are negotiable based upon the services provided.

Investment Products

HPO offers advice on the following as well as the foreign equivalents of the following investment products:

- Equity securities (exchange-listed, over the counter, foreign issuers).
- Warrants.
- Corporate debt securities.
- Commercial paper.

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- Certificates of deposits.
 - Municipal securities.
 - Investment Company Securities (variable life insurance, variable annuities, mutual fund shares).
 - United States government securities.
 - Option contracts on securities.
 - Interests in partnerships investing in real estate, oil and gas and others.
 - Limited partnership interests.

Clients may impose restrictions on investing in certain securities or types/classes of securities.

Assets Under Management

As of December 31, 2024, HPO managed \$ 92,904,841 in client portfolio assets, all on a discretionary basis.

Retirement Accounts – DOL Disclosure

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

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

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

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

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- Give you basic information about conflicts of interest.

Item 5 - Fees and Compensation

Fees and Compensation

We offer our services on a menu basis. Our fees are negotiable at the discretion of our advisory representative, which generally results in different fees being charged for accounts similar in makeup and objectives. In making a final decision on the fee negotiated, a number of factors are taken into consideration, including other accounts related to, or affiliated with you, the securities held in the investment portfolio, investment objectives, the total assets under management on an aggregate basis and other factors that are deemed at the time to be relevant. These factors can result in lower fees being charged for accounts similar in makeup and objectives. Although many fees are individually negotiated, some common fees are included on our fee schedule for your review and described below:

Fee Schedule *		
See also Fee Payment Options in the paragraph below this chart		
Fee Type	Fee Cost	When Charged
Advisory Fees	Advisory Fees are a flat fee, determined in accordance with the annual fee schedule set forth below. The advisory fee shall be computed based upon the market value of the Assets under management for each Account (as of the last business day of the respective quarterly fee period, including any margin debt in the account) (the “AUM”), multiplied by the respective percentage set forth below next to the AUM, divided by 4.	Quarterly, in arrears
	<u>Equity and Balanced Accounts</u>	
	\$500,000-\$1,000,0001.50%	
	\$1,000,001-\$5,000,0001.00%	
	\$5,000,001-\$15,000,000.75%	
	\$15,000,001- \$50,000,000.50%	
	<u>Fixed Income – Conservative Strategy</u>	
	\$100,000-\$250,000.50%	
	\$250,001-\$1,000,000.40%	
	\$1,000,001-\$15,000,000.25%	
	\$15,000,001- \$50,000,000.10%	
	<i>Mutual Fund Advisory Accounts</i>	
	<u>Income Portfolios</u>	
	First \$500,000.50%	
	\$500,001 - \$1,000,000.40%	
	\$1,000,001 +.25%	
	<u>Growth & Income Portfolios</u>	
	First \$500,0001.00%	
	\$500,001 - \$1,000,0000.75%	
	\$1,000,001 +0.50%	
	<u>Growth Portfolios</u>	
	First \$500,0001.00%	
\$500,001 - \$1,000,0000.75%		
\$1,000,001 +0.50%		
Advisory Fees are negotiable.		

Financial Consulting and Estate Planning Services	Our fee for these services is negotiable; however, they are generally a fixed fee and range between \$1,000 and \$100,000, depending on services provided.	Either a one-time fee periodically as services are provided or periodically as services are provided as agreed upon with each specific client.
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Types of Compensation

Based on the managed account services provided by HPO, HPO is compensated by the following means:

- A percentage of assets under management.
- Fixed fees (other than subscription fees).

Additional Types of Fees and Expenses

HPO introduces its customers on a fully disclosed basis to RBC Clearing & Custody, a division of RBC Capital Markets, LLC (“RBC Clearing” or “Custodian”), who is the qualified custodian for our clients’ advisory accounts. Due to the business relationship between RBC Clearing and HPO, RBC Clearing shares a portion of the certain transaction costs and fees you pay to RBC Clearing with HPO. The compensation HPO receives in connection with certain transactions and services is an additional source of revenue to HPO, and defrays our costs associated with maintaining and servicing client accounts and includes compensation to the HPO. However, it presents a conflict of interest because HPO has a greater incentive to make available, recommend, or make investment decisions regarding investments and services that provide additional compensation us over those investments and services that do not.

In general, these revenue sources include a percentage or portion of fees and transaction charges collected by RBC Clearing and shared with HPO, including:

- Account transfer fees.
- Margin interest charges.
- IRA Fees.
- Sweep account interest.
- Other miscellaneous charges.

Additional details are provided below:

- Transfer Charges: You can be charged transfer charges on account transactions and other miscellaneous charges by RBC Clearing on account transactions.
- Margin Interest Charges: To the extent margin is available, such accounts must meet certain risk tolerance requirements. When margin is used to buy additional securities,

the total value of eligible program assets increases. In addition, you can be charged margin interest on debit balances in your account by RBC Clearing.

- Money Market & Bank Sweep Interest: If your account has invested in a mutual fund money market that pays interest or a Bank Sweep vehicle that pays interest, HPO will receive a portion of the interest paid by RBC Clearing, which reduces your interest received. Deposit products, like the cash sweep program, are protected by FDIC insurance up to applicable limits. Funds deposited through Bank Sweep Programs are not eligible for SIPC coverage. You can find more specific information about the Bank Sweep Program by reviewing the Bank Deposit Sweep Program Disclosure Document.
- Miscellaneous Fees: HPO also reserves the right to charge additional fees to close an account except when your state of residence prohibits an account closing fee. Refer to your agreement for specific fees and additional information.

Compensation from Sale of Securities

Our advisory representatives are also registered in a brokerage capacity as a registered representative of HPO. As such, the advisory representatives may receive distribution fees and 12b-1 fees from mutual funds in which client assets are invested. These fees and commissions are in excess of HPO's advisory fees charged to the client. Receipt of these fees and commissions may create a conflict of interest by giving the advisory representative an incentive to recommend investment products based on compensation received by the advisory representative, rather than on the client's needs. We seek to address this conflict of interest by disclosing to clients the receipt of fees and compensation by certain advisory representatives in connection with the execution of client transactions, by utilizing share classes of mutual funds that either minimize brokerage and or commissions from the sale of such share classes of mutual funds, waiving the receipt of such compensation and or providing a reduction in the advisory fees by the commissions earned. *Please refer to Item 10 - Other Financial Industry Activities and Affiliations and Item 14 - Client Referrals and Other Compensation for additional discussion of the conflict of interest and compensation related to these relationships.*

Compensation from Sale of Insurance Products

Some advisory representatives are also registered as insurance agents of HPO and insurance agents of Herndon Plant Oakley Insurance Agency LC, an affiliated insurance company. The insurance agents receive fees and commissions from the sale of insurance products, and this compensation is in addition to advisory fees charged by HPO to its advisory clients. Receipt of these fees and commissions creates a conflict of interest by giving the advisory representative an incentive to recommend insurance products based on compensation received by the advisory representative, rather than on the client's needs. We seek to address this conflict of interest by disclosing to clients the receipt of fees and compensation by certain advisory representatives in connection with the sale of insurance products, and insurance products are not included in the assets under management for the computation of advisory fees

for any client. *Please refer to Item 10 - Other Financial Industry Activities and Affiliations and Item 14 - Client Referrals and Other Compensation for additional discussion of the conflict of interest and compensation related to these relationships.*

Fee Payment Options

As indicated in our advisory agreement with you, there are two options you may select to pay for our services:

Direct debiting (preferred)

At the inception of the relationship and each quarter thereafter, we will notify your custodian of the amount of the fee due and payable to us through our fee schedule and contract. The custodian does not validate or check our fee, or our calculation on the assets on which the fee is based. They will deduct the fee from your account(s) or if you have more than one account from the account you have designated to pay our advisory fees. Each month (or if there is no activity, each quarter), you will receive a statement directly from your custodian showing all transactions, positions and credits / debits into or from your account; the statements after the quarter end will reflect these transactions, including the advisory fee paid by you to us.

Pay-by-check

At the opening of your investment account and each quarter thereafter, we issue you an invoice for our services and you pay us by check or wire transfer within 15 days of the date of the invoice.

Valuation

The valuation of securities and other instruments are generally determined by their last reported sale price on the principal market in which they are traded, if traded on a market for which transaction prices are publicly reported. Otherwise, other readily marketable securities and instruments are valued by the custodian, a pricing service utilized by the custodian or by other equitable means consistent with the fiduciary duty of the money manager to determine a fair market value. Consistent with the above, HPO does value securities for advisory portfolios.

Transaction Costs

Our advisory fees are exclusive of third-party brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Generally, we charge a Transaction Fee of \$12.00 per transaction, and such charge are disclosed in the investment advisory agreement and agreed to in advance by client.

Clients incur certain charges imposed by custodians, third-party brokers, third party investment manager and other third parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. See also

Brokerage Practices and Referral Arrangements and Other Compensation for a description of additional compensation received by us and for a description of factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Termination

Our relationship with you may be terminated upon 30 days' written notice. Since your fee is paid in arrears, no pro-ration of fees will occur upon termination of the agreement, however a final fee will be charged which will be prorated according to the number of days for which we provided our investment advisory services during the current quarter.

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

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

Item 7 - Types of Clients

Overview

The clients of our Firm and its affiliates, who entrust us with their assets, share the similar investment objectives of achieving consistent investment returns with minimal portfolio risk. We offer portfolio management investment advice to the following types of clients:

- Individuals
- Families
- High net worth individuals
- High net worth families
- Pension and profit-sharing plans (other than participants)
- Charitable organizations
- Trusts
- Estates
- Private foundations
- Retirement plans

ERISA Clients

With regards to retirement plans that are subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), HPO generally assumes the role of a fiduciary with respect to such ERISA plans. Additionally, the Responsible Plan Fiduciary for ERISA plans will be provided

with an ERISA Fee and Services Disclosure pursuant to Section 408(b)(2) of ERISA, prior to the ERISA Plan engaging HPO for advisory services.

DOL Disclosure

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

Under this special rule's provisions, we must:

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

Account Minimums

Client's managed assets shall consist initially of cash and securities with a minimum asset value (as valued by Advisor) of no less than \$50,000 for equity and fixed income portfolios and or \$100,000 for mutual fund portfolios, unless Advisor, in its sole discretion, agrees to accept a Client's managed assets with a lesser value.

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

Analysis Methods

Security analysis methods utilized by HPO include the following:

Charting

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

charts. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would assume that past performance will be indicative of future performance, and this may not be the case.

Fundamental

Fundamental analysis maintains that markets may misprice a security in the short run, but that the correct price will eventually be reached by the market. The fundamental analysis of a business involves analyzing a business's financial statements and health, management and competitive advantages, and competitors and markets. When applied to futures and forex, it focuses on the overall state of the economy, interest rates, production, earnings, and management. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical

Technical analysis maintains that all information is already reflected in the stock price. Technical analysis is a discipline for forecasting the direction of prices through the study of past market data, primarily price and volume. Generally, technical analysis employs models and trading rules based on price and volume transformations, such as the relative strength index, moving averages, regressions, inter-market and intra-market price correlations, business cycles, stock market cycles or, classically, through the recognition of chart patterns. The risk with this strategy is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical

Cyclical analysis generally targets cyclical stocks for purchase of equity securities when the ratio of price-to-earnings (P/E Ratio) is low and sell them when the P/E Ratio is high (i.e., when earnings are peaking). The P/E Ratio is a measure of the price paid for a share relative to the annual net income or profit earned by the firm per share. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, it changes the very cycles that they are trying to take advantage of.

Sources of Information

The main sources of information that HPO uses to analyze these investment strategies are:

- Financial newspapers and magazines.
- Research materials prepared by others.
- Corporate rating services.
- Annual reports, prospectuses, filings with the SEC.
- Firm press releases.

Investment Strategies

The investment strategies HPO uses to implement any investment advice given to clients include the following:

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

Investment Strategy Risks

Investing in securities involves risk of loss that clients should be prepared to bear.

General Risks

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

Liquidity: The Accounts will be invested in liquid securities. It is possible, however, that securities become less liquid during the holding period.

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

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

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

Long term Purchases (securities held at least a year)

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

Short term purchases (securities sold within a year)

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

Trading (securities sold within 30 days)

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

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

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

Margin Transactions - Leverage: We use leverage in investing. Such leverage may be obtained through various means. The use of short-term margin borrowings may result in certain additional risks to Accounts. For example, should the securities pledged to a broker to secure a margin account decline in value, a margin call may be issued pursuant to which additional funds

would be required to be deposited with the broker or the broker would require a mandatory liquidation of the pledged securities to compensate for the decline in value. We might not be able to liquidate assets quickly enough to pay off the margin debt and the Accounts may therefore also suffer additional significant losses as a result of such default. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed accounts exceed the borrowing costs for such accounts, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings.

Options and Other Derivatives

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

Utilization of Alternative Investments

Alternative investment products, including hedge funds, commodity hedged accounts and managed futures, involve a high degree of risk, 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, often charge high fees which may offset any trading profits, and in many cases the underlying investments are not transparent and are known only to the investment manager.

Other Investment Risks

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio of securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains, in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a

fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Risks Relating to Differing Classes of Securities

Different classes of securities have different rights as creditor if the issuer files for bankruptcy or reorganization. For example, bondholders' rights generally are more favorable than shareholders' rights in a bankruptcy or reorganization.

Small Capitalization Issuers

Such companies may lack the financial resources, product diversification and competitive strengths of larger companies. The securities of small capitalization companies may not trade as readily as, and be subject to higher volatility than those of larger, more established companies.

Money Market Funds

You could lose money in MMFs. Although MMFs classified as government funds (i.e., MMFs that invest 99.5% of total assets in cash and/or securities backed by the U.S government) and retail funds (i.e., MMFs open to natural person investors only) seek to preserve value at \$1.00 per share, they cannot guarantee they will do so. The price of other MMFs will fluctuate and when you sell shares, they may be worth more or less than originally paid. MMFs may impose a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for purchases, withdrawals, check writing or ATM debits. Moreover, in some circumstances, money market funds may be forced to cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund's holdings are liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals and, if applicable, check writing or ATM debits from your account.

Information Security Risk.

Clients may be susceptible to risks to the confidentiality and security of *Short Adviser Name*'s operations and proprietary and customer information. Information risks, including theft or corruption of electronically stored data, denial of service attacks on our website or websites of our third-party service providers, and the unauthorized release of confidential information are a few of the more common risks faced by us and other investment advisors. Data security breaches of our electronic data infrastructure could have the effect of disrupting our operations and compromising our customers' confidential and personally identifiable information. Such breaches could result in an inability for us to conduct business, potential losses, including identity theft and theft of investment funds from customers, and other adverse consequences to customers. We have taken and will continue to take steps to detect and limit the risks associated with these threats.

Item 9 - Disciplinary Information

There is no material information or facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management.

Item 10 - Other Financial Industry Activities and Affiliations

Broker-Dealer

In addition to our investment advisor registration, we are registered as a broker-dealer with the SEC and various state jurisdictions, and a member firm of the Financial Industry Regulatory Authority ("FINRA"). *See Brokerage Practices and Client Referrals and Other Compensation for a discussion of the conflict of interests and compensation related to these relationships.*

Insurance Broker

HPO is licensed as an insurance broker and agency; however, insurance activities are not generally performed through HPO, but through our affiliate, Herndon Plant Oakley Insurance Agency LC. This licensing is in addition to our registration as a registered investment advisor and broker-dealer. The Firm devotes less than 1% of their time to this activity. Clients are not obligated to use us as their insurance broker or agent or to use any recommended insurance company for any recommended insurance transaction. *See Client Referrals and Other Compensation for a discussion of the conflict of interests and compensation related to these relationships.*

Herndon Plant Oakley Insurance Agency LC

HPO is affiliated with Herndon Plant Oakley Insurance Agency LC ("HPO Insurance Agency"), which is licensed as an insurance broker and agency in the state of Texas and provides analysis

of and recommends the purchase and sale of certain insurance products. HPO Insurance Agency generally receives compensation or other forms of compensation in connection with such sales. HPO devotes less than 1% of its time to this activity. Clients are not obligated to use HPO Insurance Agency as their insurance broker or agent or to use any recommended insurance company for any recommended insurance transaction. *See Client Referrals and Other Compensation for a discussion of the conflict of interests and compensation related to these relationships.*

Springwater Advisors

Herndon Plant Oakley is affiliated with Springwater Advisors, LLC (“Springwater”) through common ownership and control. Springwater is registered as an investment advisor with the state of Texas. Phillip Plant is the Managing Member and Elizabeth Ragan is the Chief Compliance officer of Springwater Advisors. Phillip Plant provides investment advisory services through both HPO and Springwater; however new clients of Phillip Plant are generally placed on the Springwater advisory platform. To this end, the advisory clients of both firms receive the same advisory services and pay the same fees to minimize any conflict of interest resulting from Phillip Plant providing investment advice through two separate investment advisers.

Oxbow Advisors

Herndon Plant Oakley is affiliated with Oxbow Advisors, LLC (“Oxbow Advisors”) through common ownership and control. Oxbow Advisors is registered as an investment advisor with the SEC and various state jurisdictions. James Theodore Oakley is the Managing Member of Oxbow Advisors and provides all investment advisory services solely through Oxbow Advisors.

Other Activities

HPO and certain of its principal executive officers engage in the following activities:

- As a broker or agent, effecting securities transactions through HPO for compensation for advisory clients of HPO and registered investment advisers, investment managers or sub-advisors who do not otherwise designate another brokerage firm to perform such services.
- As a broker, effecting agency cross transactions through which client securities are sold to or bought from a brokerage customer.
- Recommend to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- Buying or selling securities for its account that it also recommends to clients.

Item 11 - Code of Ethics

General

We have adopted a Code of Ethics for all of our advisory professionals describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All advisory professionals must acknowledge the terms of the Code of Ethics annually, or as amended. We require transaction confirmation and quarterly reporting. A written copy of our Code of Ethics is available upon request, free of charge, by contacting Elizabeth Ragan.

We anticipate that we will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which we or our affiliates and/or clients, directly or indirectly, have a position of interest. This will only be done in appropriate circumstances, consistent with clients' investment objectives and consistent with our fiduciary duty.

Personal Trading

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

Our employees and advisory professionals are required to follow our Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of our Firm and its affiliates trade for their own accounts in securities which are recommended to and/or purchased for our clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of our Firm will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored pursuant to the Code of Ethics to reasonably prevent conflicts of interest between us and our clients.

Certain affiliated accounts trade in the same securities with client accounts on an aggregated basis when consistent with HPO's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. We will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order.

Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis.

Cross Trades

We may trade agency cross transactions between broker dealer and advisory clients for our investment advisory client to accommodate the needs of our clients by attempting to minimize transaction costs or by providing liquidity with respect to certain securities. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. It is our policy to conduct such transactions to be consistent with our duties to our clients and after prior approval has been obtained from you as required.

Insider Information

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

Item 12 - Brokerage Practices

General

We are registered as a broker-dealer with the SEC and various state jurisdictions and a member firm of FINRA. Our broker-dealer activities comprise approximately 70% of our business activities with the remaining 30% estimated to be spent on our investment advisor activities.

We anticipate that we will generally be designated by you as the broker-dealer for the execution of securities transactions which are directed by us; however, you have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us.

Best Execution

We will seek to obtain the best combination of price and execution for such transactions; however, orders for the execution of transactions in your portfolio through us, while complying with Section 28(e) of the Securities Exchange Act of 1934, may not always be as favorable as those that could be obtained if transactions were executed through another broker-dealer. Additionally, in engaging in cross transactions, we will follow procedures designed to ensure that all parties to the transaction receive at least as favorable a price as would be received if the transaction were executed on the open market.

We have no obligation to seek the lowest commission cost or charge the lowest advisory fee.

Trade Practices

When we trade the same security in more than one client account, we generally attempt to batch or bunch the trades in order to create a block transaction. Generally, buying and selling in blocks helps create trading efficiencies, prompt attention and desired price execution. We will place all or substantially all transactions to purchase or sell common stocks with your “directed” broker, when applicable. (See the discussion below entitled, “*Directed Brokerage*”). Whenever possible, we will attempt to batch trades for clients who use the same directed brokers in order to create a block transaction.

Because each client differs in portfolio size, investment objective, equity exposure and the extent of the relationship with their broker, we do not negotiate commission discounts on the block transaction itself. In making this determination, the portfolio manager may consider a number of factors, including, but not limited to the Client’s investment objectives and policies, investment guidelines, liquidity requirements, legal or regulatory restrictions, tax considerations, and the nature and size of the bunched order. You may request additional information on trade aggregation practices by contacting us at the phone number or email at the cover page of this document.

Soft Dollar Arrangements

Herndon Plant Oakley Ltd. receives from our custodian, RBC Clearing, without cost, software and support which allow us to better monitor and service client accounts. We receive software and support without cost because we render investment advisory services to clients that maintain accounts with certain custodians. Soft dollar benefits are not limited to those clients who have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients. Any research and recommendations provided by the executing and clearing broker is used to service all accounts.

Mutual Fund Share Class

When recommending investments in mutual funds, it is our policy to review and consider available share classes. The Firm’s policy is to select the most appropriate share classes based on various factors including, but not limited to, minimum investment requirements, trading restrictions, internal expense structure, transaction charges, availability and other factors. When considering all the appropriate factors we attempt to select a share class that is the ‘lowest cost’ share class so as to address our duty to obtain best execution. However, in order to select the most appropriate share class, HPO may select retail, institutional or other structured share classes when appropriate that have a higher cost. Institutional share class mutual funds typically have lower cost than other share classes and generally do not have an associated 12b-1 fee, leading to a lower overall expense ratio than share class A, B, or C shares of the same mutual fund.

Item 13 - Review of Accounts

Account Review

We review our investment advisory accounts and managed portfolios frequently, and more specific review made no less frequently than annually. We do not have a limitation on the number of client accounts assigned to any particular account officer, nor is there a precise sequence or review schedule. All portfolios are reviewed continuously, rather than periodically. Accounts are reviewed by the following: Brent Holt, Investment Adviser Representative or Phillip Plant, Partner.

Statements

Reports are furnished to all clients on a quarterly basis. In addition, all clients receive separate monthly accounting reports from their portfolio custodian detailing all cash and asset transactions and activity. In general, meetings with clients are held quarterly or less frequently, according to the stated desires of each client. Reports include an analysis of all assets under management, and current and historical performance. We urge you to carefully review such statements and compare such official custodial records to the account statements that we or your money manager provides to you. Our statements generally vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Trade Errors

While we will attempt to correct trading errors as soon as they are discovered, we are not responsible for poor executions or trading errors committed by the brokers with whom it transacts, unless such errors resulted from our negligence, fraud or willful misconduct.

Item 14 - Client Referrals and Other Compensation

Client Referrals

Cleveland Capital Management

We have a solicitation arrangement with Cleveland Capital Management, LLC (the “Managing Member”), the managing member of Cleveland Capital, L.P. (the “Cleveland Capital Fund”) in which we are acting as a non-exclusive solicitor. We will receive a solicitation fee for such referrals that is payable from the advisory fees earned by the Managing Member from its management of the Cleveland Capital Fund. Such solicitor fee is disclosed to the respective advisory clients at the time such clients subscribe for an interest in the Cleveland Capital Fund. The value of the Cleveland Capital fund will not be utilized to compute advisory fees paid to HPO by the respective advisory clients, nor will the solicitor fee that is paid to HPO by the Managing Member result in higher advisory fees paid by the client to the Managing Member for its management of the Cleveland Capital Fund.

Endowment Advisers

We have a referral arrangement with Endowment Advisers, L.P. ("Endowment Advisers") and Endowment Advisers LP – PMF Fund. ("Endowment") to introduce or refer prospective investors to Endowment Advisers, Endowment or each of its private investment funds. We will receive compensation for such referrals as agreed upon in writing and disclosed to the respective clients.

Avalon Advisors

We have a referral arrangement with Avalon Advisors, L.P. ("Avalon Advisors") and Avalon Wallace Investment Fund LP ("Avalon") to introduce or refer prospective investors to the Avalon Advisors, Avalon or each of its private investment funds. We will receive compensation for such referrals as agreed upon in writing and disclosed to the respective clients.

Other Referral Arrangements

We also have referral arrangements with Chilton Capital, Corient, Hightower Trust Company, ICON Wealth Advisors and Wallace Capital Management. We will receive compensation for such referrals as agreed upon in writing and disclosed to the respective clients.

Compensation

Broker-Dealer Activities

In our capacity as a broker-dealer, HPO is generally used to execute portfolio transactions for investment advisory clients at the discretion of the client. These transactions will be conducted subject to proper, and customary, disclosure including but not limited to compensation received by us and the Associated Person. Compensation is received by us, as a broker-dealer, when portfolio transactions are effected on behalf of our investment advisory clients by either us or your third-party money manager. Therefore, HPO generally receives compensation as a result of acting in one or both capacities. To that end, advisory professionals generally charge an advisory fee and a transaction fee. This creates a conflict of interest as there is an incentive for advisory professionals to recommend securities based on the brokerage compensation received, rather than on your needs. Notwithstanding such conflict of interest, we address our fiduciary duty by making recommendations only where it is the best interest of clients, after consultation with the client, charging a nominal transaction fee on transactions (*See Item 5, Fees and Compensation – Transaction Costs*) and utilizing no-load mutual funds on investment portfolios managed directly by HPO. Finally, it should be noted that the transaction costs are in addition to the advisory fee charged to you, and they do not offset the advisory fees paid for the management of your investment portfolio.

Insurance Agency Activities

HPO is licensed as an insurance agency in the state of Texas. Additionally, some advisory professionals are licensed insurance agents through us or Herndon Plant Oakley Insurance Agency LC in the state of Texas and have contracts or appointments with various

insurance companies. To the extent insurance products are purchased thorough us, our affiliate Herndon Plant Oakley Insurance Agency LC, or our advisory professionals by advisory clients, the Advisory Professional(s) and HPO will be paid a commission by the insurance company who issues the policy. This creates a conflict of interest as there is an incentive for them to recommend insurance products based on the compensation received, rather than on your needs. Notwithstanding such conflict of interest, we address our fiduciary duty by utilizing insurance products only where it is in the best interest of clients, and after consultation with the client.

Mutual Funds Charges

To the extent mutual funds are utilized by third-party managers, and such mutual funds are purchased through us, we may receive distribution and Rule 12b-1 fees from the issuers of such mutual funds, and this would be in addition to the advisory fee paid to such third-party manager. To the extent HPO directly manages your investment portfolio, and we recommend mutual funds for your portfolio, those mutual funds will be in no load mutual funds that do not pay 12b-1 fees. You are advised that, in addition to the annual advisory fee set forth above, some mutual funds in which assets are invested can incur separate other related expenses.

Cash, Money Market Funds and Cash Sweep Options

Generally, some portion of your account will be held in cash. This can be a result of an asset allocation investment strategy, in light of current market conditions, defensive portfolio purposes, portfolio trading purposes, or for other cash management purposes. Should your portfolio assets be custodied with RBC Clearing, you will utilize HPO as your broker-dealer, and our selection of money market mutual funds, or comparable investments in which to hold cash reserves in the client's account is limited to certain investments. The selection includes money-market, municipal money-market and government money-market funds, or a cash alternative and the issuers of funds pay HPO a distribution fee in its capacity as a broker-dealer. To this end, HPO will effect "sweep" transactions of free credit balances in your account into interest-bearing deposit accounts or investment vehicles established by RBC Clearing. The use of different Cash Sweep Options varies by account type. You should consider the investment objectives, risks, changes and expenses of the Cash Sweep Option carefully before investing. Please refer to the client account disclosures provided by your investment professional containing information about the Cash Sweep Options or visit www.rbcclearingandcustody.com/disclosures .

HPO shares in this compensation, or in certain circumstances, the issuers of such funds pay HPO a distribution fee in its capacity as a broker-dealer, which is in addition to the Advisory Fee payable to HPO. Additionally, cash balances arising from the sales of securities, redemption of debt securities, dividend and interest payments and funds received from clients are invested automatically on a daily basis. When securities are sold, funds are deposited on the first business day after settlement date. Funds placed in a client's account by personal check usually will not be invested until the second business day following the day that the deposit is credited to the client's account. Due to the foregoing practices, HPO may obtain federal funds prior to the date that

deposits are credited to client accounts, and thus may realize some economic benefit because of the delay in investing these funds.

Additionally, cash balances arising from the sales of securities, redemption of debt securities, dividend and interest payments and funds received from clients are invested automatically on a daily basis. When securities are sold, funds are deposited on the first business day after settlement date. Funds placed in a client's account by personal check usually will not be invested until the second business day following the day that the deposit is credited to the client's account. Due to the foregoing practices, we may obtain federal funds prior to the date that deposits are credited to client accounts and thus realize some economic benefit because of the delay in investing these funds.

These arrangements may pose a conflict of interest for HPO, and its investment professionals to the extent it creates a financial incentive for them to recommend appropriate securities for a client's account which result in additional compensation payable to them. We mitigate this conflict by monitoring such transactions to ensure you are advised of such conflicts, and the respective transactions comply with our fiduciary duties.

It is important to note that free credit balances and allocations to cash including assets invested in sweep investments are included in your account's fee calculations hereunder and you may experience negative performance on the cash portion of the assets held in your account if our advisory fee charged on your cash is higher than the return you receive on your cash investments and any investments or sweep accounts structured to hold cash reserves.

Where an unaffiliated broker-dealer or other entity acts as custodian of the client's account assets, we have no control over the manner in which the cash reserves will be handled. The client and/or custodian will make that determination.

Margin Loans

Should you utilize RBC Clearing for margin loan financing, we will receive interest sharing compensation related to such margin loans.

Item 15 - Custody

Selection of Custodian

In our capacity as a broker-dealer, we clear our securities transactions on a fully disclosed basis through RBC Clearing. As a result of that relationship, RBC Clearing is the custodian for our clients electing to use our trade execution platform and as such, RBC Clearing holds all customer funds and/or securities on behalf of our clients and customers, and as a customer of ours, you are deemed a brokerage customer for purposes of the Securities Investor Protection Act.

RBC Clearing was selected as the executing and clearing broker based upon, among other things, its financial solvency and credibility, its level of customer service, its trade execution capability, its managed account trading desk and its reputation.

You will be required to pay custodian fees and will incur brokerage and other transaction costs in the course of our management of your accounts. *See Item 12 - Brokerage Practices, Item 10 - Other Financial Industry Activities and Affiliations, and Item 14 - Client Referrals and Other Compensation for a discussion of how we make brokerage decisions that affect client accounts and the related compensation we earn.*

Invoicing

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

Statements

You should receive at least quarterly statements from the broker dealer, bank or other qualified custodian(s) that holds and maintains your investment portfolio assets. We urge you to carefully review such statements and compare such official custodial records to the account statements that we or your money manager provides to you. Our statements vary from custodial statements due to accounting procedures, settlement versus trade date reporting and other reporting format issues.

Item 16 - Investment Discretion

Discretionary Authority

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

Documentation of Discretion

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

Discretionary Management

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

Client investment guidelines may or may not limit the scope of potential investments. As a result, clients can impose restrictions on investing in certain securities or types of securities. With in client guidelines and instructions, our advisory professionals make decisions as to the nature and quantity of securities to be bought or sold. Investment guidelines and restrictions must be provided to our Firm in writing.

Item 17 - Voting Client Securities

As a matter of Firm policy and practice, we do not have any authority to and do not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. We may provide advice to clients regarding the clients' voting of proxies. Clients receive their proxies directly from the custodian of their account or from a transfer agent. Please contact your custodian or transfer agent with any questions.

Item 18 - Financial Information

We are required to provide you with certain financial information or disclosures about financial condition which would impede our ability to provide the advisory services described herein. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements or State Registered Advisors

Principal Executive Officer and Management Persons:

Russell "Brent" Herndon, Limited Partner

Received a B.S. in Industrial Distribution from Texas A&M University in 2000.

His business experience includes:

Herndon Plant Oakley Ltd., Limited Partner / Principal from 01/1998 - present

Herndon Plant Oakley Inc., Partner, from 10/1998 to Present

Herndon Plant Oakley Insurance Agency LC, Partner, from 11/2001 to Present

Phillip "Phil" M. Plant, Limited Partner

Received a BBA in Economics from St. Mary's University in 1970.

His business experience includes:

Herndon Plant Oakley Ltd., Limited Partner / Principal, from 01/1998 to Present

Herndon Plant Oakley Insurance Agency LC / Partner, from 11/2001 to Present

Springwater Advisors, LLC, Managing Member, from 03/2009 to Present

Herndon Plant Oakley Inc., Partner, from 10/1998 to Present

James "Ted" Oakley, Limited Partner

Received a BBA from Texas Tech University in 1974.

His business experience includes:

Herndon Plant Oakley Ltd., Limited Partner / Principal from 01/1998 – present.

Herndon Plant Oakley Inc., Partner, from 10/1998 to present.

Herndon Plant Oakley Insurance Agency LC / Partner, from 11/2001 to present.

Oxbow Advisors, LLC, Principal Owner, Managing Member from 10/2007 to present.

American Bank, Director from 03/2005 to present.

Elizabeth "Beth" Ragan

She studied at St. Petersburg College in St Petersburg, Florida and her business experience includes:

Herndon Plant Oakley Ltd., Managing Director /CCO from 08/1998 – present.

Springwater Advisors, LLC, CCO from 03/2009 to present.

Oxbow Advisors, LLC, Partner from 02/2011 to present.

Other Business Activities

Our investment professionals engage in other business activities besides providing investment advice through HPO. See Item 10 - Other Financial Industry Activities and Affiliations, and the Brochure Supplements for additional information on those other business activities of our investment professionals. The other business activities of our investment professionals account for approximately 50% of their time.

Legal and Disciplinary Issues

In addition to the information provided herein by HPO on its advisory business, officers and management, and other business activities, we are required to disclose all material facts regarding whether we or a management person of ours has:

- An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving: (i) an investment or an investment-related business or activity; (ii) fraud, false statement(s), or omissions; (iii) theft, embezzlement, or other

wrongful taking of property; (iv) bribery, forgery, counterfeiting, or extortion; or (v) dishonest, unfair, or unethical practices.

- An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following: (i) an investment or an investment-related business or activity; (ii) fraud, false statement(s), or omissions; (iii) theft, embezzlement, or other wrongful taking of property; (iv) bribery, forgery, counterfeiting, or extortion; or (v) dishonest, unfair, or unethical practices.

There is no material information or facts regarding any legal or disciplinary events that would-be material to your evaluation of the above-mentioned persons, with the exception of James Oakley. With respect to Mr. Oakley settled (i) a NASD action in December 1989 alleging violations of Article III, Section 1 of the Rules of Fair Practice in that Mr. Oakley engaged in private securities transactions outside the scope of his employment with Rotan Mosle, Inc. without prior written notification thereof to his employer in contravention of the Board of Governors interpretation with respect to private securities transactions. Mr. Oakley was censured, fined \$16,000.00 and assessed costs of \$930.27; and (ii) settled an arbitration action in May 1999 for \$50,000.00 with the mutual understanding that this was a resolution of a disputed claim with no attribution of fault to Dain Raucher Incorporated of its broker, Mr. Oakley.

Professional Liability Insurance

HPO does not maintain professional liability insurance coverage covering our investment advisory.

Item 20 - Other Information

Privacy Policy Summary

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

Business Continuity Plan

HPO has developed a Business Continuity Plan to address how the Firm will respond to events that may disrupt its business. Since timing and impact of disasters is unpredictable, the Firm will have to be flexible in responding to the events as they occur.

If after a significant business disruption, you cannot contact us as you usually do at 361-888-7611 or 1-800-888-4894 or bragan@hpo.com, you should call our alternative number 512-386-1088 or go to our web site at www.hpo.com. If you cannot access us through either of those means, you should contact our clearing firm, RBC Clearing & Custody, at 800-769-2553, or go to <https://www.rbcclearingandcustody.com/en-us/> for instructions on how it provides custody services, order execution, order comparison, order allocation, access to customer funds and securities, and clearance and settlement services.

This Plan is designed to permit our Firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption. The Business Continuity Plan covers data back-up and recovery, mission critical systems financial and operational assessments, alternative communications, alternate business locations, bank and counter-party impact, regulatory reporting and the assurance of prompt access to funds and securities for our customers.

Varying Disruptions – Significant business disruptions can vary in their scope, such as emergencies affecting only a single building housing our Firm, the business district where our Firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our Firm or a building housing our Firm, we will transfer our operations to an emergency-ready local site, moving a select group of trained employees and expecting to recover and resume business within four hours. In a disruption affecting our business district, city, or region, we will move appropriate staff to a site outside of the affected area to be able to communicate with the custodian(s) on behalf of our clients. In either situation, we plan to continue in business, transferring operations to our clearing firm(s) if necessary.

Phillip M. Plant

(CRD# 364393)

Herndon Plant Oakley Ltd.

800 North Shoreline Blvd, Suite 2200

Corpus Christi, TX 78401

361-888-7611

March 18, 2025

This Brochure Supplement provides information about Phillip M. Plant (“Mr. Plant,” “Phil,” “his” or “him”) that supplements the Form ADV Part 2A Brochure of Herndon Plant Oakley Ltd. (“HPO” or “we”). You should have received a copy of HPO’s Brochure. Please contact us at 361-888-7611 or Elizabeth Ragan, Chief Compliance Officer at bragan@hpo.com if you did not receive HPO’s Brochure or if you have any questions about the contents of this supplement.

Additional information about Phillip M. Plant is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

Phillip “Phil” M. Plant

Mr. Plant was born in 1945.

He received a BBA in Economics from St. Mary’s University in 1970.

His business experience includes:

01/1998 – Present - Herndon Plant Oakley Ltd., Limited Partner / Designated Principal

11/2001 to Present - Herndon Plant Oakley Insurance Agency LC / Partner

03/2009 to Present - Springwater Advisors, LLC, Managing Member

10/1998 to Present – Herndon Plant Oakley Inc., Partner

Item 3 - Disciplinary Information

There is no material information or facts regarding any legal or disciplinary events that would be material to your evaluation of Phil’s integrity, or the investment advisory services provided by Phil through us.

Item 4 - Other Business Activities

Broker-Dealer Activities

Mr. Plant is registered with HPO to engage in broker-dealer activities. In his capacity as a registered representative and principal of HPO, Phil may either execute trades on behalf of customers of HPO, or oversee the execution of trades on their behalf. In our capacity as a broker-dealer, we may be used to execute portfolio transactions for investment advisory clients at the discretion of the client. These transactions will be conducted subject to proper, and customary, disclosure including but not limited to compensation received by us and Phil.

HPO and Phil, as a registered representative of HPO, may receive commissions when portfolio transactions are effected on your behalf. Notwithstanding the above, Phil may (i) charge an advisory fee and a ticket charge; (ii) receive a portion of the distribution and Rule 12b-1 fees from the issuers of a limited number of mutual funds that are utilized by advisory clients; and (iii) money market mutual funds, or comparable investments in which to hold cash reserves in your account by Phil is limited to certain investments. The selection includes a limited number of money-market, municipal money-market and government money-market funds, and the issuers of funds pay us a distribution fee in our capacity as a broker-dealer. Phil may receive a portion of this compensation in his capacity as an owner of HPO, and it is in addition to other fees, etc. received from client accounts.

As a result of the above-mentioned broker-dealer activities, a conflict of interest exists in that there may be an incentive if Phil recommends those securities which generate commissions for Phil, rather than based on the client's needs in non-wrap advisory accounts. Notwithstanding such conflict of interest, we address our fiduciary duty by maintaining oversight of Phil's activities to ensure he considers his advisory client's best interests.

Investment Advisory Activities

Mr. Plant is a managing member of Springwater Advisors, LLC, an investment adviser registered with the state of Texas. Springwater Advisors, LLC is affiliated by common ownership with HPO.

Insurance Activities

Phil Plant is a principal of HPO, which is also registered with the state of Texas as an insurance agency and broker and it is affiliated through common ownership with Herndon Plant Oakley Insurance Agency LC, which is also registered with the state of Texas as an insurance agency and broker.

Item 5 - Additional Compensation

Mr. Plant does not receive additional compensation from any third party for providing investment advisory services. However, as described above in the section titled "Other Business Activities," additional compensation may be earned by Mr. Plant as a result of his providing investment advisory services as follows:

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- In his capacity as a registered representative of HPO, Mr. Plant may earn brokerage commissions and compensation on non-wrap accounts. The amount of commissions paid by us to Mr. Plant will fluctuate based on his overall production.
 - Mr. Plant also earns commissions and compensation indirectly as a result of his ownership interest in HPO. That compensation is based on the overall profitability of HPO.
 - Mr. Plant receives compensation as a result of his ownership interest in the insurance company.

Item 6 - Supervision

Phil is supervised by Elizabeth Ragan, Chief Compliance Officer of HPO. Elizabeth Ragan can be contacted by phone at 361-888-7611. Under the supervision of Elizabeth Ragan, HPO monitors the advisory activities of Phil through:

- Review and approval of the opening of all new client accounts.
- Periodic and regular monitoring of trade activities.
- Periodic and regular monitoring of client correspondence, including email.
- Periodic and regular monitoring of his personal trading activities including any account over which Phil has direct or indirect beneficial interest.
- Periodic and regular monitoring of his outside business activities.
- Annual attestations of business and personal activities.

Additionally, HPO maintains policies and procedures and a Code of Ethics to guide the supervision of our advisory activities.

Item 7 – Requirements for State Registered Advisors

In addition to the disciplinary requirements listed above:

- A. Mr. Plant has not been involved in an award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices.
- B. Mr. Plant has not been involved in an award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices.

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- C. Please note that Mr. Plant has not been subject to an award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 nor has he been subject to an award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding. Notwithstanding the above, Mr. Plant is the Managing Manager of a limited liability company that filed for Chapter 7 bankruptcy protection in December of 2016. The action is currently pending.

Brent S. Holt

(CRD# 545897)

Herndon Plant Oakley Ltd.

800 North Shoreline Blvd, Suite 2200

Corpus Christi, TX 78401

361-888-7611

March 18, 2025

This Brochure Supplement provides information about Brent S. Holt (“Mr. Holt,” “Brent S. Holt,” “his” or “him”) that supplements the Form ADV Part 2A Brochure of Herndon Plant Oakley Ltd. (“HPO” or “we”). You should have received a copy of HPO’s Brochure. Please contact us at 361-888-7611 or Elizabeth Ragan, Chief Compliance Officer at bragan@hpo.com if you did not receive HPO’s Brochure or if you have any questions about the contents of this supplement.

Additional information about Brent S. Holt is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

Brent S. Holt

Mr. Holt was born in 1977.

Received a B.S. in Industrial Distribution from Texas A&M University in College Station -2000

His business experience includes:

12/2011 - Present - Herndon Plant Oakley, Ltd., Investment Advisor Representative

11/2007 – Present – Herndon Plant Oakley, Ltd., Registered Representative

07/2008 – Present - Herndon Plant Oakley Insurance Agency LC, Licensed Insurance Agent

01/2012 – 03/2023 – Oxbow Advisors, LLC, Investment Advisor Representative

09/2021 – Present – Springwater Advisors, LLC, Investment Advisor Representative

Item 3 - Disciplinary Information

There is no material information or facts regarding any legal or disciplinary events that would-be material to your evaluation of Mr. Holt’s integrity, or the investment advisory services provided by Mr. Holt through us.

Item 4 - Other Business Activities

Broker-Dealer Activities

Mr. Holt is registered with HPO to engage in broker-dealer activities. In his capacity as a registered representative of HPO, Mr. Holt may execute trades on behalf of customers of HPO. In our capacity as a broker-dealer, we may be used to execute portfolio transactions for investment advisory clients at the discretion of the client, these transactions will be conducted subject to proper, and customary, disclosure including but not limited to compensation received by us and Mr. Holt.

HPO and Mr. Holt, as a registered representative of HPO, may receive commissions when portfolio transactions are effected on your behalf. Notwithstanding the above, Mr. Holt may (i) charge an advisory fee and a ticket charge; (ii) receive a portion of the distribution and Rule 12b-1 fees from the issuers of a limited number of mutual funds that are utilized by advisory clients; and (iii) money market mutual funds, or comparable investments in which to hold cash reserves in your account by Mr. Holt is limited to certain investments. The selection includes a limited number of money-market, municipal money-market and government money-market funds, and the issuers of funds pay us a distribution fee in our capacity as a broker-dealer.

As a result of the above-mentioned broker-dealer activities, a conflict of interest exists in that there may be an incentive if Mr. Holt recommends those securities which generate commissions for Mr. Holt, rather than based on the client's needs in non-wrap advisory accounts.

Notwithstanding such conflict of interest, we address our fiduciary duty by maintaining oversight of Mr. Holt's to ensure he considers his advisory client's best interests.

Investment Advisory Activities

In addition to his affiliation with HPO as an advisory representative, Mr. Holt is also a registered advisory representative with Springwater Advisors, LLC, a state registered investment advisor.

As a result of the above-mentioned investment advisory activities, a conflict of interest exists with respect to the time Mr. Holt commits to either firm, and there may be differences in the fees generated. We also address our fiduciary duty by maintaining oversight of Mr. Holt's to ensure he considers his advisory client's best interests.

Insurance Agency Activities

HPO and its affiliate, Herndon Plant Oakley Insurance Agency LC ("HPO Insurance") is licensed as an insurance agency and broker in the state of Texas. Mr. Holt is a licensed insurance agent through HPO Insurance in the state of Texas, and has contracts and or appointments with various insurance companies. While Mr. Holt does not actively market insurance products to his advisory clients, to the extent insurance products are purchased through Mr. Holt by advisory clients, Mr. Holt and HPO Insurance will be paid a commission by the insurance company who issues the policy. This creates a conflict of interest as there may be an incentive for Mr. Holt to recommend insurance products based on the compensation received, rather than on your needs. Notwithstanding such conflict of interest, Mr. Holt does not generally utilize insurance products

as a part of his portfolio recommendations and insurance marketing activities represent less than 1% of his overall financial services activities. Finally, to the extent insurance products are sold to an advisory client, we address our fiduciary duty by utilizing insurance products only where it is in the best interest of clients, and after consultation with the client.

Item 5 - Additional Compensation

Mr. Holt does not receive additional compensation from any third party for providing investment advisory services. However, additional compensation may be earned by Mr. Holt as a result of his providing investment advisory services as follows:

- In his capacity as a registered representative of HPO, Mr. Holt may earn brokerage commissions and compensation on non-wrap accounts. The amount of commissions paid by us to Mr. Holt will fluctuate based on his overall production.
- In his capacity as a licensed insurance agent through HPO in the state of Texas, Mr. Holt may earn insurance commissions. The amount of commissions paid by us to Mr. Holt will fluctuate based on his overall production.
- In his capacity as an advisory representative of Springwater Advisors, Mr. Holt may earn compensation related to the accounts he manages. The amount of paid compensation to Mr. Holt will fluctuate based on his overall production.

Item 6 - Supervision

Mr. Holt is supervised by Elizabeth Ragan, Chief Compliance Officer of HPO. Elizabeth Ragan can be contacted by phone at 361-888-7611. Under the supervision of Elizabeth Ragan, HPO monitors the advisory activities of Mr. Holt through:

- Review and approval of the opening of all new client accounts.
- Periodic and regular monitoring of trade activities.
- Periodic and regular monitoring of client correspondence, including email.
- Periodic and regular monitoring of his personal trading activities including any account over which Mr. Holt has direct or indirect beneficial interest.
- Periodic and regular monitoring of his outside business activities; or
- Annual attestations of business and personal activities.

Additionally, HPO maintains policies and procedures and a code of ethics to guide the supervision of our advisory activities.

Item 7 – Requirements for State Registered Advisors

In addition to the disciplinary requirements listed above:

- A. Mr. Holt has not been involved in an award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking

of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices.

- B. Mr. Holt has not been involved in an award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices.
- C. Mr. Holt has not been the subject of a bankruptcy petition.