



**FIVE OCEANS  
ADVISORS**

# Five Oceans Advisors LLC

## Firm Brochure - Form ADV Part 2A

Version Date: 01/23/2026

*This brochure provides information about the qualifications and business practices of Five Oceans Advisors LLC. If you have any questions about the contents of this brochure, please contact us at (310) 525-5155 or by email at: [spencer.rand@fiveoceansadvisors.com](mailto:spencer.rand@fiveoceansadvisors.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.*

*Additional information about Five Oceans Advisors LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Five Oceans Advisors LLC's CRD number is: 308377. Registration as an investment adviser does not imply a certain level of skill or training.*



## Item 2: Material Changes

There have been no material changes since the most recent filing dated February 19, 2025.

### Future Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Five Oceans.

At any time, you may view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov> by searching for our firm name or by our CRD number 308377.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at 310-525-5155.



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## Item 4: Advisory Business

### A. Description of the Advisory Firm

Five Oceans Advisors LLC (hereinafter “Five Oceans”) is a Limited Liability Company organized in the State of California. The firm was formed in February 2020, and the principal owners are Marc Campbell and Chris Girbes. Five Oceans is dedicated to adding value through effective investment management, financial planning, tax and fee minimization, and estate planning advice. To best serve clients, Five Oceans is committed to minimizing potential conflicts of interest and providing transparent pricing.

The Firm offers coordination of predominantly evidence-based (index, or index-like) investment management services, with the use of active management and alternative investments when appropriate. Accustomed to servicing clients with complex estate planning and tax needs, Five Oceans provides wealth advisory oversight solutions aimed towards providing clients with actionable advice. Where appropriate, Five Oceans’ advisors will work with a client’s other advisors to ensure effective execution of suggested strategies. Prior to the rendering of any of the foregoing advisory services, clients are required to enter into one or more written agreements with Five Oceans setting forth the relevant terms and conditions of the advisory relationship (the “Agreement”).

### B. Types of Advisory Services

#### Investment Management Services

Five Oceans will typically assist clients in determining their investment objectives, risk tolerance, and cash flow needs, which are documented in an Investment Policy Statement and reviewed periodically. All portfolios are customized for each investor; albeit focused on planning first and evidence-based investing to effect the plan. The determination of a Five Oceans Advisors, LLC appropriate portfolio for each client is a function of current and future cash flow needs, risk tolerance, time horizon, terminal value (wealth transfer) goals, and modeled returns.

Five Oceans’ target clientele include taxable investors, thereby making tax efficiency a critical component of the portfolio construction process. The Firm employs a proactive use of asset location – seeking to place assets in the optimal location to minimize income tax implications and/or maximize estate tax effectiveness.



Five Oceans primarily allocates client assets among various investment strategies, with a strong bias for low-fee, tax advantaged investments typically embodied through a passive approach to the markets. However, where certain inefficiencies present themselves or the firm believes that a manager has an unusual advantage in a marketplace, Five Oceans may suggest and employ other strategies. Where appropriate, these strategies include the use of independent investment managers (“Independent Managers”), mutual funds, exchange traded funds (“ETFs”), or other listed securities, in accordance with the investment objectives of its individual clients. In addition, again, where appropriate, Five Oceans also recommends that qualifying clients invest in privately placed securities, which may include debt, structured products, equity and/or interests in unregistered, pooled investment vehicles (e.g., hedge funds) – please see Risk of Loss under Item 8. When requested, the Firm also provides advice about client-selected securities, legacy positions, or other investments held in client portfolios. Clients can engage Five Oceans to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plan and qualified tuition plans (i.e., 529 plans). In these situations, Five Oceans directs or recommends the allocations of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company, or the custodian designated by the product’s provider.

Five Oceans tailors its advisory services to meet the needs of its individual clients and continuously seeks to ensure that client portfolios are managed in a manner consistent with their specific investment profiles. Five Oceans consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other qualitative factors relevant to the management of their portfolios. Clients of Five Oceans are advised to promptly notify Five Oceans if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if Five Oceans determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm’s management efforts.

### **Wealth Advisory Oversight Services**

Five Oceans believes effective wealth planning is just as important as asset management. Accordingly, in addition to its investment management offering, where appropriate, Five Oceans also provides clients with integrated wealth advisory oversight services, which can include general oversight and guidance on any or all of the following services, among others:

- General Financial Oversight
- Retirement Planning
- Tax and Cash Flow Planning



- Insurance Analysis and Review
- Wealth Transfer and Estate Planning
- Investment Planning
- Investment Management
- Concentrated Wealth Strategies
- Education Planning
- Family Governance
- Investment Management
- Philanthropy

In performing these services, Five Oceans is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information.

Five Oceans recommends the services of itself or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if clients engage Five Oceans to provide additional fee-based services (e.g., custom reporting, or special projects). Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by Five Oceans under a wealth advisory oversight engagement or to engage the services of any such recommended professionals, including Five Oceans itself. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Five Oceans' previous recommendations and/or services.

### **Use of Independent Managers**

As mentioned above, where appropriate, Five Oceans allocates client assets to certain Independent Managers to manage those assets. The specific terms and conditions, including payment of separately managed fees under which a client engages an Independent Manager are set forth in a separate written agreement between the designated Independent Manager and either Five Oceans or the client. In addition to this brochure, clients also receive the written disclosure documents of the designated Independent Managers engaged to manage their assets.

When employed, Five Oceans evaluates various information about the Independent Managers it chooses to manage client portfolios, which include, as appropriate, the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. Five Oceans also



takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

Five Oceans continues to provide services relative to the discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. Five Oceans seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

### **C. Client Tailored Services and Client Imposed Restrictions**

Five Oceans will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by Five Oceans on behalf of the client. Five Oceans may use model allocations, together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may not impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

### **D. Wrap Fee Programs**

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. Five Oceans does not participate in any wrap fee programs. Although Five Oceans does not manage or sponsor a wrap fee program, Five Oceans may recommend an independent manager that may sponsor or manage a wrap fee program. The independent manager may advise client accounts via a wrap fee program that will be disclosed in each independent manager's wrap fee program brochure.

### **E. Assets Under Management**

As of January 2026 Five Oceans maintains \$440,475,287 in discretionary assets under management, and \$15,717,150 in non-discretionary assets under management.



## Item 5: Fees and Compensation

### A. Fee Schedule

Five Oceans offers its services on a fee basis, which includes fees based upon assets under management or fixed fees, depending on the client relationship.

#### Fees

Clients generally pay 1.00% (100 basis points) based on the market value of the assets being managed by the Firm, although that amount may be higher or lower depending on various circumstances. Although Five Oceans does not have a minimum account size, it may set a fixed fee based on client situations and as a result, the fixed fee may cause our typical 100 basis points to be higher. Fixed fees, as well as AUM fees, are based on various factors such as investable assets, administration, reporting, oversight, financial planning, estate planning, client complexity as well as assets under advisement. The amount of Five Oceans' minimum fee is \$625 (i.e., \$2,500

÷ 4), each quarter. Fixed fees will increase by 3% annually. The annual fee for Five Oceans' services is prorated and typically is charged in advance on a quarterly basis, with the exception of Betterment clients in which case the fee is charged in arrears.

#### Fee Discretion

Five Oceans, in its sole discretion, may negotiate to charge a greater or lesser fee based upon certain criteria, such as the complexity of the client's portfolio, the level of expertise required to service the account, the staff time involved in servicing the account, potential value added to the client for the services to be provided, pre-existing client relationships, anticipated future additional assets, dollar amount of assets to be managed, account retention and pro bono activities among other factors. Related client accounts may be aggregated for purposes of calculating fees. Five Oceans may waive its advisory fee at any time when it deems it appropriate and/or necessary. Clients may terminate the agreement without penalty for a full refund of Five Oceans' fees within five business days of signing the Investment Advisory Agreement. Thereafter, clients may terminate the Investment Advisory Agreement immediately upon written notice.

#### Use of Margin

Where appropriate, Five Oceans is authorized to use margin in the management of the client's investment portfolio. In these cases, the fee payable will be assessed gross of margin such that the market value of the client's account and corresponding fee payable by the client to Five Oceans will be increased.



## B. Payment of Fees

### Payment of Fees

Clients generally provide Five Oceans and/or the Independent Managers with the authority to directly debit their accounts for payment of the Firm's advisory fees. The Financial Institutions that act as qualified custodian for client accounts have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Five Oceans. Alternatively, clients may elect to have Five Oceans send them an invoice for direct payment.

Fees for selection of Betterment LLC as third-party adviser are withdrawn directly from the client's accounts with client's written authorization by Betterment LLC. Betterment LLC will then pay Five Oceans the portion of the fee earned. Betterment LLC's fees are paid quarterly in arrears. These fees are negotiable.

The timing, frequency, and method of paying fees for selection of third-party managers will depend on the specific third-party adviser selected.

## C. Client Responsibility for Third Party Fees

In addition to the advisory fees paid to Five Oceans, clients bear certain charges that are imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), margin costs, reporting charges, 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. Five Oceans' brokerage practices are described at length in Item 12 below.

## D. Prepayment of Fees

The annual fee for Five Oceans' services is prorated and typically is charged in advance on a quarterly basis, with the exception of Betterment clients in which case the fee is charged in arrears. In the event the Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding balance is charged to the client, as appropriate, or any prospective payment in excess of the prorated portion is credited to the client's account.



## E. Outside Compensation for the Sale of Securities to Clients

Neither Five Oceans nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

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

## Item 7: Types of Clients

Five Oceans generally provides advisory services to the following types of clients: Individuals, trusts, estates, family entities, charitable organizations, business/corporations and other business entities.

## Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

### A. Methods of Analysis and Investment Strategies

#### Methods of Analysis & Investment Strategies

Five Oceans' methods of analysis include Modern portfolio theory.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various assets.

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



## B. Material Risks Involved

### Methods of Analysis

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

### Investment Strategies

Five Oceans predominantly allocates client assets to passive or quasi-passive (tax enhanced) strategies utilizing publicly traded securities such as ETFs and mutual funds, or one or more portfolios of liquid securities that are professionally managed. Nevertheless, individual client circumstances may dictate the use of other types of securities, actively managed portfolios, or alternative investments.

**Selection of Other Advisers:** Although Five Oceans will seek to select only money managers who will invest clients' assets with the highest level of integrity, Five Oceans' selection process cannot ensure that money managers will perform as desired, and Five Oceans will have no control over the day-to-day operations of any of its selected money managers. Five Oceans would not necessarily be aware of certain activities at the underlying money manager level, including without limitation a money manager's engaging in unreported risks, investment "style drift" or even regulatory breaches or fraud.

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

## C. Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

**Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.



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, 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. 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, and credit and default risks 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.

**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). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Risks in investing in ETFs include trading risks, liquidity and shutdown risks, risks associated with a change in authorized participants and non-participation of authorized participants, risks that trading price differs from indicative net asset value (iNAV), or price fluctuation and disassociation from the index being tracked. With regard to trading risks, regular trading adds cost to your portfolio thus counteracting the low fees that one of the typical benefits of ETFs. Additionally, regular trading to beneficially “time the market” is difficult to achieve. Even paid fund managers struggle to do this every year, with the majority failing to beat the relevant indexes. With regard to liquidity and shutdown risks, not all ETFs have the same level of liquidity. Since ETFs are at least as liquid as their underlying assets, trading conditions are more accurately reflected in implied liquidity rather than the average daily volume of the ETF itself. Implied liquidity is a measure of what can potentially be traded in ETFs based on its underlying assets. ETFs are subject to market volatility and the risks of their underlying securities, which may include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments (as applicable). Foreign securities in particular are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets. ETFs that target a small universe of securities, such as a specific region or market sector, are generally subject to greater market volatility, as well as to the specific risks associated with that sector, region, or other focus. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. The return of an index ETF is usually different from that of the index it tracks because of fees, expenses, and tracking error. An ETF may trade at a premium or discount to its net asset value (NAV) (or indicative value in the case of exchange-traded notes). The degree of liquidity can vary significantly from one ETF to another, and losses may be magnified if no liquid market exists for the ETF's shares when attempting to sell them. Each ETF has a unique risk profile, detailed in its prospectus, offering circular, or similar material, which should be considered carefully when making investment decisions.



Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Annuities are a retirement product for those who may have the ability to pay a premium now and want to guarantee they receive certain monthly payments or a return on investment later in the future. Annuities are contracts issued by a life insurance company designed to meet requirement or other long-term goals. An annuity is not a life insurance policy. Variable annuities are designed to be long-term investments, to meet retirement and other long-range goals. Variable annuities are not suitable for meeting short-term goals because substantial taxes and insurance company charges may apply if you withdraw your money early. Variable annuities also involve investment risks, just as mutual funds do.

Private placements carry a substantial risk as they are subject to less regulation than are 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.

Venture capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

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

## Item 9: Disciplinary Information

### A. Criminal or Civil Actions

There are no criminal or civil actions to report.



## **B. Administrative Proceedings**

There are no administrative proceedings to report.

## **C. Self-regulatory Organization (SRO) Proceedings**

There are no self-regulatory organization proceedings to report.

# **Item 10: Other Financial Industry Activities and Affiliations**

## **A. Registration as a Broker/Dealer or Broker/Dealer Representative**

Neither Five Oceans nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

## **B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor**

Neither Five Oceans nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

## **C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

Neither Five Oceans nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

## **D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**



Five Oceans may direct clients to third-party investment advisers to manage all or a portion of the client's assets. Clients will pay third-party investment advisers to which it directs those clients. This relationship will be memorialized in each contract between Five Oceans and each third-party advisor. The fees will not exceed any limit imposed by any regulatory agency. Five Oceans will always act in the best interests of the client, including when determining which third-party investment adviser to recommend to clients. Five Oceans will ensure that all recommended advisers are licensed, or notice filed in the states in which Five Oceans is recommending them to clients.

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

### **A. Code of Ethics**

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

### **B. Recommendations Involving Material Financial Interests**

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

### **C. Investing Personal Money in the Same Securities as Clients**

From time to time, representatives of Five Oceans may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Five Oceans to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. Five Oceans will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.



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

From time to time, representatives of Five Oceans may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Five Oceans to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Five Oceans will never engage in trading that operates to the client's disadvantage if representatives of Five Oceans buy or sell securities at or around the same time as clients.

### **Item 12: Brokerage Practices**

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

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

Five Oceans recommends Schwab Institutional, a division of Charles Schwab & Co., Inc., and Betterment Securities LLC.

##### **1. Research and Other Soft-Dollar Benefits**

While Five Oceans has no formal soft dollars program in which soft dollars are used to pay for third party services, Five Oceans may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). Five Oceans may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client's transactions paid for it, and Five Oceans does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. Five Oceans benefits by not having to produce or pay for the research, products or services, and Five Oceans will have an incentive to recommend a broker-dealer based on



receiving research or services. Clients should be aware that Five Oceans' acceptance of soft dollar benefits may result in higher commissions charged to the client.

## 2. Brokerage for Client Referrals

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

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

Five Oceans may permit clients to direct it to execute transactions through a specified broker-dealer. If a client directs brokerage, then the client will be required to acknowledge in writing that the client's direction with respect to the use of brokers supersedes any authority granted to Five Oceans to select brokers; this direction may result in higher commissions, which may result in a disparity between free and directed accounts; and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisers allow their clients to direct brokerage.

## B. Aggregating (Block) Trading for Multiple Client Accounts

Five Oceans may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading, or block trading and is used by our firm when we believe such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

## Item 13: Review of Accounts

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

All client accounts for Five Oceans' wealth advisory services provided on an ongoing basis are reviewed at least Quarterly by Spencer Rand, CCO, with regard to clients' respective investment policies and risk tolerance levels. All accounts at Five Oceans are assigned to this reviewer.



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

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

## **C. Content and Frequency of Regular Reports Provided to Clients**

Each client of Five Oceans' advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

# **Item 14: Client Referrals and Other Compensation**

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

Five Oceans receives access to Schwab's institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. For Five Oceans client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to Five Oceans other products and services that benefit Five Oceans but may not benefit its clients' accounts. These benefits may include national, regional or Five Oceans specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of Five Oceans by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist Five Oceans in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts, if applicable), provide research, pricing



information and other market data, facilitate payment of Five Oceans' fees from its clients' accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of Five Oceans' accounts. Schwab Advisor Services also makes available to Five Oceans other services intended to help Five Oceans manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to Five Oceans by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Five Oceans. Five Oceans is independently owned and operated and not affiliated with Schwab.

## B. Compensation to Non – Advisory Personnel for Client Referrals

Five Oceans does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

## Item 15: Custody

Five Oceans generally does not have physical custody of client funds or securities, with the exception of debiting advisory fees. However, Five Oceans is deemed to have custody over the assets in the accounts from which clients utilizing our bill pay service have granted us access. In this instance, a surprise custody examination is performed by an independent Public Company Accounting Oversight Board auditor.

The Adviser also offers 401(k) Management Services to certain Clients and maintains the Client's credentials (log-in information) to the held-away assets. Due to the service, the Adviser is deemed to have custody of the account(s) for which it was credentials. As regulations require, an independent public accountant that is both registered and subject to regular inspection by the Public Company Accounting Oversight Board performs a surprise custody examination.

When advisory fees are deducted directly from client accounts at client's custodian, Five Oceans will be deemed to have limited custody of client's assets

For Client accounts in which Adviser directly debits their advisory fee:

- Each investment management Client establishes a custodial relationship with an independent bank or brokerage firm and opens an investment account in the client's name that is managed by the Adviser.
- Adviser will send a copy of the invoice to the custodian.
- The custodian will send at least quarterly statements to the Client showing all disbursements for the account, including the amount of the advisory fee.
- The Client will provide written authorization to Adviser, permitting them to be paid directly for their accounts held by the custodian.



Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains the Client's investment assets. Clients should carefully review such statements and compare such official custodial records to the account statements or reports we may provide.

## **Item 16: Investment Discretion**

Five Oceans provides discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, Five Oceans generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share.

## **Item 17: Voting Client Securities (Proxy Voting)**

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

## **Item 18: Financial Information**

### **A. Balance Sheet**

Five Oceans neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.



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

Neither Five Oceans nor its management has any financial condition that is likely to reasonably impair Five Oceans' ability to meet contractual commitments to clients.

### **C. Bankruptcy Petitions in Previous Ten Years**

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