

Oyster Creek Capital LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Oyster Creek Capital LLC. If you have any questions about the contents of this brochure, please contact us at (804)753-7223 or by email at: info@oystercreekcap.com. The information in this brochure has not been approved or verified by any state securities authority. Oyster Creek Capital LLC is registered as an investment adviser in the Commonwealth of Virginia and other applicable state jurisdictions.

Additional information about Oyster Creek Capital LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Oyster Creek Capital LLC's CRD number is: 339119.

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Registration as an investment adviser does not imply a certain level of skill or training.

Version Date: 04/01/2026

Item 2: Material Changes

Oyster Creek Capital LLC updated and added specific language to ensure alignment between the firms agreements and the ADV. It also added language to align with specific requirements for the state of California. Finally, updated the firm's phone number.

Item 3: Table of Contents

Item 1: Cover Page	
Item 2: Material Changes.....	ii
Item 3: Table of Contents.....	iii
Item 4: Advisory Business.....	2
Item 5: Fees and Compensation.....	4
Item 6: Performance-Based Fees and Side-By-Side Management.....	5
Item 7: Types of Clients.....	5
Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss.....	5
Item 9: Disciplinary Information.....	8
Item 10: Other Financial Industry Activities and Affiliations.....	8
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	9
Item 12: Brokerage Practices.....	10
Item 13: Review of Accounts.....	12
Item 14: Client Referrals and Other Compensation.....	13
Item 15: Custody.....	13
Item 16: Investment Discretion.....	13
Item 17: Voting Client Securities (Proxy Voting).....	13
Item 18: Financial Information.....	14
Item 19: Requirements For State Registered Advisers.....	14

Item 4: Advisory Business

A. Description of the Advisory Firm

Oyster Creek Capital LLC (hereinafter “Oyster Creek”) is a Limited Liability Company organized in the State of Virginia. The firm was formed in September 2025, and the principal owner is Kevin Patrick Hussey. Oyster Creek Capital LLC became registered as an investment adviser in the State of Virginia in March 2026.

B. Types of Advisory Services

Subadviser Services

Oyster Creek provides advisory and sub-advisory services through an investment program focused on structured debt instruments, including structured notes and structured warrants issued primarily by major banking institutions in the United States, the European Union, and other jurisdictions (the “Investment Program”). The Investment Program is designed to deliver risk-adjusted returns while simplifying the complexities typically associated with structured products.

Oyster Creek employs both qualitative and quantitative methods in managing structured product investments. The firm exercises discretionary authority to purchase and sell structured debt instruments on behalf of clients throughout the full lifecycle of these investments. The process generally includes:

- (a) an initial review and analysis of existing holdings;
- (b) the sale of current positions and acquisition of new structured debt instruments in the primary and secondary markets to align portfolios with a designated composite; and
- (c) ongoing portfolio management to maintain alignment with the composite over the duration of the engagement, whether indefinite or for a specified term.

Oyster Creek manages assets using three distinct composites which are reported monthly upon request:

- **US Equity Income Composite:** Focused on generating income through auto-callable yield notes linked to broad U.S. equity indices and ETFs. Investments are made in both primary and secondary markets using a rules-based ladder schedule.
- **US Equity Growth and Opportunity Composite:** Designed to capture growth opportunities through structured notes that may incorporate leverage, defined outcome payouts, or exotic profiles. This strategy invests during opportunistic market conditions within a 30-day window, targeting U.S. equity indices and ETFs.

- **US Equity Hedged Growth Composite:** Seeks absolute returns and hedging benefits through structured notes tied to U.S. equity indices and ETFs. Investments follow a rules-based ladder schedule in both primary and secondary markets.

Performance for these composites is reported monthly and available upon request. Due to the opportunistic nature of the strategy and external factors (e.g., market closures), client assets may be temporarily held in cash or money market accounts for up to 30 days. If assets remain in cash beyond 30 days, Oyster Creek may refund advisory fees for that period. Such refunds do not affect composite-level performance reporting.

In addition to composite strategies, Oyster Creek offers bespoke investment services tailored to individual client objectives. These accounts may involve one-off transactions in structured debt securities tied to exotic indices or individual securities. Because of their customized nature, these accounts are excluded from composite reporting, and performance data is not publicly disclosed.

The firm provides discretionary investment management services. Oyster Creek Capital LLC has authority to make investment decisions on behalf of clients without obtaining prior client consent for each transaction.

All transactions are executed through the client's designated custodian. The firm does not have authority to withdraw client funds or securities, except for the deduction of advisory fees as authorized by the client.

Services Limited to Specific Types of Investments

Oyster Creek generally limits its investment advice to structured notes. Oyster Creek may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

Oyster Creek offers the same suite of services to all of its clients. However, specific client investment strategies and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels). 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 and transaction costs. Oyster Creek does not participate in wrap fee programs.

E. Assets Under Management

Oyster Creek has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	January 2026

Item 5: Fees and Compensation

A. Fee Schedule

Subadviser Services Fees

Oyster Creek acts as a subadviser to unaffiliated third-party advisers. The notice of termination requirement and payment of fees for subadviser services will depend on the specific third-party investment adviser engaging Oyster Creek as subadviser. This relationship will be memorialized in each contract between Oyster Creek and each third-party adviser. The unaffiliated third-party adviser will pay Oyster Creek an asset under management fee. The annual advisory fee for the accounts shall be 0.50% on all assets in the Accounts. The fee may be applied on a flat basis or in a tiered structure. A tiered structure means the 0.50% rate is applied to the assets within each tier rather than to the entire portfolio as a single rate; however, the fee rate does not exceed 0.50%. The final fee schedule will be memorialized in the client's agreement. Fees are non-negotiable. Oyster Creek Capital LLC believes its advisory fees are reasonable considering the services provided, the firm's experience, and the sophistication of its clients. Similar services may be available from other investment advisers at lower or higher fees.

B. Payment of Fees

Payment of Subadviser Fees

Subadviser fees may be withdrawn from clients' accounts or clients may be invoiced for such fees, as disclosed in each contract between Oyster Creek and the applicable third-party adviser. Fees are can be collected on either a quarterly or monthly basis and may be paid in advance or arrears. Fees are calculated as a percentage of assets under management and are deducted directly from client accounts by the qualified custodian, pursuant to client authorization.

C. Client Responsibility For Third Party Fees

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

D. Prepayment of Fees

Oyster Creek may collect fees in advance or in arrears. Refunds for fees paid in advance but not yet earned will be refunded on a prorated basis and returned within fourteen days to the client via check, or return deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination. (*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

E. Outside Compensation For the Sale of Securities to Clients

Neither Oyster Creek nor its supervised persons accept any compensation for the sale of securities or other 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

Oyster Creek 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. The firm does not engage in side-by-side management.

Item 7: Types of Clients

Oyster Creek generally provides advisory services to Other Investment Advisers.

There is no account minimum for any of Oyster Creek's services. The only requirement for opening or maintaining an account is that the client's advisory agreement remains in good standing.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

Oyster Creek's methods of analysis include Fundamental analysis, Modern portfolio theory, Quantitative analysis and Technical analysis.

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

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 asset.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Qualitative analysis focus on exploring and understanding non-numerical data, such as opinions, behaviors, and experiences. These methods use techniques like observations and content analysis to identify patterns.

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

Investment Strategies

Oyster Creek uses long term trading.

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

B. Material Risks Involved

Methods of Analysis

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

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.

Quantitative analysis Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models,

the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Qualitative analysis carries several risks, including subjectivity in data interpretation, which can lead to inconsistent results. Because it relies on non-numerical data such as opinions and observations, findings may lack generalizability and be difficult to replicate. Additionally, qualitative methods often require significant time and resources for data collection and analysis, and results can be influenced by perspective.

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

Interest rate is the risk that changes in interest rates will negatively affect the value of fixed-income securities.

Economic risk refers to the possibility that broader economic conditions—such as recessions, inflation, or changes in economic policy—may negatively impact investment performance.

Market risk is the risk that the value of securities may decline due to general market conditions or volatility.

Political/regulatory risk is the risk that changes in laws, regulations, or government policy may adversely affect investments.

Liquidity risk is the risk that a security may not be easily sold at or near its perceived value, which may result in delays or losses when converting investments to cash.

Credit risk is the risk that an issuer of a debt security may be unable to meet its financial obligations, potentially resulting in loss of principal or interest. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Investment Strategies

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

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 are not guaranteed or insured by the FDIC or any other government agency.

Structured notes are debt securities issued by financial institutions with performance linked to an underlying index or indices. Specifically, the return is typically based on a single equity, a basket of equities, equity indices, interest rates, commodities, or foreign currencies. The performance of a structured note is linked to the performance of the underlying investment, so risk factors applicable to that investment will also apply to the structure note. Investing in structured notes also carries liquidity risk, credit risk, and market risk. There is also the risk of capital loss and additional complexity beyond more direct investment in the underlying asset.

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 Oyster Creek 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 Oyster Creek 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

Kevin Patrick Hussey owns real estate/rental business through Oyster Creek Holdings LLC. Oyster Creek Capital does not solicit its clients, or the clients of third-party investment advisers for whom it serves as a sub-adviser, to utilize the services of Oyster Creek Holdings LLC. Oyster Creek Capital only solicits and advertises to registered investment advisers and does not solicit individual investors. Because the firm does not refer clients to Oyster Creek Holdings LLC, no related conflicts of interest arise.

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

Oyster Creek does not utilize nor select third-party investment advisers.

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

A. Code of Ethics

Oyster Creek Capital LLC is a fee-only investment adviser and does not receive commissions or other compensation related to the sale of securities. Oyster Creek 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. Oyster Creek's Code of Ethics is available free upon request to any client or prospective client. The firm acts in a fiduciary capacity and in the best interests of its clients.

B. Recommendations Involving Material Financial Interests

Oyster Creek does not recommend that clients buy or sell any security in which a related person to Oyster Creek or Oyster Creek has a material financial interest. If such a material financial interest were to exist in the future, Oyster Creek would disclose the conflict to clients in advance so that clients are aware of the issue before any recommendation is made.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of Oyster Creek may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Oyster Creek 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. While Oyster Creek will not discuss with clients each specific instance of trading similar securities, the firm will document internally any transactions that could be construed as conflicts of interest. Moreover, Oyster Creek will, consistent with its fiduciary duty, act in the clients' best 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 Oyster Creek may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Oyster Creek 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. While Oyster Creek will not discuss with clients each specific instance of trading at or around the same time as clients, the firm will document internally any transactions that would be construed as conflicts of interest. Moreover, Oyster Creek will, consistent with its fiduciary duty, act in the clients' best interest and will never engage in trading that operates to the client's disadvantage when representatives of Oyster Creek 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 Oyster Creek's 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 Oyster Creek 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 Oyster Creek's research efforts. Oyster Creek will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian. Oyster Creek Capital LLC does not maintain custody of client funds or securities.

Oyster Creek recommends Altruist or Charles Schwab.

1. Research and Other Soft-Dollar Benefits

While Oyster Creek has no formal soft dollars program in which soft dollars are used to pay for third party services, Oyster Creek may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions ("soft dollar benefits"). Oyster Creek 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 Oyster Creek does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. Oyster Creek benefits by not having to produce or pay for the research, products or services, and Oyster Creek will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that Oyster Creek's acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. Brokerage for Client Referrals

Oyster Creek 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

Oyster Creek will recommend that clients use a specific broker-dealer to execute transactions. By directing brokerage, Oyster Creek may be unable to achieve most favorable execution of client transactions which could cost clients money in trade execution. Not all advisers require or allow their clients to direct brokerage. The firm does not maintain custody of client funds or securities.

B. Aggregating (Block) Trading for Multiple Client Accounts

If Oyster Creek buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single

transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, Oyster Creek would place an aggregate order with the broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy. Oyster Creek would determine the appropriate number of shares and select the appropriate brokers consistent with its duty to seek best execution, except for those accounts with specific brokerage direction (if any).

Additionally, if Oyster Creek does not aggregate securities in a single transaction for multiple clients when buying or selling the same securities on behalf of more than one client, then Oyster Creek may be unable to achieve most favorable execution of client transactions, which could cost clients money in trade execution.

Item 13: Review of Accounts

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

All client accounts for Oyster Creek 's advisory services provided on an ongoing basis are reviewed at least annually by Kevin Patrick Hussey, President and Chief Compliance Officer, with regard to clients' respective investment policies and risk tolerance levels. All accounts at Oyster Creek 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 Oyster Creek 's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and fees. This written report will come from the custodian.

Oyster Creek will also provide at least quarterly/monthly a separate written statement to the client, which will include the formula used to calculate the fee, the time period covered by the fee, and the amount of assets under management on which the fee was based.

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)

Oyster Creek does not utilize sub-advisers. Oyster Creek receives compensation via its arrangement with its unaffiliated investment advisers and the soft dollar benefits as described in Item 12 above. The firm does not receive compensation from any underlying sub-advisers or other third parties for providing investment advice.

B. Compensation to Non - Advisory Personnel for Client Referrals

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

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, Oyster Creek will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Clients will also receive statements from Oyster Creek and are urged to compare the account statements they received from custodian with those they received from Oyster Creek.

Item 16: Investment Discretion

Oyster Creek 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, Oyster Creek 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. Clients with discretionary accounts will execute a limited power of attorney to evidence discretionary authority. Clients cannot impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

Item 17: Voting Client Securities (Proxy Voting)

Oyster Creek 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.

If clients have questions about any solicitation they receive, they may contact Oyster Creek directly for clarification using the contact information provided on the cover page of this Brochure.

Item 18: Financial Information

A. Balance Sheet

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

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

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

C. Bankruptcy Petitions in Previous Ten Years

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

Item 19: Requirements For State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

Oyster Creek currently has only one management person: Kevin Patrick Hussey. Education and business background can be found on the individual's Form ADV Part 2B brochure supplement.

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

Other business activities for each relevant individual can be found on the Form ADV Part 2B brochure supplement for each such individual.

C. Calculation of Performance-Based Fees and Degree of Risk to Clients

Oyster Creek 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.

D. Material Disciplinary Disclosures for Management Persons of this Firm

There are no civil, self-regulatory organization, or arbitration proceedings to report under this section.

E. Material Relationships That Management Persons Have With Issuers of Securities (If Any)

Neither Oyster Creek Capital nor any of its management persons has any relationship or arrangement with any issuer of securities. If such a relationship or arrangement were to arise in the future, the firm would provide full disclosure to clients prior to offering any related investment advice.