

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1**

OMB APPROVAL

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Name of Investment Adviser:

BPV Wealth Management, LLC

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code: Telephone Number:

9202 South Northshore Drive, Suite 300**Knoxville****TN****37922****(865) 862-4942**

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

**Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.**

FORM ADV**Part II - Page 2**

Applicant:

BPV Wealth Management, LLC

SEC File Number:

801-70613

Date:

October 1, 2009**1. A. Advisory Services and Fees.** (check the applicable boxes)For each type of service provided, state the approximate % of total advisory billings from that service.
(See instruction below.)**Applicant:**

- | | | | |
|-------------------------------------|-----|---|------------------|
| <input checked="" type="checkbox"/> | (1) | Provides investment supervisory services | <u>90%</u> |
| <input type="checkbox"/> | (2) | Manages investment advisory accounts not involving investment supervisory services | <u> % </u> |
| <input checked="" type="checkbox"/> | (3) | Furnishes investment advice through consultations not included in either service described above | <u>10%</u> |
| <input type="checkbox"/> | (4) | Issues periodicals about securities by subscription | <u> % </u> |
| <input type="checkbox"/> | (5) | Issues special reports about securities not included in any service described above | <u> % </u> |
| <input type="checkbox"/> | (6) | Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | <u> % </u> |
| <input type="checkbox"/> | (7) | On more than an occasional basis, furnishes advice to clients on matters not involving securities | <u> % </u> |
| <input type="checkbox"/> | (8) | Provides a timing service | <u> % </u> |
| <input type="checkbox"/> | (9) | Furnishes advice about securities in any manner not described above | <u> % </u> |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?Yes ☒ No ☐**C.** Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

FORM ADV**Part II - Page 3**

Applicant:

BPV Wealth Management, LLC

SEC File Number:

801- **70613**

Date:

October 1, 2009**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | J. Futures contracts on: |
| | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> C. Corporate debt securities
(other than commercial paper) | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> (1) real estate |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (2) oil and gas interests |
| | <input type="checkbox"/> (3) other (explain on Schedule F) |
| G. Investment company securities: | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input type="checkbox"/> (1) variable life insurance | |
| <input type="checkbox"/> (2) variable annuities | |
| <input type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input type="checkbox"/> Charting | (4) <input type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the
Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered
options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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Applicant:

BPV Wealth Management, LLC

SEC File Number:

801-70613

Date:

October 1, 2009**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes No
☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes No
☐ ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

BPV Wealth Management, LLC

SEC File Number:

801- 70613

Date:

October 1, 2009

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Carol Johnson, Financial Planner and Fred Lee, Wealth Advisor, of BPV Wealth Management, LLC will review all managed accounts. All managed accounts are reviewed in detail at least quarterly, but interim reviews may be triggered by a number of factors. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. In addition, the portfolio of recommended securities is reviewed, in aggregate, on a daily basis. Any perceived need for change is then considered for each client portfolio on an individual basis.

Clients who only retain BPV Wealth Management, LLC for Financial Planning receive a written financial plan, and may further retain BPV for several updates of the plan.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, BPV Wealth Management, LLC provides a quarterly report for each client. This report generally includes a summary of portfolio holdings, performance and asset allocation. Other reports are available as needed or requested by the client.

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Applicant:

BPV Wealth Management, LLC

SEC File Number:

801-70613

Date:

October 1, 2009**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

(1) securities to be bought or sold?

Yes No

☒ ☐

(2) amount of the securities to be bought or sold ?

Yes No

☒ ☐

(3) broker or dealer to be used ?

Yes No

☒ ☐

(4) commission rates paid?

Yes No

☒ ☐

B. Does applicant or a related person suggest brokers to clients?

Yes No

☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?

Yes No

☒ ☐

B. directly or indirectly compensates any person for client referrals?

Yes No

☐ ☒

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?

Yes No

☐ ☒**Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).**

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
BPV Wealth Management, LLC	801- 70613	October 1, 2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: BPV Wealth Management, LLC		IRS Empl. Ident. No.: 27-0187390
Item of Form (identify)	Answer	
1.D	<p>SERVICES</p> <p>BPV Wealth Management, LLC (hereinafter "BPV"), provides Comprehensive Financial Planning and Portfolio Management services. Ancillary services, such as certain facets of Trust Management, Private Banking and Business Consultation services are also available. BPV's objective is to provide consistent returns with minimal downside volatility, avoid significant losses, minimize taxes and provide needed liquidity. BPV's approach is to help each client individually establish and then meet specific goals, while staying within the risk tolerance level indicated by each client. BPV accomplishes this by spending focused time with each client, asking questions, and discussing alternative ideas with the client.</p> <p><u>Portfolio Management</u></p> <p>At the beginning of the relationship, BPV meets with the new client, gathers information, and performs research and analysis as necessary. This process results in the establishment of investment objectives which are presented in summary form to the client. It's common for these objectives to be revised or updated over time. In some instances, these changes are made in writing; in others, they are agreed to verbally.</p> <p>BPV further assists its clients in implementing their investment activities by managing portfolios, most often on a discretionary basis. Under such an arrangement, BPV has the authority to supervise and direct the portfolio without prior consultation with the client.</p> <p>In managing the clients' portfolios, BPV provides its clients with access to its proprietary portfolio management skills and a variety of alternative investments including private equity, distressed debt and hedge funds. Based upon the client's investment objectives, BPV utilizes a variety of investments to construct a portfolio designed to meet each client's needs. The portfolio is constructed with non-correlated asset classes to create a diversified portfolio designed to withstand harsh economic environments and grow over time. These non-correlated assets may consist of but not be limited to equities, treasuries, and commodities. Based on changing market conditions, the composition of the non-correlated assets and their relative weightings may change. The strategy is generally executed by investing in Exchange Traded Funds (ETFs) designed to track the major indices of the non-correlated assets.</p> <ul style="list-style-type: none"> • Equity exposure is created by investing in ETFs which are designed to track a combination of domestic and international indices. Domestic equity exposure is designed to capture a combination of large cap growth, large cap value, small cap growth, and small cap value indices; while the international equity exposure is designed to capture both emerging and diversified international markets. • Treasury exposure is created by investing in ETFs which are designed to track treasuries of various durations. • Commodity exposure is created by investing in ETFs which are designed to track the prices of a variety of commodities including but not limited to metals, energy and agriculture. • Alternative investment exposure is achieved by investing in a variety of alternative investments including private equity, distressed debt and hedge funds that include 	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
BPV Wealth Management, LLC	801- 70613	October 1, 2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: BPV Wealth Management, LLC	IRS Empl. Ident. No.: 27-0187390
Item of Form (identify)	Answer
1.D Continued	<p>both affiliated and external funds. Access to external funds is made possible through relationships that BPV professionals have cultivated over time. In addition, BPV clients may invest in two private funds affiliated with BPV through common ownership. Please see Item 9B for further information.</p> <p>Clients have the right to impose certain restrictions on BPV, such as prohibiting the inclusion of certain types of stocks (e.g., “sin stocks”) in a portfolio or prohibiting the sale of certain stocks held in the account at the commencement of the relationship. Such restrictions and guidelines imposed by clients affect the composition and performance of portfolios. Certain investments (such as private funds) may require additional consent from the client. In addition, each client’s portfolio is treated individually, with specific consideration given to each decision made on its behalf. For these and other reasons, performance of portfolios within the same investment objective may differ and clients should not expect that the performance of their portfolios would be identical with the average client of BPV.</p> <p>In some instances, clients may elect to utilize BPV’s services on a non-discretionary basis. In such situations, BPV will monitor the portfolio on an ongoing basis, and will make recommendations. The client retains the responsibility for the final decision on all actions taken with respect to the portfolio. In adopting such recommendations, the client may request that BPV, as an accommodation, place orders pursuant to the recommendation(s), and the client may further give BPV the right to determine the executing broker for the trade, or may direct that such transactions be effected through specified brokers.</p> <p>As a part of its portfolio management strategy, BPV utilizes the services of Quintium Advisors (“Quintium”), the managers of the Quintium Fund and the Quintium Wealth Preservation Fund, both private funds that are affiliated with BPV. Quintium aids BPV in the selection of the core BPV portfolio through its research and analysis of individual ETF’s. BPV then customizes the client’s portfolio to fit his or her specific needs based on each client’s goals, objectives and risk tolerance. Clients do not pay any additional fees for Quintium’s services.</p> <p>Whether the client chooses discretionary or non-discretionary services, throughout the relationship with each client, BPV encourages and promotes regular dialogue with clients and with their other advisors, such as attorneys, accountants and other professionals.</p> <p>BPV does not vote proxies on behalf of client accounts. BPV does not accept responsibility for responding to, completing, or delivering to any party, client or otherwise, documentation of any sort associated with class action lawsuit events. However, from time to time, our firm will assist clients in such matters when specifically requested by individual clients. This assistance is a service to our clients, and does not indicate acceptance of responsibility with respect to class action lawsuits.</p> <p><u>Comprehensive Financial Planning</u> One of the services offered by BPV is Comprehensive Financial Planning. Clients who</p>

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
BPV Wealth Management, LLC	801- 70613	October 1, 2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: BPV Wealth Management, LLC		IRS Empl. Ident. No.: 27-0187390
Item of Form (identify)	Answer	
1.D Continued	<p>wish to have Comprehensive Financial Plan may elect to have this service provided as a part of the management of the portfolio, or may have the Comprehensive Financial Plan function performed separately. Services to be provided under this agreement may include, but are not limited to:</p> <p><i>Consolidated Financial Statement</i> We can create a single statement listing all your assets together, even though they may be held in different places. This allows you to see the “big picture”.</p> <p><i>Asset Allocation Planning</i> How do you want to allocate the resources you have? What are you specific goals for the future? We help you create a Master Plan to help reach these goals.</p> <p><i>Estate and Trust Planning</i> We will help you decide the best way to protect your family’s future.</p> <p><i>Risk Management</i> We will design ways to protect the assets you have worked so hard to accumulate.</p> <p><i>Asset Protection Planning</i> In this area, planning may include an asset protection trust, family limited partnerships, LLC’s, estate tax planning, domestic and offshore trusts, depending on your specific situation.</p> <p><i>Cash Flow Analysis</i> How fast will your money come in and how fast will it go out? We will put it all on paper, so you can plan for the best use of your resources.</p> <p><i>Bill Pay/Family Office Services</i> Day to day income and expense management can be so difficult with a busy schedule. We can take responsibility for paying your bills for you.</p> <p><u>Ancillary Services</u> From time to time BPV may assist clients in certain extended ways, such as loan negotiation, mortgage consultation, and other similar services.</p> <p>Fees Portfolio Management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees may be prorated accordingly. Either party may terminate the Management Agreement upon ten (10) days’ written notice. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to BPV from the client will be invoiced.</p> <p>All fees paid to BPV for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund’s prospectus) to their shareholders. These fees will generally include a management fee and other expenses. If the fund also imposes a sales charge, a client could pay an initial or deferred sales charge. Fees paid to BPV are exclusive of all custodial and transaction costs paid to account custodian, brokers or other third party consultants. The client should review all fees</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
BPV Wealth Management, LLC	801- 70613	October 1, 2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1.	Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: BPV Wealth Management, LLC	IRS Empl. Ident. No.: 27-0187390								
Item of Form (identify)	Answer									
1.D Continued	<p>charged by mutual funds, BPV and others to fully understand the total amount of fees to be paid by the client.</p> <p><u>Portfolio Management Fees:</u> Fees are calculated based on a percentage of assets under management. The annual fee schedule for these services is as follows:</p> <table> <tr> <td>First \$3,000,000</td> <td>1.00%</td> </tr> <tr> <td>Next \$2,000,000</td> <td>0.75%</td> </tr> <tr> <td>Next \$5,000,000</td> <td>0.50%</td> </tr> <tr> <td>Balance above \$10,000,000</td> <td>negotiable</td> </tr> </table> <p>The minimum portfolio value is generally set at \$1,000,000, though BPV may, at its discretion, negotiate minimum annual fees and/or minimum portfolio size requirements.</p> <p>BPV may, from time to time, provide portfolio management services for a negotiated fixed fee. Such instances may be considered only at BPV's discretion.</p> <p><u>Comprehensive Financial Planning:</u> As noted above, fees for services outside of portfolio management are negotiated separately at the time of the engagement for such services, and are normally based on a fixed fee basis.</p> <p><u>Ancillary Services</u> As with Comprehensive Financial Planning Fees, fees for these services are negotiated separately at the time of the engagement for such services, and are normally based on a fixed fee basis.</p>		First \$3,000,000	1.00%	Next \$2,000,000	0.75%	Next \$5,000,000	0.50%	Balance above \$10,000,000	negotiable
First \$3,000,000	1.00%									
Next \$2,000,000	0.75%									
Next \$5,000,000	0.50%									
Balance above \$10,000,000	negotiable									
5.	<p>EDUCATION AND BUSINESS STANDARDS</p> <p>BPV requires any associated person involved in determining or giving advice to have significant applicable experience or to have a college degree, preferably graduate level, in a related field. Additionally, associated persons will be required to hold any licenses that may be required by a regulatory agency.</p>									
6.	<p>EDUCATION AND BUSINESS BACKGROUND</p> <p><i>G. Frederick Lee, Jr., Wealth Advisor</i> <i>DOB 1951</i></p> <p><u>Education</u> Southern Mississippi University, Bachelor of Arts, 2008</p> <p><u>Business Background</u></p>									

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
BPV Wealth Management, LLC	801- 70613	October 1, 2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: BPV Wealth Management, LLC		IRS Empl. Ident. No.: 27-0187390
Item of Form (identify)	Answer	
6. Continued	<p>BPV Wealth Management, LLC, Wealth Advisor, 08/2009 – Present Regions Bank, Private Banker, 03/2004 – 08/2009 AmSouth Investment Services, Financial Advisor, 05/2003 – 03/2004</p> <p><i>Carol E. Johnson, CFP®, Financial Planner</i> <i>DOB 1972</i></p> <p><u>Education</u> Trevecca University, B.S. Business Administration, 1996</p> <p><u>Business Background</u> BPV Wealth Management, LLC, Financial Planner, 08/2009 – Present Regions Bank, Financial Planner, 09/2004 – 08/2009</p> <p><i>Gregory W. Needham, Managing Director, Chief Compliance Officer</i> <i>DOB 1959</i></p> <p><u>Education</u> North Carolina Wesleyan College, B.S. Business Administration, 1996 University of Pittsburgh, M.S. Business Administration, 2002</p> <p><u>Business Background</u> BPV Wealth Management, LLC, Managing Director/CCO, 09/2009 – Present Northshore Capital Advisors, V.P. Marketing & Business Development, 01/2008 – 09/2009 Brunswick Corporation, V.P. Marketing & Sales, 01/2005 – 01/2008 Kennametal, Inc., Director of Marketing & Product Development, 01/2003–01/2005</p>	
9.	PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS	
D.	<p>Financial Interest of Related Parties Northshore Management Company, the majority owner of BPV, also has a controlling interest in two limited partnership private funds (together “the Funds”). The Quintium Fund seeks to ensure the preservation of capital while seeking competitive absolute returns primarily through investment in long and short positions in liquid small-cap and mid-cap publicly traded US stocks, ADRs and ETFs. The Quintium Wealth Preservation Fund also seeks to preserve capital and generate absolute returns, but focuses primarily on investments which provide dividend or interest income, while substantially hedging the principal of the underlying investment. Both funds are managed by Quintium Advisors.</p> <p>BPV may, consistent with the investment objectives, goals and risk tolerance of the individual client, recommend investment in one or both of the Funds. Clients should note that BPV charges a reduced management fee on client assets that are invested in the Funds while the Funds charge their standard fees and expenses. BPV’s policy is to disclose these</p>	

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**Schedule F of
Form ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
BPV Wealth Management, LLC	801- 70613	October 1, 2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: BPV Wealth Management, LLC		IRS Empl. Ident. No.: 27-0187390
Item of Form (identify)	Answer	
9. Continued	relationships to the client fully before any client investment in the Funds is made, and clients should consider potential conflicts of interest raised by the relationships between BPV, Northshore Management Company and the Funds before investing.	
E.	<p>Code of Ethics</p> <p>BPV has adopted a Code of Ethics, the full text of which is available to you upon request. BPV has several goals in adopting this Code. First, BPV desires to comply with all applicable laws and regulations governing its practice. Next, the management of the Company has determined to set forth guidelines for professional standards, under which all associated persons are to conduct themselves. BPV has set high standards, the intention of which is protect client interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing with clients. All associated persons are expected to strictly adhere to these guidelines, as well as the procedures for approval and reporting established in the Code. BPV has instituted, as a deterrent, a policy of disciplinary actions to be taken with respect to any associated person who violates the Code.</p> <p>Finally, BPV has adopted specific policies and procedures designed to assist in the implementation of the guidelines outlined in the Code. Our procedures include specific steps taken with regard to the treatment of aggregated or bundled trading activities. This also includes policies and procedures relating to the required approval and reporting of the personal securities transactions of our personnel; required holdings reports for personnel; insider trading education and prohibitions; and client privacy protection. Such policies and procedures will serve to assist in reviewing the effectiveness of the implementation of the Code on an ongoing basis.</p>	
10.	<p>CONDITIONS FOR MANAGING ACCOUNTS</p> <p>With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$1,000,000. Under certain circumstances and in its sole discretion, BPV may negotiate such minimums.</p>	
12. A.	<p>INVESTMENT OR BROKERAGE DISCRETION</p> <p>(1) and (2) Depending on the choice made by each client, with respect to those accounts that BPV manages on a continuous basis, BPV may have the authority to determine which securities are to be bought and sold, the amount of the securities to be bought and sold, and the timing of such transactions.</p> <p>(3) and (4) All clients will have the opportunity to select the custodian and/or broker-dealer of their choice; however, clients in need of custodial services will generally have Charles Schwab & Co., Inc ("Schwab") recommended to them. Although BPV may recommend or even require that clients establish accounts at Schwab, the final decision as to where to custody assets rests with the client. Depending on the choice made by the client, BPV may or may not have the opportunity to negotiate commissions paid by the client, and BPV's ability to obtain best execution may be impaired. (Please see 12 B below.) Under normal circumstances, BPV will select the broker/dealer for all trades</p>	

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B.	<p>made on behalf of discretionary clients.</p> <p><u>Suggested brokers</u> BPV utilizes the institutional services of Schwab, a FINRA-registered broker-dealer. Schwab provides a service program, Schwab Institutional ("SI"), to independent investment advisers. Clients in need of custodial services will generally have Schwab recommended to them. As part of Schwab Institutional, BPV receives some benefits. (Please see the disclosure under Item 13A of this Schedule F narrative.)</p> <p>When given the discretion to do so, BPV will endeavor to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The evaluation of the reasonableness of commission rates is based on the broker's ability to provide professional services, competitive commission rates, research and other services which will help BPV in providing investment advisory services to clients. BPV may therefore recommend the use of (or use) a broker/dealer who provides useful research and securities transaction services even though a lower commission may be charged by a different broker/dealer, who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all of BPV's clients, and not all of such research may be useful for the account for which the particular transaction was effected.</p> <p><u>Directed Brokerage</u> Clients may direct BPV to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.</p> <p>The arrangement that BPV has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative broker/dealers are used. While every effort is made to treat every client equally, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades and otherwise effectively managing the account(s).</p> <p><u>Aggregated Trade Policy</u> BPV may make block trades where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows BPV to execute equity trades in a more timely, fair manner, and may reduce overall costs to clients.</p>	

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12.B Continued	<p>BPV will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of BPV's investment advisory agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all BPV's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.</p> <p>BPV will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of BPV. BPV's books and records will separately reflect, for each client account, the orders of which are aggregated, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and BPV will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.</p> <p><u>Cross Trades</u></p> <p>From time to time, BPV may direct a "cross trade" of securities (including, without limitation, fixed income securities) between client accounts, whereby BPV arranges for one client account to purchase a security directly from another client account without incurring commission fees from a broker-dealer. In such cases, BPV will seek to obtain a price for the security from one or more independent sources. BPV is not a broker-dealer and receives no compensation from a cross trade; however, the broker-dealer facilitating the cross trade normally charges administrative fees to the clients' accounts.</p> <p>BPV may direct a cross trade when BPV believes that the transaction is in the best interest of the clients, that no client will be disfavored by the transaction, and that the transaction receives the best execution.</p>	

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13. A	<p>ADDITIONAL COMPENSATION</p> <p><u>Brokerage relationships:</u></p> <p>BPV participates in Charles Schwab & Co., Inc.'s Schwab Institutional (SI) service program, as disclosed in Item 12.B. of this Schedule F. While there is no direct link between the investment advice given and participation in the SI program, economic benefits are received. These benefits may include software and other technology that provides access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated orders for multiple client accounts), provide research, pricing information and other market data, facilitate the payment of BPV's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of BPV's accounts, including accounts not held at Schwab. Schwab may also make available to BPV other services intended to help BPV manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to BPV by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services, pay all or a part of the fees of a third-party providing these services to BPV, and/or Schwab may pay for travel expenses relating to participation in such training. Finally, participation in SI provides BPV with access to mutual funds which normally require significantly higher minimum initial investments or are normally available only to institutional investors. The benefits received through participation in the SI program do not necessarily depend upon the proportion of transactions directed to Schwab.</p>

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