

Item 1 - Cover Page



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March 29, 2012 Brochure

This brochure provides information about the qualifications and business practices of BPV Capital Management, LLC ("BPV"). If you have any questions about the contents of this brochure, please contact us at (877) 819-2188 or greg@bpvwealth.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about BPV also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Summary of Material Changes

As you may be aware, the format that registered investment advisers are required to use in order to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information has changed. In the past, we were only required to offer you our updated brochure on an annual basis. Under the new rules, we are required to annually provide each client with these amended disclosures, rather than merely making the offer. The new format of the complete brochure includes a Summary of Material Changes (the "Summary") reflecting any changes to our policies, practices, or conflicts of interest made since our last required filing, dated March 31, 2011.

Set forth below is the Summary of Material Changes for BPV:

Date of Change	Description of Item
October 2011	BPV has been engaged as the adviser to the BPV Core Diversification Fund and the BPV Wealth Preservation Fund, each of which is a series of the BPV Family of Funds. Changes relating to this engagement are reflected throughout the Brochure.
January 2012	BPV has expanded its Services Programs and has altered its fee schedule accordingly. Please see <i>Item 4, Advisory Business</i> and <i>Item 5, Fees and Compensation</i> , for these material changes.
March 2012	BPV Wealth Management, LLC changed its name to BPV Capital Management, LLC. This change is reflected throughout the document.

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Item 4 - Advisory Business

General Information

BPV Capital Management, LLC (formerly BPV Wealth Management, LLC) was formed in 2009 and provides Comprehensive Financial Planning and Portfolio Management services to private clients, and also serves as the investment adviser to two affiliated mutual funds. Ancillary services, such as certain facets of Trust Management, Private Banking, Bill Management & Payment Services 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. At the outset of each client relationship, BPV spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and reviewing options for the client. Based on its reviews, BPV generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile"); and
- the client's investment objectives and guidelines (the "Investment Plan" or the "Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments BPV will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Where BPV provides ancillary services, BPV will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

BPV offers a variety of Services Programs to its clients. Management of the client's investment portfolio, in accordance with the Investment Plan developed by BPV for the client, is included in all service levels. As described above, at the beginning of a client relationship, BPV meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by BPV based on updates to the client's financial or other circumstances.

Once the client and BPV together decide on the most appropriate service level for the client's specific circumstances, the Investment Plan is implemented, along with other services included in the Program selected. A description of each BPV Service Program is described below.

BPV Portfolio Management Program

- Management of Portfolio assets ("Portfolio Management")
- Initial and ongoing asset allocation of Portfolio assets, including investments in BPV Mutual Funds
- Ad hoc advice
- Client Communications, including
 - Quarterly conference calls with advisor
 - Investment performance statements

BPV Private Wealth Management Program

Includes all of the Services set forth above under *BPV Portfolio Management Program*, plus:

- Comprehensive Financial Planning, including an initial plan and ongoing planning as needed

- Life, Health and Long Term Care insurance and Variable Annuity consulting
- Private banking assistance (assist Client with sourcing mortgages, letters of credit, etc.)
- Additional Client Communications, including
 - Quarterly in-person meetings, as requested
 - Regular phone meetings, as requested
 - Quarterly market commentary

BPV Family Office Program

Includes all of the Services set forth above under *BPV Private Wealth Management Program*, plus:

- Investment Management consulting, including on assets not included in Portfolio
- Tax Analysis
- Consulting with respect to trust and estate matters
- Consolidated net worth reporting and management
- Concierge and Lifestyle Assistance
 - Personal bill pay and expense management
- Business consulting
- Consulting with respect to family issues such as estate plans and family business continuity and leadership transition
- Additional Concierge and Lifestyle Assistance, including (as applicable)
 - Background checks, as requested
 - Electronic security – access and surveillance
 - Property management
- Additional Client Communications, including:
 - Quarterly or monthly in-person meetings, as requested

To implement the client's Investment Plan in any of the Services Programs described, BPV will manage the client's investment portfolio on a discretionary basis. As a discretionary investment adviser, BPV will have the authority to supervise and direct the portfolio without prior consultation with the client.

Notwithstanding the foregoing, clients may impose certain written restrictions on BPV in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of BPV.

Comprehensive Financial Planning

One of the services offered by BPV is Comprehensive Financial Planning, described below. This service may be provided as a stand-alone service to clients who select the BPV Portfolio Management Service Program, or may be included in the Private Wealth Management or BPV Family Office Program (Program details described below).

Comprehensive Financial Planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls,

retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

Consolidated Financial Statement

- BPV creates 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".

Asset Allocation Planning

- How do you want to allocate the resources you have? What are your specific goals for the future? BPV helps you create a Master Plan to help reach these goals.

Estate and Trust Planning

- BPV will help you decide the best way to protect your family's future.

Risk Management

- BPV will design ways to protect the assets you have worked so hard to accumulate.

Asset Protection Planning

- 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.

Cash Flow Analysis

- How fast will your money come in and how fast will it go out? BPV will put it all on paper, so you can plan for the best use of your resources.

Once Financial Planning advice is given, the client may choose to have BPV implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by BPV under a Financial Planning engagement and/or engage the services of any recommended professional.

Mutual Funds

BPV serves as the investment adviser to the BPV Core Diversification Fund and the BPV Wealth Preservation Fund (the "Mutual Funds"), each of which is a series of the BPV Family of Funds. The BPV Family of Funds is an open-end management investment company registered with the SEC under the Investment Company Act of 1940, as amended. More information is available in the Mutual Funds' prospectus.

Ancillary Services

BPV also offers Ancillary services, such as certain facets of Trust Management, Private Banking, Bill Management and Payment Services (which provides clients cash flow oversight and budgeting, expense categorization, bank account reconciliation, monthly reporting, transferring of money between accounts and notary services) and Business Consultation services (which may include loan negotiation, mortgage consultation, and other similar services).

Principal Owners

Northshore Management Company, LLC ("Northshore") is the majority owner of BPV. Please see ***Brochure Supplement(s)***, Appendix A, for more information on other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of December 31, 2011, BPV managed \$80,130,130 on a discretionary basis, and \$13,265,979 on a non-discretionary basis.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to BPV are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Fees paid to BPV are also separate and distinct from the fees and expenses charged by mutual funds*, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, BPV and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

The minimum portfolio value is generally set at \$1,000,000. Minimum annual fees may apply. BPV may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where BPV deems it appropriate under the circumstances.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either BPV or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. 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 or deducted from the client's account prior to termination.

Clients will be assessed an annual Portfolio Management Fee of 0.75%, plus an Advisory Services Fee, as described in the table below, consistent with Services Program the Client selects. Fees for each BPV Services Program are categorized under two headings: the "Portfolio Management Fee", which compensates BPV for managing assets in the Portfolio, and the "Advisory Services Fee", which compensates BPV for the Services other than Portfolio Management provided under each Services Program available. Collectively, the Portfolio Management Fee and the Advisory Services Fee are referred to as the "Fees". Fees are calculated based on the market value of all assets in the Portfolio at the end of each calendar quarter.

BPV Capital Management Services Program	Portfolio Management Fee	Advisory Services Fee	Total Fees
BPV Portfolio Management Program	0.75%	0.20% **	0.95%*
BPV Private Wealth Management Program	0.75%	0.60% **	1.35%*
BPV Family Office Program	0.75%	1.00% **	1.75%*

*To the extent that the Portfolio assets (including, without limitation, IRA or ERISA Assets) are invested in BPV Mutual Funds, the Adviser will waive the Portfolio Management Fee for such assets, as each BPV Mutual Fund pays the Adviser a management fee (i.e., the Portfolio will be charged its proportionate share of BPV's management fee for its investment in the BPV Mutual Funds, but will offset such payments to reduce the Portfolio Management Fee hereunder).

** Notwithstanding the foregoing, the Advisory Services Fee, on an annual basis, shall be a minimum of \$2,000 for the BPV Portfolio Management Program, \$12,000 for the BPV Private Wealth Management

Program and \$30,000 for the BPV Family Office Program (in each case, the “Minimum Advisory Services Fee”).

Comprehensive Financial Planning Fees

For clients who select Portfolio Management Services only, BPV’s Comprehensive Financial Planning Service is available for an additional fee. Fees for this service are negotiated separately at the time of the engagement for such services, and are normally based on a fixed fee basis.

Mutual Fund Management Fees

BPV’s compensation for services provided to the Mutual Funds, along with other expenses, is described in the Mutual Funds’ prospectus.

Ancillary Services Fees

When BPV provides ancillary services to clients, these services are generally separate from BPV’s financial planning and portfolio management services. Fees and payment schedule for ancillary services are negotiated at the time of the engagement for such services, and are normally based on a fixed fee.

Other Compensation

Certain of BPV’s employees are also licensed insurance agents with various insurance companies, and in such capacity, may recommend, on a fully disclosed commission basis, the purchase of certain insurance products. While BPV is not an insurance agency and does not actively market insurance products to its investment advisory clients, BPV does permit its employees, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients as appropriate. A conflict of interest exists to the extent that BPV may then receive insurance commissions.

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

BPV does not have any performance-based fee arrangements. “Side by Side Management” refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because BPV has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

BPV serves individuals, trusts, estates and registered investment companies. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$1,000,000, and annual minimum fees may apply. Under certain circumstances and in its sole discretion, BPV may negotiate such minimums.

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

Methods of Analysis

In accordance with the investment plan, BPV primarily invests clients’ assets in Exchange Traded Funds (“ETF’s”), mutual funds and limited partnerships.

Mutual funds and ETFs are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

In selecting individual stocks for an account, BPV generally applies traditional fundamental analysis including, without limitation, the following factors:

- Financial strength ratios;
- Price-to-earnings ratios;
- Dividend yields; and
- Growth rate-to-price earnings ratios

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. BPV may evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

Investment Strategies

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 are not 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.

- 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 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.

As a part of its portfolio management strategy, BPV utilizes the services of Quintium Advisors, LLC ("Quintium"). Quintium is a registered investment adviser under common control with BPV, and serves as its sub-adviser. As such, 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.

Quintium is also the manager of the Quintium Fund and the Quintium Wealth Preservation Fund, both private funds that are affiliated with BPV (collectively the "Private Funds"). BPV may, consistent with the investment objectives, goals and risk tolerance of the individual client, recommend investment in one or both of the Private Funds. Clients should note that BPV charges a reduced management fee on client assets that are invested in the Private Funds while the Private Funds charge their standard fees and expenses. BPV's policy is to disclose these relationships to the client fully before any client investment

in the Private Funds is made, and clients should consider potential conflicts of interest raised by the relationships between BPV, Northshore and the Private Funds before investing.

The Quintium Fund seeks to ensure the preservation of capital while seeking competitive absolute returns primarily through investment in private arbitrage opportunities, some of which may include affiliated entities, and 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.

Risk of Loss

While BPV seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While BPV manages client investment portfolios based on BPV's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that BPV allocates assets to asset classes that are adversely affected by unanticipated market movements, and the risk that BPV's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, BPV will generally invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. BPV will invest portions of client assets directly into equity investments. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. BPV may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. BPV may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Item 9 - Disciplinary Information

BPV has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Quintium

As described above under *Investment Strategies*, Northshore, the majority owner of BPV, also has a controlling interest in Quintium.

Mutual Funds

As described above, BPV serves as investment adviser to the Mutual Funds. Quintium serves as the Mutual Funds' investment sub-adviser.

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

Code of Ethics and Personal Trading

BPV has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. BPV's Code has several goals. First, the Code is designed to assist BPV in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, BPV owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires BPV associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for BPV's associated persons (managers, officers and employees). Under the Code's Professional Standards, BPV expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, BPV associated persons are not to take inappropriate advantage of their positions in relation to BPV clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time BPV's associated persons may invest in the same securities recommended to clients. Under its Code, BPV has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, BPV has established a policy requiring its associated persons to pre-clear transactions in these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present

itself in these situations. Certain securities, such as CD's, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, BPV's goal is to place client interests first.

Consistent with the foregoing, BPV maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a BPV associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer. If associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with BPV's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, BPV seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, BPV may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of BPV's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

BPV may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets. BPV may also effect trades for client accounts at Schwab, or may in some instances, consistent with BPV's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although BPV may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. BPV is independently owned and operated and is not affiliated with Schwab.

Schwab provides BPV with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as BPV maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. Schwab's brokerage services include the execution of securities transactions, custody, research, 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 BPV client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to BPV other products and services that benefit BPV but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of BPV accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist BPV in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple

client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of BPV's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help BPV manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to BPV. 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 BPV. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of BPV personnel. In evaluating whether to recommend that clients custody their assets at Schwab, BPV may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Directed Brokerage

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.

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 brokers are used. While every effort is made to treat clients fairly over time, 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 for their account(s) and otherwise adversely affect management of their account(s).

By directing BPV to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with BPV that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

BPV may enter trades as a block 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 timelier, equitable manner, and may reduce overall costs to clients.

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.

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 included in a block trade, 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.

Cross Trades

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. 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.

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.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by BPV. 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. Carol Johnson, BPV's Financial Planner, and Fred Lee, BPV's Wealth Advisor, review all accounts.

For those clients to whom BPV provides separate financial planning and/or ancillary services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of BPV's investment adviser representatives or principals.

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 provides at least an annual report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Item 14 - Client Referrals and Other Compensation

As noted above, BPV may receive some benefits from Schwab based on the amount of client assets held at Schwab. Please see ***“Brokerage Practices”*** for more information.

From time to time, BPV may enter into arrangements with third parties (“Solicitors”) to identify and refer potential clients to BPV. Consistent with legal requirements under the Investment Advisers Act of 1940, as amended, BPV enters into written agreements with Solicitors under which, among other things, Solicitors are required to disclose their compensation arrangements to prospective clients before they enter into an agreement with BPV.

Item 15 - Custody

Schwab is the custodian of nearly all client accounts at BPV. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian’s responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify BPV of any questions or concerns. Clients are also asked to promptly notify BPV if the custodian fails to provide statements on each account held.

From time to time and in accordance with BPV’s agreement with clients, BPV will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades and other similar issues.

Item 16 - Investment Discretion

As described above under ***“Advisory Business”***, BPV manages portfolios on a discretionary basis. This means that after an Investment Plan is developed for the client’s investment portfolio, BPV will execute that plan without specific consent from the client for each transaction. For discretionary accounts, a Limited Power of Attorney (“LPOA”) is executed by the client, giving BPV the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. BPV then directs investment of the client’s portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client’s investment advisory agreement with BPV and the requirements of the client’s custodian. The discretionary relationship is further described in the agreement between BPV and the client.

Item 17 - Voting Client Securities

As a policy and in accordance with BPV’s client agreement, BPV does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact BPV with questions relating to proxy procedures and proposals; however, BPV generally does not research particular proxy proposals.

Item 18 - Financial Information

BPV does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.