

SEC NO. 801-69329

Belpointe Asset Management LLC

Investment Advisor Disclosure Brochure

Part II of Form ADV

Item 1 - Cover Page

This is the cover page for Belpointe Asset Management's firm brochure also known as Part II of Form ADV. Our firm's Part I of Form ADV is available on the Security and Exchange Commission's Investment Advisor Public Disclosure website: www.adviserinfo.sec.gov

ABOUT THIS BROCHURE	This brochure provides information about the qualifications and business practices of Belpointe Asset Management, LLC.
Where is this firm located?	125 Greenwich Avenue, Greenwich, CT 06830
Who do I contact if I have questions?	If you have any questions about the contents of this brochure, please contact us at 203-629-3300 or support@belpointe.com .
What are the limitations of this brochure?	<p>The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Belpointe Asset Management is available on the SEC's website at www.adviserinfo.sec.gov.</p> <p>In addition, it should be noted that registration with the SEC does not imply a certain level of skill or training of our firm.</p>
When did you last update this brochure?	Last updated on March 28, 2013. ©2013 Belpointe Asset Management, LLC ("Belpointe"). All rights reserved.

Item 2 - Material Changes

This section discusses material changes to this brochure since our last annual update of the brochure.

When was the last annual update of this brochure?

3/28/2013

	Assets Under Management	We have updated our Assets Under Management as of 3/28/2013 (See Item 4 Section E).
	Other Financial Industry Activities	We are now advising two limited partnerships. (See Item 10 Section C) <u>We are affiliated with two sponsors of limited partnerships</u>
	Additional Compensation	We will receive additional compensation if you invest in any of the private funds that we advise. (See Part II B - Item 5)

Where can I find additional information about this firm?

Information is available on the SEC's web site
www.adviserinfo.sec.gov.

The SEC's website also provides information about any persons affiliated with Belpointe Asset Management who are registered or are required to be registered as investment adviser representatives of Belpointe Asset Management.

Item 3 - Table of Contents

This section provides you with a table of contents to help you navigate this brochure.

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Item 4 - Advisory Business

This section helps you understand how we service clients with investment advice. Last updated: 3/28/2013

A.	Who is Belpointe?	Belpointe Asset Management, LLC ("Belpointe") offers investment advice on individual securities and portfolios of securities. Our firm was founded in February 2007. Gregory H. Skidmore and Brandon E. Lacoff, Esq own Belpointe through their holding company, Belpointe Financial Holdings, LLC.
B.	What services do you offer?	We provide investment advice to assist you with: college savings, retirement savings, retirement planning, income planning, preserving assets and growing assets. The investment advice we provide is on a discretionary basis meaning you give us limited powers to buy and sell securities in the accounts you make available to us. In addition, a small part of our business involves investment advice to private investment funds and providing compliance services to other investment advisors.
C.	Do you customize your services?	Yes. We believe in providing customized investment advice to a wide variety of clients, and each of Belpointe's Wealth Advisors/Portfolio Managers (Advisor) has developed his or her own investment and financial planning styles. Prior to making an investment recommendation or implementing an investment strategy we work with you in an effort to understand your financial needs and risk tolerance. We customize fees, investment strategies, investment discretion and financial plans.
D.	Do you have a program that wraps brokerage and advisory fees into one fee?	No.
E.	What are your assets under management?	Total assets under management are \$197,740,000. As of March 28, 2013, \$193,548,122 is advised on a discretionary basis and \$4,191,878 is advised on a non-discretionary basis.
F.	Are there any operational risks unique to doing business with you?	We are a small firm with limited operational resources. Occasionally, the office will not be staffed or will be understaffed. For this reason you have direct access to your assets via your custodian and if you are unable to reach an advisor or a Belpointe representative, you should contact your custodian directly to make changes to your accounts. If you believe you will need this kind of accessibility to trade your assets yourself, please let us know so we may make the

	necessary accommodations.
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Item 5 - Fees and Compensation

This section discusses the fees we charge and how we are compensated. Last updated: 12/20/2011

A. How is Belpointe compensated?

Fees charged are negotiable and may differ from client to client. What effects the fees you pay? Investment strategies utilized, the amount of assets under management and the amount of work we anticipate in servicing your account(s).

Regarding recommendations to invest in private investments: Our Investment Adviser Representatives receive a higher percentage of the fees you pay to Belpointe when they advise you on investment in private security. This does not cause you to pay higher fees or lead to higher costs for you. It does create a financial incentive for you Investment Adviser Representative to recommend that you invest in private securities. Rules within our Policies and Procedures helps to manage this conflict by limiting the allocation to private investments an advisor can recommend you make.

Generally speaking we are compensated in one of two ways:

1. Assets Under Management ("AUM") Fee

We can charge an annual fee based on the amount of assets we are managing for you. This fee is negotiable, and it is our most common way of being compensated. The maximum AUM Fee that can be charged to you is 2.00%. Typically, your fees will be lower.

Detailed Description: Our AUM Fee compensates us for investment advisory, management, and administrative services. Fees are calculated on an annualized percentage of assets under management assessed quarterly in advance. Pro-rata fees will be assessed in the event the Agreement is executed other than the first day of the new calendar quarter. Advisory fees are based on the value of the portfolio as of the last day of the previous quarter. Quarterly fees are charged on the following cycle: March 31st, June 30th, September 30th, and December 31st. A new client will be charged a pro-rated fee for the current quarter and then begin the next full quarterly cycle. No AUM Fee adjustment will be made during any quarter for appreciation or depreciation in the value of your assets. No adjustment will be made for partial additions to your account(s) which when aggregated, total less than \$10,000 per month. Fees are debited directly from your account.

2.	Hourly Fee	<p>Our maximum hourly fee is \$250.00 per hour. This fee is negotiable and agreed upon in advance of any work that we do for your account(s).</p> <p>Detailed Description: The use of an Hourly Fee is an option that you may elect to use in place of the AUM Fee. It may also be billed in addition to an AUM Fee. In the case of financial planning or other additional work you may deem this as an appropriate billing method. You will be invoiced for services rendered on an hourly basis. Fees are due within 30 days of invoice. Time is accrued in 15-minute intervals.</p>
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B.	How do we collect fees?	Fees are deducted directly from your account on a quarterly basis.
	What if I don't want fees deducted from my account?	You may pay for your fees by personal check or credit card.

C.	What are other fees that I pay?	There are investment costs beyond the advisory fees you pay to Belpointe.
1.	Broker-dealer commissions and Custodian Fees	You pay all brokerage commissions and custodian fees. These commission schedules are subject to change any time at the discretion of the corresponding Broker or Custodian. Please review Item 12 for more information on our Brokerage Practices.
i.	<i>Schwab Transactional Based Pricing</i>	<i>Electronic Equity Trades: 0-1000 shares are \$19.95 (\$8.95 for clients that elect to receive electronic confirmations). Over 1000 shares there is an additional \$0.015 per share cost. Mutual Funds: 0.10 basis points, \$20 minimum with a \$49 maximum trading cost. Option Trades: \$ 1.50 per contract with a \$ 15.00 minimum Commission Per Contract. Fixed Income: \$3 per bond with a \$39 minimum.</i>
ii.	<i>Fidelity Transactional Based Pricing</i>	<i>Electronic Equity Trades: \$7.95 (plus \$0.015 per share for every share over 1,000 shares). Manual Equity Trades via Trading Desk: \$0.05 per share (minimum \$ 29.95 per trade). Option Trades: \$ 1.50 per contract with a \$ 15.00 minimum Commission Per Contract. Fixed Income (Principle Basis): Competitive Bid. Mutual Fund Trades: \$25.00.</i>
iii.	<i>TD Ameritrade Transactional Based Pricing</i>	<i>Electronic Equity Trades: \$8.00. Manual Equity Trades: \$44.99. Option Trades: \$8.00 + 0.75 per contract Mutual Funds: \$17.99. Fixed Income: on a net yield basis.</i>
iv.	<i>Additional Trading Fees</i>	<i>If a trade is executed by Belpointe with another broker-dealer, you will pay additional compensation to that broker-dealer, which may include markups, markdowns, and dealer profits. Any dealer profit, markup or</i>

		<i>markdown on principal trades will be separate from and in addition to and will not reduce or otherwise offset, the program fee for your account.</i>
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2.	Investment Product Fees	You pay all fees associated with the investment products in your account. Here is an example of some of those products: money market funds, mutual funds, exchange traded products, ADRs, REITs. These fees are separate fees and in addition to the Advisory Fee we charge.
3.	Additional Custodian Fees	Our fee does not cover additional fees a custodian may impose for special services elected by you or Belpointe, including, without limitation: periodic distribution fees, electronic fund and wire transfer fees, certificate delivery fees, and reorganization fees.

D.	Do I have to pay fees in advance of services?	AUM Fees are paid one quarter (3 months) in advance. Hourly Fees are paid in arrears.
	How do I get a refund?	<p>Please notify us in writing of your wish to terminate your advisory agreement with us and the date on which you would like it to terminate. We will refund a pro-rata portion of your advisory fees.</p> <p>If we notify you of our wish to terminate our advisory agreement, a pro-rata portion of fees paid in advance will be automatically refunded.</p> <p>Refunded fees will be made via check and mailed to you at the end of the current quarter.</p>

E.	Do you accept compensation for the sale of securities?	<p>Our firm Belpointe Asset Management, LLC does not accept compensation for the sale of securities or other investment products.</p> <p>Some of our investment adviser representatives are also registered with a broker dealer and they may accept compensation for the sale of securities or other investment products.</p>
1.	Does this present a conflict between your interests and mine?	<p>The fact that some of our investment advisor representatives accept compensation for the sale of securities presents a conflict of interest and gives them an incentive to recommend investment products based on the compensation received, rather than your needs.</p> <p>Typically, we do not recommend that you compensate our investment advisor representatives for the sale of a security because it is not in your best interest and they will typically recommend no load mutual funds. We verbally disclose these conflicts to you as they occur. The most common types of securities sold by our investment adviser representatives who are registered representatives of a broker dealer</p>

		are variable annuities and variable life insurance.
2.	Can I buy securities you recommend through other brokers?	Yes. You have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated or recommended by our firm.
3.	How much revenue comes from these commissions?	Commissions account for less than 5% of our supervised persons' revenue.
4.	Do you adjust your fees to offset brokerage commissions or markups?	Yes. We may adjust our advisory to offset brokerage commissions or markups. In addition, a Belpointe investment adviser representative is not permitted to be compensated by both a commission and an advisory fee. If you are being charged a commission by an investment advisor representative then they may not charge you an advisory fee.

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

This section would be used to describe our use of performance based fees. It does not apply to us.

	Do you charge clients performance based fees?	<p>No, Belpointe does not charge you an additional fee based on the performance of your accounts.</p> <p>The following only applies if you invest in one of the private funds that we advise. We are affiliated with a sponsor of two limited partnerships which we may recommend to certain client. These partnerships may charge performance based fees, but Belpointe does not receive any of this compensation. Gregory Skidmore, Brandon Lacroff, Timothy Davidson and Jeffery Tomasulo will benefit from any performance fees they receive from the Fund as a result of their ownership stakes in the general partner of these funds.</p>
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Item 7 - Types of Clients

This section describes the types of clients that we service.

1.	What type of clients do you service?	We typically serve the investment needs of individual investors. To a lesser extent we serve corporations, trusts and private investment pools. This includes the management of retirement and non-retirement accounts they may have.
2.	Do you have requirements for becoming a client?	We do not have a minimum account size. In some cases we may elect not to take on a client because we do not feel we are best suited to meet their investment needs. Also, we may end a client relationship if we feel we can no longer meet their investment needs. We try to accommodate a wide range of custodians; however, we may refuse a client who does not use a suggested/recommended custodian.

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

This section describes how we analyze investments, the strategies we use and the risk of loss when investing with our firm.

It is important for you to know that several of our investment adviser representatives make public appearances on TV and publish investment-related content. You should not consider their television appearances or published materials to be investment advice and you should not make changes to your investment strategies based on these opinions. Your personal situation can significantly impact the advice you receive from our investment advisor representatives and it may therefore be different from what they publicly say or write.

A. Methods of Analysis and Investment Strategies	<p>The investment advice you receive will be based on the experience of your Belpointe Advisor. Therefore, it is important to review the Brochure Supplement at the end of this brochure. This document provides additional information on your individual Advisor. In General the research they conduct uses a variety of sources: academic research, commercially published research (Examples: Morningstar, Argus, S&P, CoreBrand, Dorsey Wright & Associates, Goldman Sachs and Schwab).</p> <p>The replacement of an investment vehicle may be triggered by performance, a change in management, market outlook or a client's personal financial situation. An analysis of your current financial situation, risk tolerance, and future needs will be used to help determine the best investment vehicles to meet your investment objectives. This may occur verbally or in writing.</p> <p>At our firm, each Advisor creates his or her own unique portfolios for clients and there are no "standard" portfolios. We customize portfolios in this way to meet your individual needs. It will be difficult for you to evaluate the past performance of a portfolio being recommended because your portfolio is likely to be different from that of another client's portfolio.</p> <p>Below is a description of some of the investment strategies we commonly use to manage client portfolios.</p>
1. Asset Class Beta	<p>Research has shown that most actively managed portfolios underperform their relative benchmark. Our passively managed Asset Class Beta Portfolios give investors a diversified portfolio targeted to goals like their estimated date of retirement. Use of index funds or asset class funds reduces the risks associated with actively managed portfolios. Risk can be managed by the asset allocation of the portfolio. See the asset allocation guide for additional information.</p>
2. Alpha Select	<p>David C. Nelson, CFA manages the Alpha Select portfolio. This portfolio was originally created while he owned and operated his own investment firm, DC Nelson Asset Management LLC. The portfolio continues to be managed by David at Belpointe Asset Management. The portfolio uses technical analysis, quantitative research and fundamental research to select securities. Risk of loss can be increased through exposure to the equity market or decreased by holding more cash. The portfolio will be actively traded and</p>

		frequently buys and sells securities. Frequent trading results in higher costs to the portfolio. Attempts to time the market are designed to improve the performance of the portfolio, but are accompanied by the risk of under-performance. The portfolio is not tax efficient. The goal of the portfolio is to outperform the S&P 500. However, there is no guarantee that this can or will be achieved. This portfolio is concentrated in equities and therefore has a substantial risk of loss.
3.	Brand Strategy	James Gregory developed the Corporate Branding Index ® (CBI), a research vehicle that has continuously tracked the reputation and financial performance of over 1200 publicly traded companies in 47 industries since 1990. His marketing and branding firm CoreBrand uses the CBI to help clients understand how their brand compares with industry peers and determine how communications can impact corporate reputation and financial performance – including stock price and revenue growth. Brand Equity is proprietary data that gauges the relationship between brand perception and various performance metrics to produce an index that measures a corporate brand's impact on stock performance. This measure of Brand Power is based on a survey where each company is rated by approximately 400 senior business executives in the U.S. over the course of the year. The study is conducted continuously over the course of the year. Participants are asked to rate their familiarity with each company and then rate the companies that they are familiar with on three dimensions of favorability (overall reputation, perception of management, and investment potential). These scores are combined to determine Brand Power. Brand Power is reported on a 100-point scale. Our Brand Strategy portfolios utilize Brand Equity to assist in security selection. This portfolio is concentrated in equities and therefore has a substantial risk of loss.
4.	BullFinder	This strategy seeks to use price momentum to reduce investment risks and enhance returns over the long term. The fundamental assertion is that market forces are the primary drivers of portfolio performance. This strategy tactically allocates to asset classes that are in a bullish trend and stays clear of asset classes that are in a bearish trend. Risk can be managed by selling asset classes that are in a bearish trend. This is a Moderate Portfolio. This strategy's primary risks include: market timing, equity risk, debt risk, commodity risk, currency risk and trading risk. See the asset allocation guide for additional information.
5.	Options Strategies	Generally multiple strategies are used to protect capital and enhance the returns of a client's investment portfolio. The goal is to improve the probability of a positive return. Options strategies to be used typically include buying of puts to hedge equity risk, writing covered calls for income generation, and buying calls as an equity substitute. Option strategies can also be used to significantly increase risk and this may result in substantial losses. If you select to have options be a part of your portfolio, you should consult your advisor for

		clarification on whether they are being used to increase or decrease risk in your portfolio.
6.	Relative Strength, Momentum and Sector Rotation	This strategy seeks to use price momentum to reduce investment risks and enhance returns over the long term. The fundamental assertion is that market and sector forces are the primary drivers of portfolio performance. This strategy tactically allocates to market sectors that demonstrate superior relative performance. Risk can be managed by the asset allocation of the portfolio. This portfolio is concentrated in equities and therefore has a substantial risk of loss. See the asset allocation guide for additional information.
7.	University Style	This strategy was created to give individual investors access to institutional style asset allocation. While it is not possible to replicate all aspects of how endowments invest, Belpointe has developed an expertise in applying these strategies to individual investors. This strategy seeks broad diversification to decrease volatility and to target the funding of specific client needs. This portfolio is concentrated in equities and therefore has a substantial risk of loss. Risk can be managed by the asset allocation of the portfolio. This strategy does not trade frequently, meaning that it is rebalanced annually and is only adjusted a few (on average, 3-4) times a year. See the asset allocation guide for additional information.

B. Material Risks		<p>The strategies used to manage risk in our investment strategies include:</p> <ol style="list-style-type: none"> 1. Asset Allocation 2. Security Selection 3. Trading of Securities <p>You should be aware of how each investment element can affect your risk of loss.</p>
1.	Asset Allocation	<p>In general, safer portfolios are constructed from large allocations to cash, government and high-grade corporate bonds. Higher risk portfolios have larger allocations to stocks. The asset allocation we recommend will vary depending on your personal investment goals. A general guide to asset allocation is offered below.</p> <p>Our Advisors typically reserve a portion of the portfolio (labeled "Other" below), which they use to tactically adjust the overall risk of the portfolio. For example, an advisor may feel negatively toward the equity markets and choose to allocate that other category to bonds.</p>
i.	What is the risk of losing all or some of my investment?	Investing always involves a risk of loss, which you should be prepared to bear. A Very Conservative Portfolio has a much lower probability of loss than a Very Aggressive Portfolio or Speculative Portfolio. See the asset allocation descriptions below for more information.

ii.	How would a market crash effect my portfolio?	<p>Even a portfolio with an asset allocation that matches your financial goals and risk tolerance can be impacted by rare and improbable market events such as the stock market crash of 1929, “Black Monday” of 1987 or the Financial Crisis of 2008. You should not expect us to predict such market anomalies and understand that they may have a tremendously negative impact on the value of traditionally “safe” assets.</p> <p><i>Example: Prior to the financial crisis of 2008, investment grade bonds from financial institutions were considered safe investments. However, the crisis caused many of these bonds to lose 50% of their value.</i></p> <p>When investing there is always the risk of losing all of your original investment.</p>
a.	Very Conservative Portfolio	<i>A very conservative portfolio is a portfolio managed to preserve capital and generate income as its secondary objective. Very Conservative Portfolios tend to be invested in a mix of government and high grade corporate fixed income securities with much less volatility then the S&P 500. A conservative portfolio is typically 5% Cash, 80% Bonds, 0% Equities and 15% Other.</i>
b.	Conservative Portfolio	<i>A conservative portfolio is a portfolio managed to generate income as its primary objective and preserve initial capital as its secondary objective. Conservative portfolios tend to be invested in a mix of income-producing securities with much less volatility then the S&P 500. A conservative portfolio is typically 1% Cash, 49% Bonds, 35% Equities and 15% Other.</i>
c.	Moderate Portfolio	<i>A moderate portfolio is a balanced portfolio that has both capital preservation, income and growth as its objectives. Moderate portfolios tend to have volatility less then the S&P 500. A moderate portfolio is typically 1% Cash, 29% Bonds, 55% Stocks and 15% Other.</i>
d.	Aggressive Portfolio	<i>An aggressive portfolio is a growth portfolio managed to generate long-term capital gains as its primary objective. Aggressive portfolios tend to be invested in a mix of securities with potential for long-term capital appreciation with volatility similar to the S&P 500. An aggressive portfolio is 1% Cash, 0% Bonds, and 80% Stocks and 19% Other.</i>
e.	Very Aggressive Portfolio	<i>A very aggressive portfolio is a high growth portfolio managed to generate above market capital gains as its primary objective. Very Aggressive Portfolios tend to be invested in a mix of securities with potential for capital appreciation with volatility in excess of the S&P 500. Aggressive trading, leverage and shorting may be used in a ways that increase investment risk. An aggressive portfolio is 1% Cash, 0% Bonds, and 80% Stocks and 19% Other.</i>
f.	Speculative	<i>A speculative portfolio is a high growth portfolio managed to</i>

		<p><i>generate excessive capital gains as its primary objective. Speculative Portfolios tend to be invested in a mix of securities with potential for excessive capital appreciation with volatility well in excess of the S&P 500. Aggressive trading, leverage and shorting may be used in a ways that create tremendous investment risk. An aggressive portfolio is 1% Cash, 0% Bonds, and 80% Stocks and 19% Other.</i></p>
2.	Security Selection	<p>The risk of loss in a portfolio can often be increased or decreased depending on the type of security and the quality of the security. Understanding the types of risks that are present within the various securities we use is important to understanding your risk of loss. Our portfolios typically use multiple asset classes and securities to add diversification. This can make the portfolio harder to understand and each individual security or asset class carries its own risk of loss.</p>
i.	Equity Risks	<p>Equity investments in public equities (stocks), Exchange Traded Products (“ETPs”), Real Estate Investment Trusts (“REITs”), Master Limited Partnerships (“MLPs”), Business Development Corporations (BDCs) and mutual funds are not guaranteed. This includes the possibility of losses due to fluctuations in value, fraud, and withdrawals by other fund shareholders. The prices of equity securities rise and fall daily. These price movements may result from factors affecting individual companies, industries or the securities market as a whole. In addition, the equity market tends to move in cycles which may cause stock prices to fall for short or extended periods of time. Companies with a larger market capitalization are typically less risky than companies with a smaller market capitalization. Domestic stocks are considered less risky than international stocks. When making equity investments you assume greater risks than when you invest in bonds or cash.</p>
ii.	Derivative Risks	<p>In financial markets a derivative instrument is a contract between two parties that specifies conditions (dates, resulting values of the underlying variables, and notional amounts) under which payments, or payoffs, are to be made between the parties.</p> <p>The use of derivatives can result in large losses because of leverage, or borrowing. Therefore, investors can lose large amounts if the price of the underlying asset moves against their contract.</p> <p>The loss due to a derivative investment can be unlimited. The most common derivatives used by our firm are Options.</p>
a.	Option Risks	<p>Investments in option contracts are not guaranteed. Options should be considered riskier than stocks, bonds or cash. You should familiarize yourself with the type of option (i.e., put or call) and strategy your Advisor is contemplating. Transactions in options carry a high degree of risk.</p>

		<p>Buying an option is subject to the risk of losing the premium and transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time. If the purchased options expire worthless, you will suffer a total loss of your investment, which will consist of the option premium plus transaction costs.</p> <p>Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavorably. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest.</p> <p>If the option is "covered" by the seller holding a corresponding position in the underlying interest or a future or another option, the risk may be reduced. If the option is not covered, the risk of loss can be unlimited.</p>
iii.	Debt Risks	<p>Investments in debt are not guaranteed. We commonly use debt instruments to provide fixed income for a portfolio. The value of fixed income securities will fluctuate, which means that a portfolio could lose money and an individual security can default causing you to lose all of your original investment. Fixed income should be considered less risky than investments in option contracts or equity, but more risky than cash. Preferred stock and/or high yield fixed income can become as risky as an equity investment.</p> <p>High credit quality fixed income securities (like US Treasuries) are less risky than low credit quality fixed income securities (like junk bonds). Fixed income securities with a longer maturity (bonds that mature in 30 years) are riskier than fixed income securities with a shorter maturity (bonds that mature in 6 months). International bonds are considered more risky than domestic bonds (because of currency risks). Higher yielding investments are typically riskier than low yielding investments. A change in any of these factors can cause your fixed income investment to fall in value and in some circumstances become worthless.</p> <p>Other risks affecting fixed income include elements consistent with other investments such as: a change in economic conditions, fraud by the issuer, currency fluctuations, inflation and a change in US tax treatment.</p>
iv.	Unregistered Investment Risk	<p>Investments in Unregistered investments (also known as limited partnerships, hedge funds, private equity, direct investments or co-investments) carry a significant risk of loss, including total loss of investment. To invest in investments that are unregistered with a</p>

		<p>financial regulator, a client must be an accredited investor.</p> <p>Unregistered investments tend to have less liquidity than traditional investments. Some require holding periods of 5 to 10 years. They may use significant leverage, which can increase potential gains as well as potential losses. Unregistered investments can be difficult to accurately price (mark to market) and value. They may offer less transparency into the underlying investments and do not offer investors the same protection as registered investments. For this reason they carry significant risks, including the risk of fraud. Only sophisticated investors who can bear a loss of investment should invest in unregistered investments.</p>
v.	Commodity and Precious Metal Risks	<p>Investments in Commodities and Precious Metals are not guaranteed. The value of a commodity or precious metal investment will fluctuate greater than an equity investment. You should consider an investment in these asset classes to be more risky than an equity investment. You should expect to see changes in the value of these investments in a range that is greater than an equity investment. If you cannot tolerate drastic changes in value you should not invest in commodities or precious metals.</p>

3.	Trading of Securities	<p>When we buy or sell a security, the trade affects whether you experience a gain or a loss. If your personal situation changes which requires the sale of a security at an inopportune time, this can significantly affect the performance of your investments. Market volatility may impair your judgement and result in poor investment timing. Also, frequent trading or attempting to time the market can increase your risk of loss.</p>
i.	Hedging Risks	<p>Hedging an investment position is done to offset or reduce a potential loss. A hedge can be constructed from many types of financial instruments, including: stocks, exchange-traded funds, insurance, forward contracts, swaps, options, many types of over-the-counter and derivative products, and futures contracts.</p> <p>Because hedging often involves the use of derivatives, the risks associated with those instruments should be considered. Also, hedging is not guaranteed to work. There are times when a hedge can multiply losses and it should be understood that hedging may reduce one risk while simultaneously increasing another.</p>
ii.	Leverage Risks	<p>The most obvious risk of leverage is that it multiplies losses. An investor who buys a stock on 50% margin will lose 40% of his money if the stock declines 20%. If leverage is attained through the use of derivatives it may involve a counterparty, either a creditor or a derivative counterparty. If a derivative counterparty fails, unrealized gains on the contract may be jeopardized. (See counterparty risks below)</p>

iii.	Liquidity Risks	Investments can suddenly become illiquid and difficult to trade. Illiquid assets can be particularly challenging to value and trade if no buyer or seller of an asset can be found. Our AUM Fees, which are based on values provided to us by your custodian, may be higher or lower than they would normally be for an asset with regular pricing information. Markets that provide liquidity may change at any time eliminating our ability to buy or sell a specific security. Liquidity cannot be guaranteed and you risk not having the ability to buy or sell an investment when investing.
iv.	Market Timing Risks	We may attempt to time when the buying, selling or shorting of public equities. Because it is impossible for us to predict the best time to buy or sell a security, there is a risk that our timing may not result in the best price. There is also the risk that the cost of trading outweighs the benefit of the trading activity. The greater the frequency of trading the greater the market timing risks and therefore day trading is especially risky/speculative. Frequent trading in an effort to anticipate market movements may severely hurt the value of a portfolio as this type of activity is highly speculative.
v.	Selling Short Risks	<p>In finance, short selling (also known as shorting or going short) is the practice of selling assets that have not been purchased beforehand, but which the seller may have borrowed from a third party with the intention of buying identical assets back at a later date to return to that third party.</p> <p>The short seller hopes to profit from a decline in the price of the assets. The short seller will incur a loss if the price of the assets rises, and there is no theoretical limit to the loss that can be incurred by a short seller.</p>
vi.	Tax Risks	A Client should understand that all or a portion of their securities may be sold either at the initiation of or during the course of the management of their assets. Clients are responsible for all tax liabilities arising from such transactions, and Clients are encouraged to seek the advice of a qualified tax professional. It is important to notify us if your account requires special handling because of your tax situation.
4.	Counterparty Risk	Investments we recommend or purchase on your behalf will contain various degrees of counterparty risk. Counterparty risk can be described as default risk. In other words, it is the risk that an organization does not pay out on a bond, credit derivative, trade credit insurance or payment protection insurance contract, or other trade or transaction when it is supposed to. While we attempt to manage counterparty risk, it is not something that can be guaranteed. The failure of a counterparty in an investment or transaction will result in a loss in the value of your account.

Item 9 – Disciplinary Information

This section would be used to disclose if our firms disciplinary history.

Has your firm been subject to any disciplinary actions?	No.
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Item 10 - Other Financial Industry Activities and Affiliations

This section is used to disclose other financial industry activities and financial industry affiliations of our firm. Last updated: 03/28/2013

A. Are any of your management a registered representative of a broker-dealer?	No.
B. Are any of your management registered, or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor?	No
C. Does your firm have any relationship or arrangement	Yes. Belpointe is affiliated with an insurance agency, three sponsors of limited partnerships(s) and has relationships with other investment advisors. Brandon Lacoff, a principal of Belpointe, is also an attorney and owner of a law firm. One investment adviser

that is material to your advisory business?		<p>representative is affiliated with a mortgage broker.</p> <p>As stated throughout this brochure, firm personnel may be engaged in a host of other business activities. Further information regarding such activities may be found in the Part 2B: Brochure Supplement portion of this brochure. Whereas some of these activities may be deemed a conflict of interest, firm personnel are prohibited from engaging in any practice that could jeopardize or disadvantage the client or their accounts. Accordingly, each representative is further required to acknowledge and adhere to the policies and procedures mandated within the firm's Code of Ethics (please see Item 11 for further information regarding the Code of Ethics).</p>
1.	Broker-Dealer	No.
2.	Investment Company	No.
3.	Another Investment Adviser	We have solicitor agreements with Curian Capital, LLC (www.curian.com) and Symmetry Partners, LLC (www.symmetrypartners.com).
4.	Futures commission merchant, commodity pool operator, or commodity trading advisor	No.
5.	Bank or Thrift	No.
6.	Accountant or accounting firm	No.
7.	Lawyer or law firm	<p>Brandon Lacoff is the owner of Greenwich Legal Associates, LLC ("GLA"). GLA prosecutes security class action lawsuits. We monitor your securities for possible class representation in security class action cases, securities litigation, fraud and failure to meet corporate governance obligations. It is impermissible by law for GLA to pay any referral fee to Belpointe. Because Mr. Lacoff is an owner of Belpointe and GLA there is a financial interest for Brandon Lacoff to recommend you select GLA to recover losses and damages in a security you own. There is no arrangement established that provides monetary compensation to Belpointe, but you should understand that Brandon Lacoff and GLA would be compensated for handling your case. You are free to elect a firm other than GLA to represent you in a case.</p>
8.	Insurance	Belpointe Insurance, LLC is owned by Gregory Skidmore, Brandon

	company or agency	Lacoff and Robert Raimondo. Several of our Advisor Representatives are licensed agents with Belpointe Insurance. Fixed insurance product sales to you will be conducted through this firm. The owners of Belpointe Insurance receive compensation from profits and agents are compensated through payment of commissions for such sales.
9.	Pension Consultant	No.
10.	Real Estate Broker	No.
11.	Sponsor or syndicator of limited partnerships	<p>Belpointe Asset Management, LLC is not a sponsor or syndicator of any limited partnerships.</p> <p>However, our principals have ownership in three general partnerships which sponsor and syndicate three limited partnerships, Belpointe AlphaT Partners, LP ("AlphaT Fund"), Belpointe Mercator International, LP ("Mercator Fund") and the Belpointe Multifamily Development Fund I, LP ("Multifamily Fund").</p> <p>Belpointe has an indirect and, in some cases, a direct economic incentive to recommend you invest in these limited partnerships. To manage these conflicts, your Belpointe Adviser may only recommend an allocation to these limited partnerships if they feel it is in your best interest and such recommendation is consistent with our code of Ethics, which prohibits engaging in unethical practices. No investor may allocate more than 10% of their net worth to a single fund. In addition, no more than 30% of an investor's net worth may be allocated to any Belpointe managed funds. The Belpointe Chief Compliance Officer must approve all investors before they can invest in a Belpointe limited partnership(s).</p>
12.	Mortgage Broker	Yes, one of our investment adviser representatives, Donald Kisselbach, is a mortgage broker for RFA Capital Corp. He may assist Belpointe clients in obtaining mortgages from RFA Capital Corp. for such sales. RFA Capital Corp. is a Licensed NYS & CT Mortgage Broker and RFA and Donald Kisselbach receives a commission from such sales. Clients are not required to use RFA Capital Corp. for their mortgage needs.
D.	Do you recommend or select other investment advisers for your clients and do you receive compensation directly or	Yes. Belpointe has a program designed to allow Registered Advisors to recommend and select unaffiliated investment advisers. Curian Capital, LLC (www.curian.com) and Symmetry Partners, LLC (www.symmetrypartners.com) and Belpointe and its representatives receive a portion of the fees you are charged by the unaffiliated adviser. This does not change the fee that the Client pays.

indirectly from
those advisers?

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

This section describes our Code of Ethics, Participation or Interest in Client Transactions and Personal Trading. (Last updated: 3/22/2013)

A. Can you briefly describe your code of ethics?	We have various ethical standards, described in our Code of Ethics. The Code of Ethics is intended to reflect fiduciary principles that govern the conduct of our firm and our personnel when providing investment advice.
Can I get a copy of your Code of Ethics?	Yes, a copy of Belpointe's Code of Ethics is available upon request. You may make the request through your Advisor or by calling (203) 629-3300.
B. Do you or a related person recommend to clients, or buy or sell for client accounts, securities in which you or a related person has a material financial interest?	<p>Yes, we may recommend to an appropriate client that they invest in one or more of the three private funds that certain Belpointe Principals have a financial interest in: AlphaT Fund, Mercator Fund and Multifamily Fund.</p> <p>We serve as advisor to AlphaT Fund and Mercator Fund and receive an AUM management fee for such services. Brandon Lacoff, Jeffery Tomasulo and Gregory Skidmore have an ownership interest in AlphaT Fund and Mercator Fund. Belpointe Investment Adviser Representative Timothy Davidson also has an ownership interest in AlphaT Fund. Belpointe Portfolio Manager Herve Van Caloen has a ownership interest in Mercator Fund. Jeffery and Herve also manage their respective funds and may receive compensation for their management services. This does not change the fee to the client. Brandon Lacoff and Timothy Davidson have an ownership interest in the Multifamily Fund, but Belpointe does not serve to advise this fund. Gregory Skidmore serves as the compliance officer to this fund and may be compensated for this role.</p> <p>Your Belpointe Adviser may only recommend an allocation to these limited partnerships if they feel it is in your best interest. All Advisers are bound by our code of Ethics, which prohibits engaging in unethical practices. To the extent any conflict exists, no investor may allocate more than 10% of their liquid net worth to a single fund. In addition, no more than 30% of an investor's net worth may be allocated to these funds. The Belpointe Chief Compliance Officer must approve all investors before they can invest in a Belpointe limited partnership(s).</p>

C. Do you or a related person invest in the same securities that you or a related person recommends to clients?

Yes. Your Advisor, the people we supervise, or our affiliates may take positions in the same securities as you. As a result, there may be times when a conflict of interest arises and it is possible for an investment decision to benefit them more than you. To manage these conflicts we have adopted the following principles governing personal investment activities of the people we supervise:

- The clients' interests will be placed first at all times.
- All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest.
- No one may take inappropriate advantage of their positions.

D. Do people at your firm recommend securities to clients, or buy or sell securities for client accounts, at or about the same time that he or she buys or sells the same securities for his or her own account?

Yes, your advisor may take positions in the same securities as you and as a regular course of business your positions may be bought and sold alongside your advisor. We have imposed policy restrictions on all our personnel with respect to transactions in their own accounts and accounts over which they have control or a beneficial interest.

Trading restrictions prohibit unacceptable trading practices such as front running, crossing trades with customers, and insider trading. Our Code of Ethics requires that we comply with applicable Federal securities laws and that we report violations of the Code of Ethics. People we supervise must report their personal transactions and holdings periodically and get pre-clearance before buying a security in an initial public offering or private offering.

When possible, people we supervise must trade alongside you and receive identical pricing. When this is not possible (example: trading at various custodians) the people we supervise must first buy for your accounts and then him/herself. When selling, a supervised person must sell his/her shares after a Client's shares are sold. Even though Belpointe believes that this places the Client in a favorable trading position, this practice may result in Clients receiving worse pricing than access persons due to changes in the market.

Item 12 - Brokerage Practices

This section describes how we work with broker-dealers when conducting business. Last updated: 3/27/2012

A. What factors do you consider in

We may recommend a custodian. Currently our list of recommended custodians ("Custodians") includes: Charles Schwab & Co., Inc. ("Schwab"), Fidelity Institutional Wealth

	selecting or recommending broker-dealers for my transactions and determining the reasonableness of their compensation?	<p>Services ("Fidelity"), TD Ameritrade, Inc ("TD") and Interactive Brokers LLC ("IB").</p> <p>We select custodians based on the quality of their brokerage services, customer service and resources to help us manage the accounts of our clients. A custodian typically provides you with brokerage services as well as custodial services. They typically provide us with research and technology to service our clients. The commissions generated in your account indirectly compensate a custodian for the services they provide to your account and our business.</p>
1.	Do you receive research and other "soft dollar" benefits from these custodians/brokers?	Yes, our custodians make available to us products and services that benefit our firm but may not directly benefit your account. Many of these products and services may be used to service all or some substantial number of our clients. This presents us with a conflict because our business and other clients may benefit from the commissions generated in your account.
a.	When you use my brokerage commissions to pay for products or services does it save your firm money?	Yes, when we use your brokerage commissions to obtain research or other products or services, we receive a benefit because we do not have to pay for the research, products or services.
20b.	Do you have an incentive to select or recommend a broker-dealer based on your interest in receiving products or services, rather than based on my interest in receiving the most favorable execution?	We may have an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on your interest in receiving the most favorable execution.
c.	Will this cause me to pay	No.

	commissions higher than those charged by other broker-dealers?	
d.	What types of products and services do you receive from my commission dollars?	<p>Our firm receives a large number of benefits from the custodians that we use. Our custodians provide us with access to their institutional trading and custody services, which are typically not available to retail investors. These services are generally available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts. These services are not contingent upon us committing to any specific amount of trading commissions. Our custodians do not charge separately for custody services but are compensated by your brokerage commissions and other fees.</p> <p>Our Custodian's brokerage services will typically include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to the institutional investors or would require a significantly higher minimum initial investment.</p> <p>Our Custodians offer products and services that assist us in managing and administering your account and the accounts of our other clients. This includes software and other technology that:</p> <ol style="list-style-type: none"> 1. Provide us access to client account data (such as trade confirmations and account statements) 2. Facilitate trade execution and allocate aggregated trade orders for multiple client accounts 3. Provide research, pricing and other market data 4. Facilitate payment of our fees from clients' accounts 5. Assist with back-office functions, record keeping and client reporting <p>Custodians also offer other services intended to help us manage and further develop its business enterprise. These services include:</p> <ol style="list-style-type: none"> 1. Compliance, legal and business consulting 2. Publications and conferences on practice management and business succession 3. Access to employee benefits providers, human capital consultants and insurance providers. 4. Make available, arrange and/or pay third party vendors for the types of services rendered to our firm. 5. 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 Belpointe. 6. Provide educational events or occasional business

		<p>entertainment of our personnel.</p> <p>In evaluating whether to recommend or require that you custody your assets at a particular Custodian, we take into account the availability of some of these products and services. We do not rely solely on the nature, cost or quality of custody or brokerage services to you, which may create a conflict of interest.</p>
2.	Do you consider, in selecting or recommending broker-dealers , whether you or a related person receives client referrals from a broker-dealer?	No.
3.	Do you direct brokerage commissions or allow clients to direct brokerage commissions?	No.
a.	Do you routinely recommend, request or require that I execute transactions through a specified broker-dealer?	No.
b.	Am I permitted to direct brokerage to a specific broker-dealer?	<p>Yes, If a Client directs Belpointe to use a particular broker, they should be aware of the following:</p> <ol style="list-style-type: none"> 1. Our ability to achieve the best sale or purchase price (best execution) may be limited 2. We may not be able to negotiate or re-negotiate the commission rates with a client's directed broker-dealer 3. You will not be able to participate in volume discount commission rates that may be negotiated with our existing broker-dealers 4. You may forgo other benefits from savings on execution

		costs that may otherwise be obtained by aggregating client orders
B.	Under what conditions do you aggregate the purchase or sale of securities for my accounts with other client's accounts?	<p>We may aggregate transactions for your account(s) with the transactions of other clients. We do this to avoid giving favorable pricing to one client over another.</p> <p>This practice will not reduce the costs charged to your account for those transactions. Our trading policies require us to assign to your account the average price resulting from these aggregated trades. If a trade order for a large group of clients is not completed, the shares may be allocated in one of three ways:</p> <ol style="list-style-type: none"> 1. Randomly 2. Pro rata based on the size of the account 3. Alphabetically 4. Some other policy adopted by us <p>Our trade allocation policies may result in certain clients paying higher or lower prices for securities than may otherwise have been obtained if the transactions had been executed separately.</p>

Item 13 – Review of Accounts

This section describes how we review and monitor client accounts. Last updated: 03/22/2013

A.	Do you periodically review my accounts?	Yes. We review trades done in your accounts and your account balances. Performance reviews are conducted on a quarterly basis.
B.	Do you review my accounts on other than a periodic basis?	Yes, deeper review into asset allocation and security selection can be triggered by a number of factors. This may include (but is not limited to) factors such as economic conditions, market conditions, security related factors and a change in a client's financial/investment needs or goals. You may call at any time during normal business hours to speak directly with your Advisor about your account(s), financial situation, or investment needs. You may trigger a review at any time by requesting a review of your account. If your financial situation or investment goals change, a review of all account(s) will be triggered. No formal instruction is provided on how to review client accounts. Advisors are permitted to use their discretion on how and when to review client accounts.
C.	What is the content and	You will receive statements from your custodian as well as Belpointe. Our recommended custodians deliver brokerage

**frequency of
regular reports
you provide me?**

statements monthly and trade confirmations as they occur. We deliver performance reports to you on a quarterly basis. You should compare the reports you receive from us with the reports you receive from your custodian to ensure their accuracy. These reports display all positions as of the end of the quarter, asset allocation, performance net of fees and the value of the account as of the end of the quarter.

We will bundle the reporting of accounts located at the same address you have provided to us. If you do not want these accounts bundled please let us know.

Item 14 - Client Referrals and Other Compensation

This section discuss how we compensate people for client referrals. Last updated: 12/20/201

A. Are you compensated by anyone other than clients for the advice that you provide to clients?

Belpointe has agreements with unaffiliated investment advisors who offer advisory products and services, and in some instances recommends clients to such advisors. In such cases, Belpointe acts as a solicitor and receives a portion of the fee paid to the unaffiliated advisor. This does not raise the fee paid by the client.

B. Do you compensate anyone who is outside your firm's supervision for client referrals?

Henrik Holdt - We compensate Henrik Holdt for the solicitation of clients. He does not provide investment advice. In exchange for referring clients, he receives 20% of the fees associated with the client's account. This does not raise the amount of fees paid by the client.

James Gregory - We compensate James Gregory for the solicitation of clients. He does not provide investment advice. In exchange for referring clients, he receives 50% of the fees associated with the client's account. This does not raise the amount of fees paid by the client.

Item 15 - Custody

This section describes who holds custody of your assets and our business relationship with them. Last updated: 3/22/2013

<p>Do you have custody of my assets?</p>	<p>When providing investment advisory services, we do not take custody of your assets. A qualified custodian will have custody of your investments and they will send you monthly statements and trade confirmations independently from our reports. The SEC does deem us to have custody, but only for the purpose of deducting fees.</p> <p>If you are invested in one of the affiliated private funds we are deemed to have custody of your funds. To protect investors and meet regulatory requirements, these funds are subject to an annual financial statement audit by an independent public accountant. The accountant distributes the audited financial statements, which are prepared in accordance with US generally accepted accounting principles [GAAP], to the fund's investors.</p>
<p>Who can I use to custody my assets when working with you?</p>	<p>We typically recommend that you custody your assets at Schwab Institutional, Fidelity Institutional Wealth Services, TD Ameritrade Inc. We may work with clients who custody assets at other locations in some circumstances.</p>
<p>How frequently will they send me a statement of my assets?</p>	<p>Your qualified custodian will deliver brokerage statements monthly (no less frequently than quarterly) and trade confirmations as they occur. We also send reports to you on a quarterly basis. These reports display your current holdings, asset allocation, performance net of fees and the value of the account as of the end of the quarter. We urge you to compare our statements with the statements of your custodian. Please notify us of any discrepancies.</p>
<p>How do you safeguard my assets?</p>	<p>Our recommended custodians are all members of the Securities Investor Protection Corporation (SIPC), and brokerage accounts maintained with them are protected by SIPC, which protects brokerage accounts of each customer when a brokerage firm is closed due to bankruptcy or other financial difficulties and customer assets are missing from accounts. SIPC protects brokerage accounts of each customer up to \$500,000 in securities, including a limit of \$250,000 on claims for cash. Money market funds held in a brokerage account are considered securities. For more information on SIPC coverage, please review the brochure "How SIPC Protects You" available for free download at www.sipc.org.</p> <p>Certain assets are not eligible for SIPC protection. Among the assets typically not eligible for SIPC protection are commodity futures contracts, precious metals, as well as investment contracts (such as limited partnerships) and fixed annuity contracts that are not registered with the U.S. Securities and Exchange Commission under the Securities Act of 1933.</p> <p>In accordance with the SEC rule 15c3-3, often known as the "Customer Protection Rule", a custodian must protect client</p>

securities that are fully paid for by segregating them and ensuring that they are not used for any other purpose, such as for loans to investors or institutions, corporate investment purposes, and spending. This practice helps ensure that customers have access to these securities at all times. Customer assets may still be subject to market risk and volatility.

You have the option of using multiple custodians to provide yourself with greater SIPC coverage.

In addition, Belpointe carries a bond that covers \$1,000,000 in theft from a client's account that is carried out by an employee.

Item 16 - Investment Discretion

This section discusses the investment discretion that you provide us in managing your account. Last updated: 3/20/2011

Do you have investment discretion?

Yes. You provide us with limited-powers and authority to manage your accounts using our own discretion. We act as your agent, with respect to your account(s):

1. To make all investment decisions; and
2. To buy, sell and otherwise trade in securities or other related investments.
3. Discretion and authority includes the following: Asset Allocation Discretion; Security Selection Discretion; Brokerage Discretion; Proxy Voting Discretion; and Commission Rate Discretion.

You may place reasonable restrictions on your account(s) through the use of written instructions to us ("Client Instructions"). This includes which individual securities to buy or sell. You may place these restrictions in the form of limitations on a specific security or broad categories of securities. We can also work with you on a non-discretionary manner.

We do not have the following authorities and therefore we must receive your written approval before: investing in privately offered securities, hiring or firing third-party investment managers, purchasing insurance contracts, investing in non-registered investments, and opening or closing custodial accounts.

We do not direct trades to brokerage firms in exchange for research or products.

May I have my account managed on a non-discretionary basis?

Yes, you may have your account managed on a non-discretionary basis. However, because we are not a broker dealer, our non-discretionary accounts are different from what you may be accustomed to and therefore it is important to understand the following:

Non-discretionary means we will not buy or sell a security without first communicating our investment advice to you and receiving verbal authority to implement our recommendations. Once we have received authority to implement a strategy we may exercise the following discretion:

1. Power to exercise discretion in the selection of the security to be purchased or sold;
2. Power to exercise discretion on time and price;
3. Power to exercise discretion on the quantity of shares/amount of a security to be bought or sold;
4. Power to refuse an order from you to buy or sell a security because it violates our commitment to act in your best interest at all times;
5. Power to exercise discretion on the broker to be used and brokerage commission rates to be paid.

There are some disadvantages to having your account managed on a non-discretionary basis:

1. It is Belpointe's policy to execute trades for discretionary clients before the trades of non-discretionary clients.
2. The price you receive for securities purchased or sold will be different from the price you would have received as a discretionary client.
3. The advice you receive may be delayed because we cannot reach you, are communicating with other non-discretionary clients, and/or taking action first with our discretionary clients.

Item 17 - Voting Client Securities

This section describes how we vote proxies. Last updated: 12/20/2011

A. How do you handle the voting of proxies?

We have voting authority with regard to your securities and therefore have the authority to vote proxies on your behalf.

Our policy is to refrain from voting proxies because we believe the time cost of voting a proxy typically outweighs the benefits to our clients in aggregate. From time-to-time we may elect to vote

	<p>proxies when we believe the benefit outweighs these costs. This may not always be in your best interest.</p> <p>Through the use of Client Instructions you may place restrictions on our ability to participate in proxy voting.</p>
B. What if I want to vote proxies and receive other solicitations?	<p>You may elect to receive/vote proxies and receive solicitations. These will be delivered directly by your custodian to you. You will be able to make the elections yourself or ask your Advisor to help you with voting.</p>

Item 18 - Financial Information

This section informs you about financial information regarding our firm.

A. Will you require or solicit prepayment of more than \$1,200 in fees from me, six months or more in advance?

No.

B. Are you facing any financial condition that is reasonably likely to impair your ability to meet contractual commitments to me?

No.

C. Have you have been the subject of a bankruptcy petition at any time during the past ten years?

No.

Item 19 - Requirements for State-Registered Advisers

This section does not apply to our firm.

Appendix 1: The Wrap Fee Program Brochure

This section does not apply to our firm. Last updated on: 03/20/11

Part II-B of Form ADV: Brochure Supplement

This is Part II-B of Form ADV also known as the Brochure Supplement for Belpointe Asset Management LLC. You may reach any of the individuals describe in this brochure by writing them at Belpointe Asset Management, 125 Greenwich Ave, Greenwich, CT 06830 or by calling (203) 629-3300.

What is the purpose of this brochure supplement?

This brochure supplement provides information about Gregory H. Skidmore, Philip M. Skidmore, Christopher N. Sandys, David C. Nelson, CFA, Donald W. Kisselbach, Jr., Pedro A. Ramirez, Jr., Peter T. Barcia, CFA, CLU, Timothy C. Davidson, Robert W. Raimondo, JD, Jeffery Tomasulo, Herve' Van Caloen, Jared Levy and Michael Pansini and supplements Belpointe Asset Management's brochure. You should have received a copy of the brochure. Please contact Gregory H. Skidmore, President, if you did not receive Belpointe's brochure or if you have any questions about the contents of this supplement.

Where can I find additional information on these agents of your firm?

Additional information about the above named individuals is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

This section informs you of our education and business experience. Advisors and portfolio managers are given titles to help describe their role within the firm and these should not be used to determine the skill or experience of an adviser. Last Update: 03/22/2013

Gregory H. Skidmore

Mr. Skidmore was born in 1976. He is a graduate of Connecticut College with a BA in Economics and History. Greg co-founded Belpointe Asset Management in 2007, and has served as President of Belpointe since that time. Prior to co-founding Belpointe, he was a Financial Advisor at Citi Smith Barney in Greenwich, CT from 2005-2007. Greg has passed the Principal/Supervisor Exam, the Series 24. In addition, he has passed two State Securities examinations, the Series 63 and the Series 65, and the Series 7 examinations. He is currently not registered with a Broker Dealer. See "Guide to Industry Examinations" below.

Greg is currently a registered Investment Adviser Representative of Belpointe Asset Management LLC and an Insurance Agent of Belpointe Insurance LLC.

Philip M. Skidmore

Mr. Skidmore was born in 1940. He is a graduate of Georgia Institute of Technology with a BS in Industrial Management and NYU with an MBA in finance. Phil joined Belpointe in 2007 as a Chairman, after retiring from Advest, where he worked as Managing Director from 1986 to 2005. He received a waiver on the Series 65 Exam from the State of Connecticut Department of Banking. See "Guide to Industry Examinations" below.

Phil is currently registered as an Investment Adviser Representative of Belpointe Asset Management.

Christopher N. Sandys

Mr. Sandys was born in 1970. He is a graduate of the US Air Force Academy with a BS in Aeronautical Engineering and University of Southern California with an MS in Systems Management. Chris joined Belpointe Asset Management in 2009 as a Portfolio Manager. Prior to joining Belpointe, Chris was an Institutional Salesman and then a Financial Advisor at UBS Financial Services Inc from 2004 to 2009. Chris has passed the Series 7 Exam and Series 66 examinations. He is currently not registered with a Broker Dealer. See "Guide to Industry Examinations" below.

Chris is currently registered as an Investment Adviser Representative of Belpointe Asset Management.

David C. Nelson, CFA	<p>Mr. Nelson was born in 1948. He joined Belpointe Asset Management in 2011 as Chief Strategist. Prior to joining Belpointe David ran his own investment firm, DC Nelson Asset Management which he founded in October 2000. From 1997-2000, David was a portfolio manager at Lehman Brothers' New York City office responsible for managing the assets of high net worth clients and small institutions. From 1995-1997 David was a manager at Morgan Stanley Dean Witter. Mr. Nelson is a Chartered Financial Analyst (CFA). See "Guide to Industry Designations" below.</p>
<p>David is currently registered as an Investment Adviser Representative of Belpointe Asset Management.</p>	
Donald W. Kisselbach, Jr.	<p>Mr. Kisselbach was born in 1953. He attended Fairleigh Dickinson University. Don joined Belpointe Asset Management in 2011, as Senior Portfolio Manager and Wealth Advisor. Don's financial career began at Alexander, Wescott & Co., Inc. in 2000. In 2002 he was recruited by UBS and left to Alexander, Wescott & Co. to become an Account Vice President, and provided wealth management services to individuals. From 2009 to 2010, Don was a Portfolio Manager at DC Nelson Asset Management LLC. He has passed series 63, 66, 7, and 31 examinations. He is currently not registered with a Broker Dealer. See "Guide to Industry Examinations" below.</p>
<p>Don is currently registered as an Investment Adviser Representative of Belpointe Asset Management and an Insurance Agent of Belpointe Insurance LLC.</p>	
Pedro A. Ramirez, Jr.	<p>Mr. Ramirez was born in 1963. He is a graduate of Cornell University with a BS in Business Management and Marketing. Pedro joined Belpointe Asset Management in 2009, as a Wealth Manager. Prior to joining Belpointe, Pedro was a Financial Advisor with UBS Financial Services, Inc. from 2007 to 2009. Before working in the financial industry, Pedro worked in sales at Signature Apparel Group from 2003 to 2007. Pedro has passed the Series 7, and Series 66 examinations. He is currently not registered with a Broker Dealer. See "Guide to Industry Examinations" below.</p>
<p>Pedro is currently registered as an Investment Adviser Representative of Belpointe Asset Management, and an Insurance Agent of Belpointe Insurance LLC.</p>	
Peter T. Barcia, CFA, CLU	<p>Mr. Barcia was born in 1951. He is a graduate of St. John's University with a BA in Economics. Peter joined Belpointe Asset Management in 2009, as a Senior Private Wealth Advisor. Peter has been in the financial services industry since 2002. Prior to</p>

	<p>joining Belpointe, Peter was a Financial Advisor at UBS Financial Services Inc. from 2002 to 2009. Peter has passed the Series 7, Series 26, and Series 66 examinations/licenses and holds the Chartered Financial Analyst (CFA) and Chartered Life Underwriter (CLU) designations. See "Guide to Industry Examinations" and "Guide to Industry Designations" below.</p> <p>Peter is currently registered as an Investment Adviser Representative of Belpointe Asset Management LLC and an Insurance Agent of Belpointe Insurance LLC.</p>
Timothy C. Davidson	<p>Mr. Davidson was born in 1954. He is a graduate of the College of William & Mary with a B.A. in Economics and Language. Tim joined Belpointe Asset Management in 2010, as a Senior Portfolio Manager and Wealth Advisor. Tim has been in the financial services industry since 2005. Prior to joining Belpointe, Tim was a Financial Advisor at UBS Financial Services Inc. from 2005 to 2009; From 2009 to 2010, he was an Investment Adviser Representative of DC Nelson Asset Management, LLC. He has passed the Series 7, and Series 66 examinations. He is currently not registered with a Broker Dealer. See "Guide to Industry Examinations" below.</p> <p>Tim is currently registered as an Investment Adviser Representative of Belpointe Asset Management and an Insurance Agent of Belpointe Insurance LLC.</p>
Robert W. Raimondo, JD, CWM, MFP	<p>Mr. Raimondo was born in 1970. He is a graduate of Fairfield University with a BA in Politics and a graduate of Boston College School of Law with a JD. Bob is a member of the Massachusetts Bar Association, and a member and fellow of the American Academy of Financial Management. Bob joined Belpointe in 2012 as a Managing Partner and is responsible for Belpointe's expansion in the SouthWest. Bob has been in the financial services industry since 2002.</p> <p>Prior to joining Belpointe, Bob was a registered representative of WRP Investments, LLC and owner of his own Wealth Management firm, called The Toftree Group. He has passed the Series 6, 7, 63 and 65 exams. He is currently not registered with a Broker Dealer. Bob has passed the Massachusetts life and health insurance examinations and is licensed to sell life and health insurance. He also holds Chartered Wealth Manager (CWM) and Master Financial Professional (MFP) designations. Bob is also President of Belpointe Insurance, LLC. See "Guide to Industry Examinations" below.</p> <p>Robert is currently registered as an Investment Adviser Representative of Belpointe Asset Management LLC and an Insurance Agent of Belpointe Insurance LLC.</p>

Jeffery L. Tomasulo

Jeffery L. Tomasulo was born in 1973. He is a graduate of the University of Rochester with a BA in Political Science and a certificate in International Relations. Jeff joined Belpointe in 2011 as Managing Partner of Belpointe's Alternative Investment Group. He is in charge of overseeing the firm's alternative investment strategies and manages the AlphaT Fund. Jeff has been in the financial services industry since 1996, when he began

Jeff began his career in finance in 1996, as a trader for DATEK Securities Corp. where he traded a firm account. In 1999, helped to found a proprietary trading firm called Momentum Securities LLC which was eventually acquired by E*Trade Financial and renamed E*Trade Professional Trading, LLC in 2000.

After the acquisition, in 2006, Jeff joined a Chicago firm called Breakwater, LLC where he traded US Treasuries, notes, bills, futures and commodities. In 2008, Jeff was hired by a Senior Trader in the Proprietary Trading Division for SMB Capital. There he traded U.S. equities and futures products and was also responsible for mentoring new and new traders.

In 2005, he co-founded Leenan LLC, ("Leenan") a private investment firm. Leenan focused its investments in real estate development, capital restructuring, wellness, energy, and exports throughout the U.S., China, South America, and Europe.

Jeff is also a frequent contributor on CNBC where he appears to share his opinions and trading set ups on "Fast Money", "Fast Money Half-Time Report", and the "Closing Bell".

He has passed series 63, 25, 7, and 55 examinations. He is currently not registered with a Broker Dealer. See "Guide to Industry Examinations" below.

Jared Levy

Jared A. Levy was born in 1976. Jared joined Belpointe in 2011 as a Managing Partner and Portfolio Manager for Belpointe. Jared has had a two path career, one as an investment professional and another in media and publishing.

Investment Career: Jared attended Temple University between 1994 and 1996 where he took economic and business courses. His investment career began in June of 1997 where he was a Registered Representative of Jefferson Gersch, Inc until November of 1997. Then from December 1997 to July 1998 he was registered with First Liberty Investment Group, Inc. From July of 1998 to February of 1999 he was registered with Liberty Securities Corp. From December of 2002 to March of 2003 he was registered with Emerald Bay Capital Management. Jared joined PEAK Investments as their Senior Derivatives Specialist in October of 2008 and . He was one of three traders who managed ONN options alerts service and IGP trades. From April 2010 until July of

2010 he was registered with Optionshouse.

Jared has passed the Series 7, and Series 63 examinations. He is currently not registered. See "Guide to Industry Examinations below.

Media and Publishing Career: After leaving the floor, Jared consulted for Thomson Financial. In 2004, he joined WizeTrade as Chief Options Strategist and on-air options expert. Since 2004 Jared has been live on air as an anchor/expert. He currently publishes a paid weekly derivatives trading newsletter for Inside Strategy Group and released his first book in April 2011, released by Wiley Publishing, entitled "Your Options Handbook." In 2013 he released his second book called the "The Bloomberg Visual Guide to Options." He is a frequent contributor on CNBC, Bloomberg Fox Business, CNN Radio, Wall Street Journal Radio and others.

Guide to Industry Examinations

General Securities Principal - (Series 24)	150 multiple choice questions; 3 hours and 30 minutes testing time. This examination qualifies individuals required to register as general securities principals in order to manage or supervise the member's investment banking or securities business for corporate securities, direct participation programs, and investment company products/variable contracts.
General Securities Representative - (Series 7)	250 multiple choice questions - administered in two parts of 125 questions each; 3 hours testing time for each part. This registration qualifies a candidate to be a Registered Representative and for the solicitation, purchase, and/or sale of all securities products, including corporate securities, municipal securities, municipal fund securities, options, direct participation programs, investment company products, and variable contracts.
Investment Company Products/ Variable Contracts Limited Representative	100 multiple choice questions; 2 hours and 15 minutes testing time. This registration qualifies a candidate to be a Limited Representative and for the solicitation, purchase and/or sales of redeemable securities of companies registered pursuant to the Investment Company Act of 1940; securities of closed-end companies registered pursuant to the Investment Company Act of 1940 during the period of original distribution only; and variable contracts and insurance premium funding programs and other contracts issued by an insurance company.
Uniform Securities	60 multiple choice questions; 1 hour and 15 minutes testing time.

Agent State Law Examination - (Series 63) (NASAA)	The Series 63 is designed to qualify candidates as securities agents. The examination covers the principles of state securities regulation reflected in the Uniform Securities Act.
Uniform Investment Adviser Law Examination - (Series 65) (NASAA)	130 multiple choice questions; 3 hours testing time. The Series 65 is designed to qualify candidates as investment adviser representatives.
Uniform Combined State Law Examination - (Series 66) (NASAA)	100 multiple choice questions; 2 hours and 30 minutes testing time. The Series 66 is designed to qualify candidates as both securities agents and investment adviser representatives. The Series 7 is a co-requisite exam that needs to be successfully completed in addition to the Series 66 exam before a candidate can register with a state.

Guide to Industry Designations

Chartered Financial Analyst (CFA)	This designation is an international professional certification offered by the CFA Institute (formerly AIMR) to financial analysts who complete a series of three examinations. To become a CFA Charterholder candidates must pass each of three six-hour exams, possess a bachelor's degree (or equivalent, as assessed by CFA institute) and have 48 months of qualified, professional work experience. CFA charterholders are also obligated to adhere to a strict Code of Ethics and Standards governing their professional conduct.
Chartered Life Underwriter (CLU)	This is a professional designation for individuals who wish to specialize in life insurance and estate planning. Individuals must complete five core courses and three elective courses and successfully pass all eight two-hour, 100-question examinations in order to receive the designation.
Chartered Wealth Manager (CWM)	This designation is designed for advisors who have at least three years experience in wealth management. In order to be considered for the CWM, the candidate must first either complete undergraduate or graduate studies in finance, tax, accounting, law or obtain a CPA, MBA, Masters of Science (MS) from an accredited university OR complete at least 5 hours of AAFM-approved courses. An examination must also be passed, and the candidate must also sign a code of ethics agreement. Fifteen hours of continued education has to be completed each year.
Master Financial Professional (MFP)	Demonstrates that an advisor has completed advanced studies in finance, investing, asset and portfolio management, taxes and accounting. Demonstrates that an advisor has completed

	<p>advanced studies in finance, investing, asset and portfolio management, taxes and accounting. Candidates must first have obtained a degree in finance, tax, economics or receive a Master's degree in a financial field. The advisor must also have 3 years of experience in the industry. An examination must also be passed and the candidate must also sign a code of ethics agreement. Fifteen hours of continued education has to be completed each year.</p>
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Item 3 - Disciplinary Information

None.

Item 4 - Other Business Activities

This section informs you of our Advisors business activities other than investment advice. Last updated: 03/22/2013

Gregory H. Skidmore	Mr. Skidmore is a licensed insurance agent and an owner of Belpointe Insurance and, in that capacity, earns commission-based compensation. As an owner, he is also entitled to a percentage of the profits of Belpointe Insurance. Mr. Skidmore is also one of the general partners of Alpha T and Mercator and serves as Chief Compliance Officer for our three affiliated private fund managers Belpointe Real Estate Partners, LLC, Belpointe Alternative Partners, LLC, and Belpointe Mercator Partners, LLC. As an owner of the general partner of Belpointe AlphaT Partners LP ("AlphaT Fund") and Belpointe Mercator International, LP ("Mercator Fund"), Mr. Skidmore is eligible to share in fees earned by the limited partnerships and is entitled to a percentage of the profits. Mr. Skidmore also serves as Chief Compliance Officer for New Century Capital Management, LLC, an SEC registered investment advisor and Syena Capital, LLC, a state registered investment advisor for which he may receive compensation.
Donald W. Kisselbach, Jr.	Mr. Kisselbach is a licensed Insurance Producer who engages in the sale of insurance products. Mr. Kisselbach is also a Mortgage Broker for RFA Capital Corp. and is licensed to sell mortgages in New York and Connecticut. He receives compensation in the form of commission for insurance and mortgage sales. Mr. Kisselbach is also a member of the band "The Turtles" and periodically performs.
Pedro A. Ramirez, Jr.	Mr. Ramirez is a licensed Insurance Producer who engages in the sale of insurance products through Belpointe Insurance. When selling insurance products, he receives compensation in the form of commission.
Peter T. Barcia	Mr. Barcia is a licensed Insurance Producer who engages in the sale of insurance products through Belpointe Insurance. When selling insurance products, he receives compensation in the form of commission.
Timothy C. Davidson	Mr. Davidson is a licensed Insurance Producer who engages in the sale of insurance products through Belpointe Insurance. When selling insurance products, he receives compensation in the form of commission. Mr. Davidson is also an owner of Belpointe Alternative Partners, LLC, which sponsors AlphaT Partners, LP, a private fund, as well as Belpointe Real Estate Partners, LLC, which sponsors and is the general partner for Belpointe Multifamily Development

	Fund, I, LP, a private fund. As a result of his ownership interest, M Davidson is entitled to share profits from the funds.
Robert W. Raimondo	Mr. Raimondo is a licensed Insurance Agent who engages in the sale of insurance products for which he receives compensation in the form of commission. He is also President and owner of Belpointe Insurance, LLC, and as such, entitled to a percentage of the profits earned from insurance sales.
Jeffery Tomasulo	Mr. Tomasulo is an owner and Managing Partner of Belpointe Alternative Holdings, LLC and Managing Partner of Belpointe Alternative Partners, LLC, sponsor of Belpointe Alpha T Partners LP, a private investment fund, where he serves as the primary portfolio manager. In his capacity as owner of Belpointe Alternative Holdings, LLC, Jeff is entitled to share in the profits of the company and he may also receive compensation for his role as manager for his management of AlphaT. He is also a frequent contributor on CNBC and is compensated for his television appearances.
Herve' Van Caloen	Mr. Van Caloen is an owner of Mercator, LLC, a member of Belpointe Mercator Partners, LLC, which sponsors and is the general partner of Belpointe Mercator International, LP, a private investment fund, where he serves as the primary portfolio manager. Herve' is entitled to share in profits of the fund and may receive compensation for his role as manager of the fund. He also writes and publishes an international investment blog entitled "The Caloe Report".
Jared Levy	Jared Levy is a media personality and author. He generates income from authoring books, writing for newsletters and making TV appearances.

Item 5 - Additional Compensation

This section is to disclose if our firm or Advisors receive additional compensation from sources other than you in connection to the investment advice that we provide. 03/22/2013

Does someone other than me provide you with an economic benefit for providing advisory services describe?

If you invest in one of the private funds that we advise then we will receive additional compensation from those entities. This creates a conflict of interest because we have an economic incentive to advise you to invest in private funds that we manage.

Otherwise, no one, other than you, provides our Advisors with an economic benefit for providing you with the advisory services described in this document.

Item 6 - Supervision

This section informs you of how we supervise our Advisors and other supervised people. Last Updated 1/13/2012

Chief Compliance Officer

Gregory H. Skidmore is the President and Chief Investment Officer of Belpointe. He also holds the position of Chief Compliance Officer (CCO) and therefore is charged with the oversight of all supervised persons of Belpointe. He can be reached during normal business hours at (203) 629-3300.

Supervision Policies

The following policies are in place to provide oversight of supervised persons. Regular review means the CCO is reviewing these activities on a daily to bi-weekly frequency. Periodic review means the CCO is reviewing these activities on a Monthly to Quarterly frequency. Infrequent review means the CCO is reviewing these activities on an annual basis.

1. Regular review of electronic communications
2. Regular review of non-electronic communications
3. Regular review of fax communications
4. Regular review of trading activity on behalf of clients
5. Regular review of cash flows in and out of client accounts
6. Periodic review of employee trading activities
7. Periodic review of client portfolios and investment performance
8. Periodic discussions with Advisors regarding the advice they are providing
9. Infrequent review of video surveillance
10. Infrequent review of computer activities