

Blue Ocean Portfolios, LLC
16020 Swingley Ridge, Suite 360
Chesterfield, MO 63017
636-530-9393
www.BlueOceanPortfolios.com
April 30, 2013

This Brochure provides information about the qualifications and business practices of Blue Ocean Portfolios, LLC. If you have any questions about the contents of this Brochure, please contact us at 636-530-9393 or jim@blueoceanportfolios.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Blue Ocean Portfolios, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Blue Ocean Portfolios, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The United States Securities and Exchange Commission requires that we provide to all clients an annual summary of material changes in ADV Part 2A. The summary discusses only specific material changes that were made to the brochure since the last annual update. We may further provide other ongoing disclosure information about material changes as necessary, at any time, without charge.

Currently, our Brochure may be requested by contacting Sara Meystedt, Portfolio Administrator, at 636-530-9393 or Sara@blueoceanportfolios.com. Our Brochure is also available on our web site www.BlueOceanPortfolios.com, free of charge. Additionally, we ensure that our clients receive a summary of any material changes to this Brochure and subsequent Brochures within 120 of the close of our business' fiscal year, **December 31st**.

Additional information about Blue Ocean Portfolios, LLC is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Blue Ocean Portfolios, LLC who are registered, or are required to be registered, as investment adviser representatives of Blue Ocean Portfolios, LLC.

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Item 4 – Advisory Business

Blue Ocean Portfolios, LLC (Blue Ocean Portfolios) was established in 2009. The principal owner is 23 Glen Abbey Partners, LLC, which is a family limited partnership managed by James A. Winkelmann, Sr. Patricia L. Winkelmann owns 40% of 23 Glen Abbey Partners, LLC. Blue Ocean Portfolios' main office is located in Chesterfield, MO and it currently has one branch office located in the Chicago suburb of Bannockburn, IL.

Blue Ocean Portfolios provides portfolio management services designed to provide supervision to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, endowments corporations and other business entities. Blue Ocean Portfolios assumes a fiduciary role in managing its client portfolios.

The majority of client accounts are expected to consist of index funds, exchange traded funds (Index funds/ETFs), government bonds, Certificates of Deposit, Indexed-based Bond Funds/ETFs and from time to time, annuity contracts. From time to time, due to special circumstances surrounding the individual account, individual common stock and bond holdings may also be included, although they generally will be avoided. Blue Ocean Portfolios at all times will attempt to seek the most efficient exposure to the various asset classes. Generally, Blue Ocean Portfolios believes that index funds provide the most efficient wealth management vehicles.

Each prospective client is required to complete an Investment Advisory Agreement and Request for Fiduciary Services on which terms and conditions are disclosed. The client will also complete forms disclosing personal data, including information such as age, marital status, income and net worth.

In addition, a prospective client may supply further details to his/her financial plans. Various additional subjects relating to investment objectives may be discussed at this time. Prospective clients who hold pension/profit sharing plans or trusts/estates and corporations may have previously set their own objectives and will simply be retaining Blue Ocean Portfolios as portfolio managers and advisors. Blue Ocean Portfolios is also able to help develop an Investment Policy as part of its ongoing business practices. Blue Ocean Portfolios may also provide financial planning services, including tax planning, income planning, insurance planning, retirement planning and estate planning. Financial planning services may include consultations and/or written plans, which analyze a client's financial situation and make appropriate recommendations for strategies and methods of

implementation of the strategies. This service is provided at no charge or obligation to current clients.

From time to time, Blue Ocean Portfolios hosts complimentary client appreciation dinners where current clients and guests are treated to celebrity speakers and/or comments about economic and market activities. Additionally, Blue Ocean Portfolios offers less formal “Lunch and Learns” that discuss various aspects of macro and micro economic events and how the consequences thereof could impact clients’ holdings and lifestyles.

Client accounts are held at FINRA member firms unrelated to Blue Ocean Portfolios. Any applicable custody fees are charged separately by these firms. Blue Ocean Portfolios has a non-compensated working relationship through Scottrade, Inc. in its advisor programs. The vast majority of the Blue Ocean Portfolios investment advisory clients utilize this arrangement through Scottrade, Inc. From time to time Blue Ocean Portfolios may be retained to manage sub-allocation for clients who have existing long term investments in variable annuity contracts. In these instances, Blue Ocean Portfolios is retained on a similar fee-only basis.

Scottrade, Inc., third party life insurance companies or the selected brokerage firm is given, by documents signed, limited power to accept orders from Blue Ocean Portfolios and to withdraw management fees. The client retains total control and ownership of all cash and securities in the managed account. Unless the client consents otherwise, only the client can give instructions to the broker relative to withdrawal of cash or securities from an account. Blue Ocean Portfolios’ authority is limited to the placement of purchase or sale orders with the broker and withdrawal of management fees. The limited power of attorney can be terminated by the client at any time by notifying either the broker or Blue Ocean Portfolios.

Blue Ocean Portfolios provides investment advice to clients and management of their investment portfolios consistent with their needs and objectives. Blue Ocean Portfolios also provides quarterly performance reports to clients. Blue Ocean Portfolios utilizes a rule-based asset allocation system using market sector Index Funds/ETFs, Certificates of Deposit and US Government Bonds based on the concept of “Constant Proportionality”. It was developed for individual and institutional investment advisory accounts and consists of pre-set portfolios. These pre-set portfolios are appropriate for many circumstances but Blue Ocean Portfolios can also customize a portfolio for the individual needs of clients. Clients may, at their discretion, impose restrictions on investing in certain securities or types of securities.

Constant Proportionality explicitly requires Blue Ocean Portfolios to maintain constant proportions in pre-agreed asset classes and/or securities. This practice requires Blue

Ocean Portfolios to implement and manage a portfolio for the client based on their risk tolerances and investment objectives as they are provided to Blue Ocean Portfolios. The portfolio is monitored and rebalanced when relative valuations deviate past a triggering point. The trigger is dependent on the relative values of the portfolio components. This practice is rule based and forces profits to be harvested from over-performing segments and additional shares to be bought into underperforming segments. The result is a constant proportioned portfolio.

Portfolios are comprised of “components” such as Fixed Income, Value, Equity Index, Growth, Commodity Price Indexes, International, Small Company, Micro Company and International Emerging Markets. Components may vary based on the risk tolerances and the situation of the individual client.

Equity components will generally be comprised of different combinations of index funds/ETFs. The International component is currently comprised of a combination of Index funds/ETFs representing both emerging and developed foreign markets. Blue Ocean Portfolio components are established and maintained using proprietary rule sets.

The majority of the portfolios include a fixed income component. The fixed income component is typically comprised of laddered maturity US Treasury Bonds, Exchange Traded or Indexed-based Bond Funds or Certificates of Deposit. This strategy mitigates credit risk and provides investors with likely outcomes.

Depending on the long-term goals and retirement needs of the client and the client’s current situation, the portfolio may also include variable annuities.

The client may terminate the investment management agreement with written notice to Blue Ocean Portfolios. If the agreement is terminated during the first five business days from the date of execution, the client’s fee will be returned. Thereafter, either party may terminate the investment management agreement at any time by giving thirty days advance written notice.

As of April 29, 2013, Blue Ocean Portfolios discretionary assets under management (AUM) were valued at approximately \$ 101,300,000.

Item 5 – Fees and Compensation

Blue Ocean Portfolios' management fees are negotiable and may vary depending on the type of client and assets under management. Management fees are generally charged as a percentage of assets under management according to the following guidelines:

Retail Clients:

First \$500,000	1.00%
\$500,001 - \$1 Million	.75%
\$1 Million +	.50%

Institutional Clients (minimum account value at time of inception of \$5 million in total assets):

First \$5 Million	.20%
Next \$5 Million	.15%
Next \$10 Million	.10%
Over \$20 Million	.05%

Not-for-Profit Accounts less than \$5 million – receive a 25% discount from the standard fees.

Defined Contribution Plans (401k and 403b):

First \$500,000	1.00%
Next \$500,000	.75%
Next \$1 Million	.55%
Next \$3 Million	.35%
Next \$5 Million	.30%
Next \$10 Million	.25%
Over \$20 Million	.10%

The specific manner in which fees are charged by Blue Ocean Portfolios is established in a client's fee schedule and written agreement with Blue Ocean Portfolios. Blue Ocean Portfolios will generally bill its fees on a quarterly basis. Blue Ocean Portfolios' fees for management of portfolios are calculated as a percentage of the value of the account as of each billing period. The minimum annual fee is \$500. Clients may pay the quarterly fee in advance either by check, bank wire, or authorize Blue Ocean Portfolios to directly debit fees from the clients' account. If the agreement is terminated during the first five business days from the date of execution, the client's fee will be returned. Thereafter, accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Blue Ocean Portfolios' fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investments and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Blue Ocean Portfolios fee and Blue Ocean Portfolios shall not receive any portion of these commissions, fees, and costs.

From time to time, based on unique client circumstances, there could be arrangements where a client, typically an individual or business, would pay a one-time fee for the development of an investment policy statement, or to have Blue Ocean Portfolios or one of its representatives provide expert testimony/consultation in a securities related dispute.

Item 12 further describes the factors that Blue Ocean Portfolios considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

Blue Ocean Portfolios does not charge any performance-based fees (fees based on a share of capital gains or on capital appreciation of the assets of a client).

Item 7 – Types of Clients

Blue Ocean Portfolios provides portfolio management services to individuals, high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations, endowments, corporations and other business entities. Blue Ocean Portfolios will assume a fiduciary role in managing its client portfolios.

The minimum account size for retail clients is \$100,000, although smaller accounts may be accepted on a case by case basis.

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

Blue Ocean Portfolios utilizes a “constant proportion” allocation strategy. It is the intent to keep the client portfolios on a constant allocation which requires minor rebalancing trades when relative drift tolerances are exceeded. The allocation itself depends on risk tolerances and objectives of the client. The actual allocation parameters are derived from a proprietary methodology that blends various parts of the domestic and non-US equity markets, commodity markets as well as the intermediate US Treasury market. Blue Ocean Portfolios extensively utilizes index funds and index-based Exchange Traded Funds (Index Funds/ETFs) to achieve diversification and mitigate cost and risk.

Blue Ocean Portfolios utilizes the Efficient Market Hypothesis philosophy, which states that all known information is reflected in the current market price of the security, and that attempts to meaningful performance advantages over the market performance is futile. The only thing investors can control is allocation, rebalancing and cost. Blue Ocean Portfolios is a portfolio allocation system designed to manage risk, not chase or predict returns. Additionally, we believe that the outcome of any investment is unpredictable and random. **Investing in securities involves risk of loss that clients should be prepared to bear.**

Blue Ocean Portfolios utilizes constant allocation models that, from time to time, result in short-term rebalancing of the portfolios. However, it is the intent to keep the client portfolios on a constant allocation which requires minimal rebalancing trades. While short term trading may occur, these trades would be a result of actual market volatility, not market timing. Blue Ocean Portfolios receives no commissions or revenue share of any kind from trading activities.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that are material to your evaluation of Blue Ocean Portfolios or the integrity of Blue Ocean Portfolios' management.

Currently, Blue Ocean Portfolios does not have any such disclosure information to provide.

Item 10 – Other Financial Industry Activities and Affiliations

Blue Ocean Portfolios, LLC is a licensed insurance agency in the State of Missouri. Some Blue Ocean Portfolios investment advisor representatives are licensed to sell insurance products through various insurance companies and from time to time may effect transactions in insurance products for clients. Insurance commissions are paid directly to Blue Ocean Portfolios.

From time to time Blue Ocean Portfolios, LLC will issue securities to finance its growth, expansion, advertising strategies, and general corporate purposes.

Item 11 – Code of Ethics

Blue Ocean Portfolios has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items as required, and personal securities trading procedures, among other things. All supervised persons at Blue Ocean Portfolios must acknowledge the terms of the Code of Ethics annually, or as amended.

Blue Ocean Portfolios anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Blue Ocean Portfolios has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of mutual fund securities, US Government or Treasury obligations or Certificates of Deposit, in which, its affiliates and/or clients, directly or indirectly, have a position of interest. **Blue Ocean Portfolios employees and persons associated with Blue Ocean Portfolios are required to follow Blue Ocean Portfolios Code of Ethics.** Subject to satisfying this policy and applicable laws, officers, directors and employees of Blue Ocean Portfolios may trade for their own accounts in securities which are recommended to and/or purchased for Blue Ocean Portfolios clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Blue Ocean Portfolios will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. The Code of Ethics restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the

Code of Ethics, and to reasonably prevent conflicts of interest between Blue Ocean Portfolios and its clients. A record is maintained for all securities transactions executed by Blue Ocean Portfolios and its related persons. These transactions are reviewed regularly by an officer of Blue Ocean Portfolios.

Blue Ocean Portfolios clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Sara Meystedt at 636-530-9393 or Sara@blueoceanportfolios.com.

It is Blue Ocean Portfolios' policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Blue Ocean Portfolios will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Item 12 – Brokerage Practices

Blue Ocean Portfolios may suggest to clients that securities transactions be executed through Scottrade Advisor Services, a division of *Scottrade, Inc., member FINRA/SIPC*, although clients are permitted to request executions be directed to other broker-dealers. Blue Ocean Portfolios believes that trades executed through *Scottrade*, at commission levels set by Scottrade, are comparable or lower to those of similar securities broker-dealers. Clients directing brokerage may be subject to higher brokerage commissions. Any products, research or services given to Blue Ocean Portfolios by *Scottrade* may be utilized for all clients. Blue Ocean Portfolios does not benefit in any way from the relationship between Blue Ocean Portfolios and *Scottrade*. The relationship between Blue Ocean Portfolios and *Scottrade* is solely for the client's benefit.

Under certain circumstances, the purchase or sale of securities may be entered on an aggregate basis across various accounts in compliance with Blue Ocean Portfolios' obligation of best execution. In such circumstances, the client accounts will share commission costs equally and receive securities at a total average price. Blue Ocean

Portfolios will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

Item 13 – Review of Accounts

Once a client's initial portfolio is established, the individual holdings are under continuous supervision by Blue Ocean Portfolios' Portfolio Administrators on a daily basis via a synchronized online portfolio management software utility to the broker-dealer/custodian. Daily notifications are received if a portfolio holding deviates from the established tolerance range and the portfolio management software will generate a report recommending rebalancing trades based on the previous day's closing price.

Clients have online access to all account activity in the brokerage account as well as daily access to their actual and relative performance reports through a secure login to the online portfolio management software.

Other special reviews of client portfolios are triggered by large increases/decreases in cash balances, deposits into or requests for withdrawals from a client's cash/securities account, changes in relevant customer profile information, changes in customer investment objectives, etc.

Clients have access to the broker-dealer detailed receipts for all deposits, individual confirmations for every transaction and receive a month-end statement showing each security holding, the number of shares held and a list of all account activity for the month.

At the end of the quarter in which a new account has been brought under management, and every three months thereafter, the client receives a quarterly performance statement from Blue Ocean Portfolios. This statement lists the securities in the client's portfolio, the number of shares held, the cash balance, the market price as of the date on the broker's month end statement and the total portfolio valuation. A management fee invoice is sent with each quarterly statement. Clients are notified via email when the quarterly reports are available and are able to view/print the reports and billing statements securely online. Clients may also request hard copies of the reports be mailed to them.

Item 14 – *Client Referrals and Other Compensation*

Registered investment advisers are required to disclose if they compensate any person other than a supervised person for client referrals or if they receive an economic benefit for providing investment advice from someone other than a client.

Blue Ocean Portfolios compensates Charlie Brennan of KMOX radio for being a paid spokesperson of Blue Ocean. Mr. Brennan hosts a weekday morning show on KMOX in the St. Louis market. Mr. Brennan is compensated based on the number of “reads” to promote Blue Ocean Portfolios services.

Item 15 – *Custody*

Clients should receive at least quarterly statements from the broker dealer, insurance company, bank or other qualified custodian that holds and maintains client’s investment assets. Blue Ocean Portfolios urges its clients to carefully review such statements and compare such official custodial records to the quarterly account statements provided by Blue Ocean Portfolios. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – *Investment Discretion*

Blue Ocean Portfolios usually receives discretionary authority from the client at the onset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Blue Ocean Portfolios observes the investment policies, limitations and restrictions of the clients for which it advises.

Investment guidelines and restrictions must be provided to Blue Ocean Portfolios by the client in writing.

Item 17 – *Voting Client Securities*

As a matter of firm policy and practice, Blue Ocean Portfolios does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Blue Ocean Portfolios may provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Blue Ocean Portfolios is required in this Item to provide you with certain financial information or disclosures about its' financial condition. Blue Ocean Portfolios has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Brochure Supplements

James Arthur Winkelmann, Sr.,

Registered Fiduciary [™]

Blue Ocean Portfolios, LLC

16020 Swingley Ridge, Suite 360

Chesterfield, MO 63017

636-530-9393

April 30, 2013

This Brochure Supplement provides information about James Arthur Winkelmann, Sr. (Jim Winkelmann) that supplements the Blue Ocean Portfolios, LLC Brochure. You should have received a copy of that Brochure. Please contact Sara Meystedt at 636-530-9393 or Sara@blueoceanportfolios.com if you did not receive Blue Ocean Portfolios Brochure or if you have any questions about the contents of this supplement.

Additional information about James Arthur Winkelmann is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

James A. Winkelmann, born June 2, 1958, is Chief Executive Officer and Principal of Blue Ocean Portfolios. He is a graduate of the University of Missouri (BA-Economics) and completed the Owner/President Management Executive Program at The Harvard Business School in 2009. He has also been awarded the title of Registered Fiduciary [™] (RF) through Dalbar, Inc.

Mr. Winkelmann is the Business Manager for 23 Glen Abbey Partners, LLC the principal owner of Blue Ocean Portfolios, LLC. 23 Glen Abbey Partners also owns 100% interest of Why Climb Mountains, LLC, which is an apparel distributor company founded by his children, a 50% interest in Blue Ocean ATM, LLC, a regional automated teller machine company and a 20% interest in Carthage Intellectual Capital Management, LLC (CICM),

organized in October of 2011. CICM is in the business of assessing the value of intellectual property held by businesses, not-for-profits and governments. Mr. Winkelmann is also the sole Director and Officer of Longrow Holdings, Inc. (LHI), as well as each of its wholly owned subsidiaries. LHI owns Longrow Insurance Agency, Inc., an insurance agency; Huntleigh Capital Management, Inc., a former registered investment advisor and Huntleigh Financial Services, Inc. All of the LHI companies are in good standing but are not currently engaged in any commercial activities. Mr. Winkelmann devotes minimal time and attention to these companies.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There are no disciplinary issues or events to report on this supervised representative. No information is applicable to this Item.

Item 4- Other Business Activities

The principal business of Mr. Winkelmann encompasses duties other than providing investment advice. These duties are directly associated with his involvement in the companies described in Item 2 above. Mr. Winkelmann devotes approximately 90% of time to Blue Ocean Portfolios and 10% of time to other business activities.

Item 5- Additional Compensation

Mr. Winkelmann does not receive any economic benefit for providing advisory services from anyone other than clients.

Item 6 - Supervision

Mr. Winkelmann also serves as the Chief Compliance Officer of Blue Ocean Portfolios and is responsible for approving all client agreements, procedures and controls.

David John Arns
Blue Ocean Portfolios, LLC
16020 Swingley Ridge, Suite 360
Chesterfield, MO 63017
636-530-9393
April 30, 2013

This Brochure Supplement provides information about David John Arns (David Arns) that supplements the Blue Ocean Portfolios, LLC Brochure. You should have received a copy of that Brochure. Please contact Sara Meystedt at 636-530-9393 or Sara@blueoceanportfolios.com if you did not receive Blue Ocean Portfolios Brochure or if you have any questions about the contents of this supplement.

Additional information about David John Arns is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Born: July 11, 1974

Post-Secondary Education:

University of Missouri – BS, Biology

Recent Business Background:

Blue Ocean Portfolios, LLC, Investment Adviser Representative, 10/2011 – Present

TD Ameritrade, Investment Consultant, 12/2007 – 10/2011

Fifth Third Bancorp, R.M., 11/2006 – 12/2007

Fifth Third Securities, Registered Representative, 12/2006 – 12/2007

SBP Image Solutions, Salesman, 08/2006 – 11/2006

American Express Financial Advisors, Employee Financial Advisor, 01/2005 – 08/2006

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There are no disciplinary issues or events to report on this supervised representative. No information is applicable to this Item.

Item 4- Other Business Activities

Mr. Arns is not actively engaged in any other business activities.

Item 5- Additional Compensation

Mr. Arns does not receive any economic benefit for providing advisory services from anyone other than clients.

Item 6 - Supervision

The Chief Compliance Officer of the firm is responsible for supervising the professional activities of Mr. Arns. The current Chief Compliance Officer of Blue Ocean Portfolios is James A. Winkelmann.

Shepard Curtis Swift
Blue Ocean Portfolios, LLC
16020 Swingley Ridge, Suite 360
Chesterfield, MO 63017
636-530-9393
April 30, 2013

This Brochure Supplement provides information about Shepard Curtis Swift (Shepard Swift) that supplements the Blue Ocean Portfolios, LLC Brochure. You should have received a copy of that Brochure. Please contact Sara Meystedt at 636-530-9393 or Sara@blueoceanportfolios.com if you did not receive Blue Ocean Portfolios Brochure or if you have any questions about the contents of this supplement.

Additional information about Shepard Curtis Swift is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Born: May 22, 1962

Post-Secondary Education:

Lake Forest College
University of Vermont – Bachelor of Arts & Sciences

Recent Business Background:

Blue Ocean Portfolios, LLC, Chicago Area Manager, 11/2011 – Present
ADSS, LLC, Partner, 09/2006 – Present
Moonlight Press, Owner, 07/1999 – Present
John S. Swift Co., Vice President/Owner, 09/1985 - Present

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised

person providing investment advice. There are no disciplinary issues or events to report on this supervised representative. No information is applicable to this Item.

Item 4- Other Business Activities

The principal business of Mr. Swift encompasses duties other than providing investment advice. These duties are directly associated with his employment as VP/Owner of John S. Swift Co., Owner of Moonlight Press and Partner with ADSS, LLC. He devotes approximately 24 hours per month to duties related to these positions. Blue Ocean Portfolios, LLC is not affiliated in anyway with John S. Swift Co., Moonlight Press or ADSS, LLC.

Item 5- Additional Compensation

Mr. Swift does not receive any economic benefit for providing advisory services from anyone other than clients.

Item 6 - Supervision

The Chief Compliance Officer of the firm is responsible for supervising the professional activities of Mr. Swift. The current Chief Compliance Officer of Blue Ocean Portfolios is James A. Winkelmann.

Sara Marie Meystedt, CFP®

Blue Ocean Portfolios, LLC

16020 Swingley Ridge, Suite 360

Chesterfield, MO 63017

636-530-9393

April 30, 2013

This Brochure Supplement provides information about Sara Marie Meystedt (Sara Meystedt) that supplements the Blue Ocean Portfolios, LLC Brochure. You should have received a copy of that Brochure. Please contact Sara Meystedt at 636-530-9393 or Sara@blueoceanportfolios.com if you did not receive Blue Ocean Portfolios Brochure or if you have any questions about the contents of this supplement.

Additional information about Sara Marie Meystedt is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Born: December 8, 1985

Post-Secondary Education:

Ms. Meystedt graduated Summa Cum Laude from Murray State University with a degree in Social Work and minor in Financial Planning. She became a Certified Financial Planner™ in August of 2011.

Recent Business Background:

Blue Ocean Portfolios, LLC, Investment Services Supervisor, 10/2009 – Present

The Financial Coach, LLC, Client Services, 02/2009 – 09/2009

Lending Alternatives I/II, LLC & Mark Twain Properties, LLC, Loan Document Preparation, 02/2009 – 01/2013

State Farm Insurance, Insurance Sales Team, 08/2008 – 02/2009

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There are no disciplinary issues or events to report on this supervised representative. No information is applicable to this Item.

Item 4- Other Business Activities

Ms. Meystedt is not actively engaged in any other business activities.

Item 5- Additional Compensation

Ms. Meystedt does not receive any economic benefit for providing advisory services from anyone other than clients.

Item 6 - Supervision

The Chief Compliance Officer of the firm is responsible for supervising the professional activities of Ms. Meystedt. The current Chief Compliance Officer of Blue Ocean Portfolios is James A. Winkelmann.

Jennifer Lynn Elbert
Blue Ocean Portfolios, LLC
16020 Swingley Ridge, Suite 360
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April 30, 2013

This Brochure Supplement provides information about Jennifer Lynn Elbert (Jennifer Elbert) that supplements the Blue Ocean Portfolios, LLC Brochure. You should have received a copy of that Brochure. Please contact Sara Meystedt at 636-530-9393 or Sara@blueoceanportfolios.com if you did not receive Blue Ocean Portfolios Brochure or if you have any questions about the contents of this supplement.

Additional information about Jennifer Lynn Elbert is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Born: May 25, 1989

Post-Secondary Education:

Ms. Elbert graduated Magna Cum Laude with an Associate of Arts Degree from Jefferson College in 2009. In December of 2011, she graduated Summa Cum Laude from the University of Arkansas at Little Rock with a Bachelor of Science in Accounting and a Bachelor of Business Administration in Finance.

Recent Business Background:

Blue Ocean Portfolios, LLC, Portfolio Administrator, 12/2011 – Present
State Farm Insurance, Intern 08/2011 – 12/2011

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There are no disciplinary issues or events to report on this supervised representative. No information is applicable to this Item.

Item 4- Other Business Activities

Ms. Elbert is not actively engaged in any other business activities.

Item 5- Additional Compensation

Ms. Elbert does not receive any economic benefit for providing advisory services from anyone other than clients.

Item 6 - Supervision

The Chief Compliance Officer of the firm is responsible for supervising the professional activities of Ms. Elbert. The current Chief Compliance Officer of Blue Ocean Portfolios is James A. Winkelmann.