

ITEM 1: COVER PAGE

PACIFIC VIEW ASSET MANAGEMENT, LLC BROCHURE

U.S. Small Cap Growth Strategy U.S. Large Cap Growth Strategy

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This brochure provides information about the qualifications and business practices of Pacific View Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at 415-318-5800 or info@pacviewam.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.

Additional information about Pacific View Asset Management, LLC also is available at the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES

The last revision that Pacific View Asset Management, LLC ("Pacific View") made to its brochure was filed on July 18, 2013, with the Securities and Exchange Commission and the State of California, reflecting the revisions related to our becoming registered as a California investment adviser, filing separate brochures for different investment teams and their strategies within Pacific View and other non-material changes. This amendment reflects:

- a) Further revisions relating to our becoming registered as a California investment adviser;
and
- b) Other non-material changes.

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ITEM 4: ADVISORY BUSINESS

Pacific View Asset Management, LLC ("Pacific View"), a Delaware limited liability company, began operations as an investment manager on July 1, 2012. Pacific View is a wholly-owned subsidiary of Condor Trading, LP, a Delaware limited partnership ("*Condor Trading*"). Condor Trading is the parent entity and majority owner of BTIG, LLC, a U.S. registered broker-dealer ("*BTIG*"). Condor Trading is also the parent entity of one other U.S.-registered broker-dealer and the ultimate parent entity of four non-U.S. broker-dealers registered in the United Kingdom, Singapore, Hong Kong, and Australia. BTIG and those other broker-dealers are referred to in this brochure as "*Broker Affiliates*."

Pacific View's business focuses primarily on providing discretionary portfolio management for institutional and high net worth clients, although we may, on an exception basis, provide continuous portfolio management services on a nondiscretionary basis. This Brochure covers our offering of the following investment strategies by our U.S. Small/Large Cap Investment Team: (i) U.S. Small Cap Growth Strategy, and (ii) U.S. Large Cap Growth Strategy. Pacific View has another investment team that provides different strategies, and we may build additional teams of investment professionals in the future. We currently do not intend to participate in any wrap fee programs.

Pacific View will enter into a separate investment management agreement for each separately managed account it manages, specifying the investment strategy for the account, including any restrictions or limitations.

Pacific View also serves as general partner and/or investment adviser to one or more private investment funds or pooled investment vehicles and may implement certain of its strategies through such funds. The strategies discussed in this Brochure are not currently offered through such funds.

As of August 1, 2013, Pacific View's regulatory assets under discretionary management were approximately \$6.91 million. Pacific View has no assets under non-discretionary management.

ITEM 5: FEES AND COMPENSATION

Pacific View intends to charge a "management fee" equal to a percentage of the net assets in the relevant separately managed account. The management fee will be negotiable with each separately managed account client as part of its investment management agreement. Pacific View expects management fee rates for discretionary accounts to be in the range of 1% to 1.5% of assets managed. Pacific View expects generally to charge its management fee quarterly in arrears, based on account asset values at quarter-end. While Pacific View generally expects to bill management fees to separately managed account clients outside of their managed account, Pacific View will allow each such client to specify in its investment management agreement whether Pacific View will bill them for the management fee outside of the managed account or deduct the fee directly from the managed account.

Pacific View will prorate management fees for assets managed for a partial quarter based on the number of days the assets were in the account during the quarter.

In addition to management fees, clients will be responsible for all brokerage commissions, transaction fees, and other related costs and expenses related to transactions in their accounts, as

well as custodial fees, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. While clients will not pay Pacific View or any of its advisory personnel compensation for portfolio transactions, Pacific View expects to cause accounts to use BTIG and/or other Broker Affiliates to execute transactions and to pay BTIG and/or those other Broker Affiliates compensation at their regular rates. *See* Item 12: Brokerage Practices.

Clients should review the fees charged by any third party together with the fees charged by Pacific View to fully understand the total amount of fees to be paid by the client, and thereby evaluate the advisory services being provided.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Pacific View does not charge performance-based fees (*i.e.*, fees based on a share of capital gains on or capital appreciation in a client's account).

ITEM 7: TYPES OF CLIENTS

Pacific View intends to provide investment management services for the strategies discussed in this Brochure to separately managed accounts. Managed account clients will generally be institutional clients, including employee benefit plans, endowments, and corporations, family offices and high net worth individuals.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Investment Strategies and Methods of Analysis

Pacific View's investment strategies discussed in this Brochure – its U.S. Small Cap Growth Strategy and U.S. Large Cap Growth Strategy – are both intended to invest in issuers whose equity securities are listed on U.S. exchanges.

The U.S. Small Cap Growth Strategy looks to create a portfolio of 60-90 positions with market capitalizations similar to the securities that make up the Russell 2000 Growth Index.

The U.S. Large Cap Growth Strategy looks to create a portfolio of 60-90 positions with market capitalizations similar to the securities that make up the Russell 1000 Growth Index.

The investment philosophy for these strategies is based on the observation that outperforming stocks tend to exhibit persistence in their outperformance, the effect commonly known as momentum. The investment team utilizes a quantitative screen to narrow the investable universe. We then apply fundamental analysis to identify underappreciated drivers of earnings. Finally, we apply an iterative portfolio construction process to balance the portfolio's risk/reward profile.

B. Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. While we attempt to moderate these risks, we cannot assure clients that our investment and trading activities will be successful or that clients will not suffer losses. The following is a summary of some of the principal risks involved in both the U.S. Small Cap Growth Strategy and U.S. Large Cap Growth Strategy. It is necessarily incomplete; no summary can describe all risks.

Investment Selection

We believe the primary risk of our investment strategies arises from investment selection: the risk that our techniques could result in investment positions that, at least over certain periods, decline in value or do not appreciate as much as other investment opportunities.

Key Personnel Risks

Our investment advice depends on the judgment and analysis of our key investment personnel for these strategies, in particular the portfolio manager who is responsible for portfolio construction and investment selection. Our U.S. Small/Large Cap investment team is led by one portfolio manager. If he were to die, become ill or disabled, or otherwise cease to be involved in the active management of portfolios, portfolio performance could suffer.

General Economic and Market Conditions

The success of our investment activities will be affected by global, national and local economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. None of these factors is within our control. These factors may affect the level and volatility of securities prices and the liquidity of the investments. Unexpected volatility or illiquidity could impair profitability or result in losses.

General Market Conditions and Disruptions; Interconnected Markets

Developments and disruptions in financial and securities markets generally, including aspects described above and below, can significantly affect our ability to assess the prospects of securities issues, and our ability to adapt portfolios and market exposures. In 2007 and 2008, a global “credit crisis” caused rapid and violent swings in all markets. Some effects of that crisis on markets (including effects caused by governmental intervention, discussed below) have continued, and some of the underlying causes may re-emerge, causing markets to be less predictable than they historically were before the “credit crisis.” Other types of disruptions could emerge, including as a result of political or economic developments outside the markets in which we mainly invest, that have similarly, or even more, dramatic effects on the markets in which we do invest, potentially causing portfolios to incur losses.

Governmental Intervention; Financial “Reform” Legislation

The global “credit crisis” and related or concurrent market disruptions have led to extensive new governmental intervention in financial markets and the structure and operation of financial institutions. Initially, much of that intervention was implemented on an “emergency” basis, disrupting markets further, sometimes suddenly. In part due to the complexities of financial markets and the speed with which governments have taken action, many governmental interventions have been unclear in scope and application and have included apparent inconsistencies.

In July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “*Reform Act*”) became law in the United States. It seeks to regulate markets, market participants and financial instruments that previously have been unregulated and substantially alters the regulation of many other markets, market participants and financial instruments. It requires a variety of U.S.

regulatory agencies to adopt new rules. While some rulemaking has been completed and more is under way, it will remain difficult for some time to predict the impact of the Reform Act on markets in which we will invest client accounts. Other action, in some cases similar and in others inconsistent, has been taken and is proposed in various other countries, including pan-regional bodies, such as in Europe.

It is impossible to predict what other interim or permanent governmental restrictions or other actions may be imposed on markets, particularly if new disruptions occur, and it is impossible to predict the effect those restrictions or other actions may have on our strategies or clients' portfolios when implemented.

Investment in Small Capitalization Companies

For our U.S. Small Cap Growth Strategy, we intend to invest a significant portion if not all of an account's assets in stocks of companies with relatively small market capitalizations. These stocks can involve higher risks than stocks of larger companies. Their prices are often more volatile than prices of large-capitalization stocks or even mid-capitalization stocks and the risk of bankruptcy or insolvency of many smaller companies is higher than for larger companies. Due to thin trading in some small-capitalization stocks, an investment in those stocks may be considered illiquid.

Limited Liquidity of Some Investments

Some of the securities in which we will invest client assets may be relatively illiquid, either because they are thinly traded or because they are subject to transfer restrictions. We may purchase securities that are relatively liquid when acquired but that later become illiquid. Accounts may not be able to promptly liquidate those investments if the need should arise, and accounts' ability to realize gains, or to avoid losses in periods of rapid market activity, may therefore be affected. Further, sales of thinly-traded securities could depress the value of the securities an account does not sell, thereby reducing profitability or increasing unrealized losses.

Portfolio Turnover

Our portfolio management activities may involve higher portfolio turnover than other investment managers' activities. If that occurs, brokerage commissions may be higher than those incurred in other portfolios.

Valuation Risks

For our U.S. Small Cap Growth Strategy, some of the securities in which we invest are traded in markets that are not as active or deep as large-capitalization equity markets. For some securities, there may be no established secondary market. For others, the market may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods, resulting in unreliability of pricing information. Because of market inefficiencies, bid/ask pricing can vary materially among different dealers. Further, if an issuer's financial condition deteriorates, accurate financial and business information may become even more limited or entirely unavailable. In some circumstances, prices for positions may not be available from any source. Where third-party pricing information is not available, or where we consider market-based pricing information not to be indicative of an investment's value, we will establish valuation conventions by agreement with clients. Pacific View may face conflicts of interest in making valuation decisions.

As a result of these and other factors, there can be no assurance that the valuation of investment positions at any valuation date will accurately reflect the amount that could be obtained upon a sale or closing transaction on that date. Inaccuracies in valuation could affect portfolio management activities and, as a result, cause significant losses.

ITEM 9: DISCIPLINARY INFORMATION

Pacific View has not been involved in any legal or disciplinary events since its inception that would be material to a client's evaluation of Pacific View or its personnel.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

As indicated in ITEM 4: Pacific View's parent company, Condor Trading, is also the ultimate parent entity for 6 Broker Affiliates. Two of those, BTIG and Bayridge Securities, LLC, are registered with the U.S. Securities and Exchange Commission as broker-dealers and are members of FINRA. BTIG is also registered with the CFTC as an introducing broker and effects futures transactions. The other four Broker Affiliates are registered as brokers and/or dealers (or the equivalent) with local regulators in the jurisdictions in which they do business: the United Kingdom, Hong Kong, Singapore, and Australia.

Pacific View intends to use the services of BTIG and possibly the other Broker Affiliates to execute transactions for client accounts in such amounts and at such compensation rates as Pacific View in good faith determines, subject to seeking best execution (as discussed in Item 12 below). Further, subject to applicable law and regulations (including Section 260.235.3 of the California Code of Regulations), BTIG or another Broker Affiliate may effect so-called "agency cross" transactions for Pacific View client accounts. See "Item 12: Brokerage Practices – Cross and Agency Cross Transactions".

Pacific View does not intend initially to employ its own "buy-side" trading personnel. Rather, in selecting brokers and dealers to execute particular transactions, it intends to use BTIG's "Outsource Trading Service." That is a service BTIG provides for a wide variety of investment advisers that are independent of BTIG. Those investment advisers communicate to the Outsource Trading personnel their desire to buy or sell specified amounts of a particular security, often within specified time and price parameters, the Outsource Trading personnel then identify, within parameters or instructions provided by the investment adviser, the brokers or dealers through whom they believe transactions can most effectively be executed, and then work with those brokers and/or dealers to accomplish the investment adviser's goals. This provides a variety of benefits of trading scale, familiarity with various brokers, and anonymity for investment advisers. Sometimes the Outsource Trading personnel select BTIG (or another Broker Affiliate) for a portion or all of an investment adviser's execution need as to a particular stock, but often they do not. From unaffiliated investment advisers (or their clients) BTIG typically receives a fee for this service based on the number of shares (or other securities) traded, but Pacific View's clients will not pay BTIG any fee for Outsource Trading services.

The selection of Broker Affiliates to execute client transactions will involve a conflict of interest for Pacific View in that its parent, Condor Trading, may benefit economically and otherwise from the trading activities directed by Pacific View (or the Outsource Trading personnel). Pacific View and the Outsource Trading personnel will have incentives to, among other things, cause client accounts to (i) use a Broker Affiliate when an unrelated broker or dealer could provide better execution or equivalent execution at a lower cost and (ii) effect more transactions than might otherwise be

optimal. When executing agency cross transactions, a Broker Affiliate will have divided loyalties between responsibilities as between Pacific View's client and its other brokerage customer. Further, while BTIG's Outsource Trading personnel operate as a unit distinct from BTIG's other trading personnel (with information-barrier procedures intended to prevent BTIG traders from learning sensitive "buy-side" client information), the fact that Outsource Trading personnel are employed by BTIG, and not Pacific View, could have subtle impacts on broker selection.

Pacific View's policy is to use Broker Affiliates when it believes doing so will be in its clients' best interests and in any event only to the extent that, over time, that usage will not compromise overall execution quality and or inappropriately increase overall trading costs. To implement this policy, Pacific View has established a broker-usage committee consisting of portfolio management personnel as well as operations and compliance personnel, which evaluates overall broker selection activity, execution quality, and execution costs. To the extent Broker Affiliates engage in agency cross transactions, they and we will provide the relevant client with trade confirmations and periodic statements containing the information required by Section 260.235.3 of the California Code of Regulations, including notice that the client may revoke its authorization to effect agency cross transactions at any time.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

We have adopted a Code of Ethics (the "Code") for the purpose of instructing our personnel in their ethical obligations and to provide rules for their personal securities transactions. We and our personnel owe a duty of loyalty, fairness and good faith towards our clients and their investors, and have an obligation to adhere not only to the specific provisions of the Code, but to the general principles that guide the Code.

The Code covers a range of topics that include: 1) general ethical principles, 2) reporting personal securities trading, 3) exceptions to reporting securities trading, 4) reportable securities, 5) initial public offerings and private placements, 6) reporting ethical violations, 7) distribution of the Code, 8) review and enforcement processes, and 9) supervisory procedures.

Our policies seek to ensure that our members, employees and officers ("Associated Persons") do not use their positions with us and their knowledge of client account activities to benefit personally from the short-term market effects of those activities. We have established a policy that our Associated Persons may not own an interest in or buy or sell for their accounts the same securities that may be traded by the client accounts that we manage or that are currently held by the client accounts we manage.

Additionally, all Associated Persons are required to obtain pre-approval from the Compliance Department prior to entering into any personal securities trades, other than trading in mutual funds and ETFs. The Compliance Department monitors all employee trading and conducts periodic testing and review of procedures to ensure ongoing compliance by Associated Persons.

A copy of Pacific View's Code of Ethics is available to all clients and prospective clients upon request.

As noted above in Item 4, Pacific View is under common ownership with several Broker Affiliates, including BTIG. These Broker Affiliates hold, buy and sell for their own accounts and for the accounts of their brokerage clients many of the same securities which Pacific View purchases and

sells for its investment advisory clients. However, the Broker Affiliates conduct such trading activities independently from, and without any knowledge of, the securities that Pacific View purchases and sells for its advisory clients. Consequently, the fact that the Broker Affiliates buy and sell for themselves, or hold an interest in, securities that Pacific View recommends for its advisory clients does not present a potential conflict of interest for Pacific View.

Associated Persons of Pacific View invest in the private investment fund that Pacific View manages, and may invest in other such private investment funds in the future. The highest percentage of aggregate investment by Associated Persons versus investment by third parties tends to occur in the early, start-up phase of a fund. To the extent that third party investments in such a fund are limited, a substantial level of ownership by Associated Persons may continue for an indefinite period. Through this ownership, such Associated Persons will have a financial interest in the securities Pacific View recommends to the fund.

Although one of Pacific View's separately managed account clients has previously decided to close that account and shift its investment to Pacific View's private investment fund, Pacific View does not expect to solicit its separately managed account clients to invest in the private investment funds it manages.

ITEM 12: BROKERAGE PRACTICES

As part of its discretionary management authority, Pacific View will generally decide what brokers, dealers, banks and other financial institutions and counterparties with or through which to execute client transactions (collectively "Transacting Parties"), and how much each client will pay for that execution. This includes discretion to negotiate compensation arrangements and transaction terms with Transacting Parties, including not only commissions for transactions effected on any agency basis, but also markups, markdowns, and other compensation implicit in prices of transactions effected directly with Transacting Parties acting as principal. Some Transacting Parties will provide us with information, services and other products beyond pure transaction execution. Some of those Transacting Parties may be affiliated with Pacific View.

Selection, Generally

As noted in Item 10 above, for many transactions we intend to use BTIG's Outsource Trading service to select brokers and dealers. Discussion of our selection criteria and activity refers to our instructions and criteria and the Outsource Trading personnel's activities combined. Further, because we may use BTIG or other Broker Affiliates to execute transactions, we will have a conflict of interest in selecting brokers and dealers. Our approach to addressing that conflict is discussed in Item 10.

In selecting Transacting Parties, we seek, for the most part, to obtain the best overall execution quality, within each client's given constraints (*see* Client Directed Brokerage discussion below). What constitutes "best execution" and determining how to achieve it are inherently uncertain. In assessing a Transacting Party's ability to provide best execution, we consider a range of factors. These include, among others, historical net prices (after markups, markdowns or other transaction-related compensation) on other transactions; the execution, clearance and settlement and error correction capabilities of the Transacting Party generally and in connection with securities of the type and in the amounts to be bought and sold; the Transacting Party's willingness to commit capital; the Transacting Party's reliability and financial stability; the size of the particular transaction; the market for the security; and as discussed more fully below, the nature, quantity and

quality of research and other products and services provided by the Transacting Party. We are not required to select the Transacting Party that charges the lowest transaction cost, even if that Transacting Party can provide execution quality comparable to other Transacting Parties, and we expect that a client will at times pay more than the lowest transaction cost available in order to obtain for itself and/or us services or products other than the execution of securities transactions.

We will generally select Transacting Parties on a transaction-by-transaction basis (although some clients may direct us to use a particular broker or dealer for a portion of the transactions in their accounts). Clients may buy securities from or sell them to a primary market maker acting as principal on a net basis with no brokerage commission and they may buy securities from underwriters at prices that include compensation to the underwriters. We do not intend to cause clients to effect transactions with Broker Affiliates on a principal basis. We may use nontraditional execution facilities or agents, including electronic crossing networks or dark pools.

Aggregation of Transactions

To facilitate orderly and efficient execution of transactions, we expect regularly to aggregate the orders of all clients that are buying or selling the same security at the same time. When we do so, participating clients will generally receive the average price and share execution expenses proportionately. Accounts in which we or our affiliates have a beneficial interest may participate in aggregated transactions.

Due to a stock's limited trading liquidity we may not be able to buy or sell the desired amounts for all similarly situated accounts at a single price. If an order is "partially filled", we will seek to allocate "fills" in the best interests of all the clients participating in the order, taking into account all relevant factors, including: size of each client's allocation; client's liquidity needs; client's cash needs; previous allocations; specific requirements as stated in the client's investment agreement regarding portfolio makeup and restricted securities; and other unforeseeable factors as encountered under the prevailing circumstances.

"Soft Dollars"

In selecting Transacting Parties, in many cases we expect to consider the value of "research" and additional brokerage products and services a Transacting Party has provided or may be willing to provide beyond pure execution services on the particular transaction. This is known as paying for those other products and services with "soft dollars." "Research" products and services may include research reports on particular industries and companies, economic surveys, data and analyses, recommendations as to specific securities, financial databases, online information systems, customized software and services, and other products or services that provide us with lawful and appropriate assistance in the performance of our investment decision-making responsibilities. Consistent with Section 28(e) of the Securities Exchange Act (discussed below), brokerage products and services (beyond traditional execution services) consist primarily of computer services and software that permit us to effect securities transactions, enhance trading and perform functions incidental to transaction execution, clearance and settlement.

Because many of those services and products could benefit us, we may face conflicts of interest in allocating our clients' securities transactional business. These may include incentives to engage in the following practices to induce Transacting Parties to provide those benefits: (i) cause client accounts to pay Transacting Parties higher compensation (including markups and markdowns on principal transactions with market-makers) than the compensation payable to other market

participants who do not provide the services or products; (ii) select Transacting Parties that do not provide the best possible price (iii) use (and pay) Transacting Parties who do not actually provide execution services (including Transacting Parties who are paid commissions on transactions effected on a principal basis with other Transacting Parties acting as market makers), and (iv) effect more transactions than might otherwise be optimal. Our agreements with clients authorize us to use client's soft dollars for a wide range of purposes, notwithstanding the conflicts of interest those uses may involve. The extent of the conflict of interest arising out of the use of soft dollars depends in large part on the nature and uses of the services and products acquired with soft dollars.

We expect our use of soft dollars generally to be within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934. That is, in placing orders with a particular Transacting Party, we will determine, considering all relevant factors, that the commissions to be paid are reasonable in light of all the brokerage and research products and services provided by that Transacting Party. We generally will not evaluate the value of those services in relation to any particular transaction or transactions that generate "soft dollar credits" (discussed below) or in relation to investment decisions for any particular account(s). Rather we will consider the value those services contribute to our performance of our overall responsibilities to all our clients. As discussed below under "Client Directed Brokerage," one or more clients may limit their accounts' participation in specific types of broker-dealer activity, including activities that generate soft dollar credits or otherwise alter their accounts' relationships with Transacting Parties. To the extent doing so prevents their accounts from generating soft dollar "credits," they can be viewed as receiving benefits that other accounts pay for.

When we use soft dollars to acquire research and brokerage services and products, the commissions paid may be greater than what another Transacting Party who did not provide research services or products might charge for the same transactions, or greater than what the same Transacting Party would charge if it were not giving soft dollar "credits" for use in buying research or non-execution brokerages services and products. Notwithstanding compliance with Section 28(e), acquiring products and services with soft dollars may be considered to create a conflict of interest in that we might otherwise pay cash for those products and might therefore have an incentive to use Transacting Parties who provide soft dollar credits to avoid having to pay cash.

We may use some products or services not only as "research" but for our administrative and other purposes as well. We make a reasonable allocation of the cost of those products and services so that only the portion of the cost that is attributable to our use of the products and services for research or brokerage purposes is paid with commission dollars; we will pay the balance. Clients should recognize that our interest in making such an allocation will differ from theirs, in that we will have an incentive to maximize the research and brokerage portions of the cost in order to minimize the portion we must pay directly.

Transacting Parties that provide services or products for soft dollars generally establish "credits," based on past brokerage business, that may be applied as soft dollar payments for research services or products. In other cases Transacting Parties may suggest a level of future business that would fully compensate the Transacting Party for services or products it provides. Because brokerage decisions are based on a number of factors, the business any particular Transacting Party receives during any period may be less than what it considers adequate to compensate it for services or products it provided. However, that business may often exceed many Transacting Parties' suggestions, in part because the total brokerage business generated by our clients may be significantly greater than the value of research services and products provided, and in part because the Transacting Parties that provide those services or products may also provide superior

execution and may therefore be the most appropriate Transacting Parties for particular transactions regardless of whether or not they provided such products or services. We do not exclude Transacting Parties from receiving business because they do not provide soft dollar products and services, although we may not be willing to pay them the same commission as we would if they provided research products and services.

BTIG's Outsource Trading personnel continuously monitor transaction results generally to evaluate execution quality provided by particular brokers and dealers. We will also evaluate those results from time to time, and may use services provided by outside suppliers, to assess the execution quality and to evaluate the reasonableness of the compensation paid to various broker-dealers in light of all the factors described above. In some cases we may pay for soft dollar products and services by asking a broker-dealer with whom we place a transaction to "step out" of a portion of a transaction in favor of a broker-dealer that has provided such products or services. This permits us to use the broker we believe will provide the best execution while paying for valuable services or products provided by others.

Cross Transactions and Agency Cross Transactions

We may (but are not obligated to) cause client accounts we manage to effect "cross" transactions (*i.e.*, buy and sell securities from and to each other), subject to applicable law or regulation. We may do so if we believe the cross transaction will be beneficial to both parties. In addition, BTIG and other Broker Affiliates may engage in "agency cross transactions" (as defined in regulations under the Advisers Act and the California Code of Regulations, "Agency Cross Transactions") in which BTIG or such Broker Affiliate acts as a broker for both an advisory client and another person on the other side of the transaction. BTIG and other Broker Affiliates may receive commissions from, and have a potentially conflicting division of loyalties and responsibilities regarding, both parties to such transactions. Under some circumstances, ERISA and other laws or regulations may limit or prevent a client account from engaging in "cross" transactions that could be beneficial to the account.

Client Directed Brokerage and Other Client-Initiated Arrangements

Some clients may instruct us to use one or more particular broker-dealers in managing their accounts. Those clients may specify that a particular amount of commissions should be sent to those broker-dealers, that all business should be directed to those broker-dealers, or merely that those broker-dealers should be used when all other considerations are equal. Clients may specify that a particular broker-dealer is to be used even though we may be able to obtain a more favorable net price and execution from another broker-dealer in particular transactions. Conversely, some clients may restrict our use of a particular broker-dealer or broker-dealer arrangement (such as to avoid participating in soft dollar credit generation), even though we may be able to obtain a more favorable net price and execution from that broker-dealer or through that arrangement. Such restrictions may limit our ability to obtain the best overall price on securities transactions. Some clients may also make arrangements directly with some broker-dealers, independent of their relationship with us, to receive rebates or similar benefits from those broker-dealers when we use those broker-dealers for transactions in their accounts, in lieu of those transactions generating soft dollar credits. These arrangements could be viewed as creating an incentive for us to increase the portion of overall trading done pursuant to soft dollar arrangements, in order to generate the same amount of soft-dollar credits that would have been generated absent those clients' arrangements. To the extent these clients' arrangements allow them to avoid participating in the generation of soft

dollar credits, other clients can be viewed as paying for research and brokerage services that provide benefits to the clients that have the special arrangements.

In some cases, we may implement clients' directions by asking a broker-dealer with whom we have placed an aggregated transaction to "step out" of a portion of the transaction in favor of a broker to which a client has directed us to send brokerage business – i.e., allow the commissions as to a particular client's portion of the transaction to be paid to that client's directed broker. This is intended to allow clients to obtain the same average price while accommodating directed brokerage requests. However, "step out" arrangements may not be practicable in all cases. Clients who may want to direct us to use a particular broker-dealer should understand that their direction may prevent us from aggregating orders with other clients or from effectively negotiating brokerage compensation on their behalf, and may therefore deprive them of possible advantages that non-designating clients may have.

ITEM 13: REVIEW OF ACCOUNTS

All client accounts are reviewed on a quarterly basis, if not more frequently, to assess overall asset allocation and performance, and compliance with any investment guidelines, restrictions or requirements prescribed by the particular client's investment management agreement.

Reviews of client accounts will be conducted by the portfolio managers who are managing the accounts as well as by Pacific View's compliance and/or operations personnel. These include Mike Ashton, CFA, Portfolio Manager, Steven Druskin, Chief Operating Officer and Chief Compliance Officer, and Karen Santos, Senior Vice President, Compliance.

Clients will receive monthly reports on their accounts.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

From time to time Pacific View may enter into an agreement with a solicitor, placement agent or other third party (collectively, "Solicitors") for client and/or fund investor introductions, and in some cases those Solicitors may be associated with affiliates of Pacific View. If a client is introduced to Pacific View by either an unaffiliated or an affiliated solicitor, Pacific View may pay that solicitor a referral fee in accordance with Rule 206(4)-3 under the Advisers Act and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Pacific View's investment management fee, and shall not result in any additional charge to the client. The solicitor will be required to provide the client with a copy of Pacific View's Form ADV Part 2 (the "Brochure") and a copy of the solicitor's disclosure statement, which will contain the terms and conditions of the solicitation arrangement, including compensation. The solicitor will be required by Pacific View to obtain the client's signature acknowledging receipt of Pacific View's brochure and the solicitor's disclosure statement.

Pacific View may, out of its own assets, make payments to persons or entities that provide various investor relations and related services to Pacific View.

In addition, Pacific View will receive benefits through its use of "soft dollars," described in Item 12 above.

ITEM 15: CUSTODY

Pacific View does not maintain or hold custody of separately managed account client funds or securities.

ITEM 16: INVESTMENT DISCRETION

Discretionary Authority and Limitations.

Pacific View performs investment management services primarily on a discretionary basis, although we may, as an exception, agree to manage certain accounts on a nondiscretionary basis. When Pacific View has discretionary authority for a separately managed account client, it will have the ability to determine the type and amount of securities to be transacted and whether a client's purchase or sale should be combined with those of other clients and traded as a "block." Such discretion is to be exercised in a manner consistent with each client's stated investment objectives, risk tolerance, time horizon and or other restrictions or limitations as set forth in an investment management agreement. In addition, Pacific View's authority to trade securities may be limited in certain circumstances by applicable legal and regulatory requirements. Clients will be permitted to impose reasonable limitations on Pacific View's discretionary authority, including restrictions on investing in certain securities or types of securities. All such limitations, restrictions, and investment guidelines must be provided to Pacific View in writing.

Limited Power of Attorney.

By entering into an investment management agreement with Pacific View, separately managed account clients will authorize Pacific View to exercise full discretionary authority with respect to all transactions involving the client's account. Pursuant to such agreement, Pacific View will be designated as the client's attorney-in-fact with discretionary authority to effect investment transactions in the client's account.

ITEM 17: VOTING CLIENT SECURITIES

Whether and to what extent Pacific View is authorized and expected to vote proxies will be established for each separately managed account in the relevant investment management agreement (or comparable document). When we consider it to be in clients' best interests (and we have the authority) to vote proxies, we will vote in a manner we consider consistent with the best economic interests of our clients. We have engaged a third party service provider to analyze proxy issues and make voting recommendations, as well as to provide assistance in the administration of the proxy process, including maintaining proxy voting records. We expect to use those recommendations flexibly, keeping in mind the principles stated above, as well as our goal of protecting clients' rights as shareholders.

Pacific View attempts to identify conflicts of interest that may arise in the proxy decision making process. If a material conflict arises between clients' interests in a particular vote and Pacific View's, and we determine that our proxy voting policy does not adequately address the conflict of interest, we will notify the relevant clients of the conflict and ask them to consent to our intended response to the proxy solicitation. If a client consents to Pacific View's intended response or fails to respond to the notice within a reasonable period of time specified in the notice, Pacific View will vote the proxy as described in the notice. If the client objects to Pacific View's intended response, Pacific View will vote the proxy as directed by the client.

Clients may obtain a copy of our proxy voting policy and records detailing how we voted proxy issues on clients' behalf by submitting a written request to compliance@pacviewam.com

ITEM 18: FINANCIAL INFORMATION

Pacific View does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. Pacific View does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to clients, and has not been the subject of a bankruptcy proceeding.

ITEM 19: INFORMATION REQUIRED FOR STATE-REGISTERED ADVISERS

The following individuals are executive officers or management persons of Pacific View:

Mike Ashton, CFA – Portfolio Manager – Mike has 14 years of investment industry experience. He joined Pacific View in July 2013 as a portfolio manager and the Head of Pacific View's U.S. Small/Large Cap investment team. Mike's investment career began in 1999 at Deutsche Bank Alex. Brown, where he was an Associate in the Venture Capital Services Group, focusing on venture capital clients engaged in public equity market transactions. In 2006, Mike joined Insight Capital Research and Management where he held a variety of positions during his tenure there. Initially, Mike was an Equity Trader and Equity Analyst for Insight's Small Cap Growth, SMid Cap Growth, All Cap Growth and Concentrated Growth strategies. In 2009, Mike assumed the additional role of Portfolio Manager for Insight's Large Cap Growth strategy. In 2010, he became Co-Portfolio Manager for Insight's Small Cap Growth, SMid Cap Growth, Mid Cap Growth and Concentrated Growth strategies. Mike also served on Insight's Investment Committee and Management Committee. Mike earned his Bachelor of Arts degree in Philosophy from Bucknell University in 1997, and his Master of Business Administration from the University of California, Berkeley in 2005. Mike is a Chartered Financial Analyst

Steven Druskin - Chief Operating Officer and Chief Compliance Officer - Steve oversees all of the operational, compliance and legal matters for Pacific View. As Chief Operating Officer, Steve has day-to-day oversight and management of the business. Steve began his career as an attorney for the law firm Howard Rice Nemerovski Canady Falk & Rabkin. In 2004, Steve joined Scion Capital, LLC, an investment advisory firm, as the Chief Operating Officer, General Counsel and Chief Compliance Officer. In 2009, Steve joined BTIG, LLC, an affiliate of Pacific View, where he serves as a Managing Director and General Counsel. Steve completed his Bachelors of Science in Business Administration from the University of Southern California in 1994, and his Juris Doctor from the University of the Pacific, McGeorge School of Law in 1997.

Brian Endres - Chief Financial Officer - Brian oversees the financial, accounting and tax reporting for Pacific View. Brian began his career at Everen Securities in Chicago, which became Wachovia Securities (now owned by Wells Fargo), holding various positions in the finance team. From 1998 to 2002, Brian was with Hambrecht & Quist/JP Morgan Securities where he held the positions of Vice President of Finance and Director of West Coast Finance. From 2002 to 2004, Brian was the Controller of Wells Fargo Securities. Brian was a Managing Director of ThinkEquity Partners LLC in San Francisco beginning in 2004. At ThinkEquity, he served as Controller and ultimately rose to the position of CFO. In 2008, Brian joined BTIG, LLC, an affiliate of Pacific View, where he serves as Managing Director and Chief Financial Officer. Brian earned his Bachelors in Business Administration from the University of Wisconsin, Madison School of Business in 1992, and obtained his CPA from the State of Illinois in 1995.

Pacific View is not engaged in any business other than giving investment advice.

Neither Pacific View nor any supervised person is compensated with performance-based fees.

Neither Pacific View nor any management person has been involved in being subject to an award or being found liable in (i) an arbitration claim or (ii) a civil, self-regulatory organization or administrative proceeding.

Neither Pacific View nor any management person has any relationship or arrangement with any issuer of securities that is not listed above under the heading "Item 10: Other Financial Industry Activities or Affiliations."

Consistent with Section 260.238(k) of the California Code of Regulations, this Form ADV Part 2A discloses all material conflicts of interests regarding Pacific View, its representatives or any of its employees, which could be reasonably expected to impair Pacific View's rendering of unbiased and objective advice.

Pursuant to Section 260.238(j) of the California Code of Regulations, Pacific View hereby discloses that clients may receive the same or comparable services from other sources for a lower fee.