

## **Part 2A of Form ADV: *Firm Brochure***

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2/20/2015

This brochure provides information about the qualifications and business practices of Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital. If you have any questions about the contents of this brochure, please contact us at 314-932-7600 or [brufkahr@alpine-invest.com](mailto:brufkahr@alpine-invest.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.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Alpine Investment Management, ACR Alpine Capital Research, and Alpine Private Capital also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 110933.

## **Item 2    Material Changes**

This Firm Brochure, dated 01/23/2015, provides you with a summary of Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform of the revision(s) based on the nature of the information as follows.

1. Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
2. Material Changes: Should a material change in our operations occur, depending on its nature we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

We have no new or revised material disclosures based on information previously provided in our Firm Brochure dated 03/29/2014 other than the items noted below:

- In June of 2014, Mike Stanton was hired as Managing Director. Mr. Stanton will work with legacy clients but does not have any management duties.
- In August of 2014, Brandy Powell was hired as an Operations Specialist.
- In August of 2014, Marea Becher was hired as an Executive Administrative Assistant and as a Compliance Associate.
- On December 31 of 2014, the firm launched its first registered investment company in the form of a mutual fund. The fund's name is the ACR Multi-Strategy Quality Return Fund.

### **Item 3**

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#### **Item 4    Advisory Business**

Alpine Investment Management, LLC is a SEC-registered investment adviser with its principal place of business located in Missouri. Alpine Investment Management, LLC began conducting business in 1999.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Nicholas Virgil Tompras, President and Chief Investment Officer

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital offers the following advisory services to our clients:

#### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- United States governmental securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

## **PORTFOLIO MANAGEMENT**

Our firm provides continuous asset management of client funds based on security valuations.

We manage these advisory accounts on a discretionary basis.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Once the client's portfolio has been established, we review the portfolio continuously, and if necessary, rebalance the portfolio based on the security valuations.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- United States governmental securities
- Options contracts on securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

## **MODEL PORTFOLIO MANAGEMENT**

Our firm provides continuous portfolio management services to model portfolio platforms.

***Model Portfolio Platforms: Placemark, Envestnet***

We manage these advisory accounts on a non-discretionary basis.

We review the portfolio continuously, and if necessary, rebalance the portfolio based on security valuations.

Our investment recommendations are not limited to any specific product or service offered by a broker dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter

## **MUTUAL FUND AND LIMITED PARTNERSHIP**

Our firm is the advisor to two pooled investment vehicles, an Investment Company Act of 1940 mutual fund, the ACR Multi-Strategy Quality Return Fund (the "Fund") and the MQR LP (the "LP"). *Any reference to the LP or the Fund within this Form ADV Part 2A shall not constitute an offer to sell or the solicitation of an offer to buy interests in the LP or the Fund.* A private placement of securities may only be made in conjunction with the LP's offering documents and the Fund's prospectus.

Please refer to the Private Placement Memorandums for our LP and the Prospectus for the ACR Multi-Strategy Quality Return Fund for more information.

## **AMOUNT OF MANAGED ASSETS**

As of 12/31/2014, we were actively managing \$1,468,136,515 of clients' assets on a discretionary basis plus \$457,963,356 of clients' assets primarily in model portfolios on a non-discretionary basis.

## **Item 5 Fees and Compensation**

### **INVESTMENT SUPERVISORY SERVICES ("ISS")**

#### **INDIVIDUAL PORTFOLIO MANAGEMENT FEES**

The annualized fee for Investment Supervisory Services are charged as a percentage of assets under management, according to the following schedule:

	<b>First \$5 Million</b>	<b>Next \$5 Million</b>	<b>Remainder</b>
Equity Management	1.00%	0.85%	0.75%
Fixed Income Management	0.50%	0.40%	0.30%
Advisory	0.25%	0.20%	0.15%

Our fees are billed monthly, in arrears, at the end of each month based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous billing period. Fees will be debited from the account in accordance with the client authorization in the Client Services Agreement.

A minimum of **\$3,000,000** of assets under management is required for this service. This account size may be negotiable under certain circumstances. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

**Limited Negotiability of Advisory Fees:** Although Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

## **PORTFOLIO MANAGEMENT SERVICES FEES**

Our annual fees for Portfolio Management Services are based upon a percentage of assets under management of 0.75%.

Our fees are billed in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter. Fees will be debited from the account in accordance with the client authorization in the Client Services Agreement.

A minimum of **\$100,000** of assets under management is required for this service. This account size may be negotiable under certain circumstances. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

**Limited Negotiability of Advisory Fees:** Although Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

## **MODEL PORTFOLIO MANAGEMENT FEES**

Our annual fees for Model Portfolio Management Services are based upon a percentage of assets under management of 0.75%.

Clients are invoiced in arrears at the end of each calendar quarter based upon the value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the end of the previous quarter.

The minimum for this service is determined by the model sponsor and its partners. This account size may be negotiable under certain circumstances. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

**Limited Negotiability of Advisory Fees:** Although Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital has established the aforementioned fee schedule(s),

we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

## **POOLED INVESTMENT VEHICLE FEES**

The principals of Alpine Investment Management, ACR - Alpine Capital Research and Alpine Private Capital are also the principals of two pooled investment strategies.

***Alpine Partners Management, LLC***, the GP or Managing Member of ***MQR, L.P.*** (the LP). The General Partner has designated Alpine Investment Management as having primary responsibility for investment management and administrative matters, such as accounting tax and periodic reporting, pertaining to the LP.

The LP's annual investment management fee of 1.00% has been eliminated and the LP's incentive allocation is now 20% over a 6.00% hurdle rate subject to a "high water mark". A detailed description of LP fees and expenses is included in its offering and organizational documents.

The LP is not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to funds whose securities are not publicly offered. Alpine Investment Management manages the LP on a discretionary basis in accordance with the terms and conditions of the LP's offering and organizational documents.

## **MUTUAL FUND PORTFOLIO MANAGEMENT FEES**

ACR - Alpine Capital Research charges an asset-based fee for this service. The fee arrangement, termination, and refund policies are described in the Fund's prospectus and Statement of Additional Information ("SAI"). Pursuant to the Advisory Agreement, the Fund pays ACR - Alpine Capital Research an annual advisory fee of 0.75% of the Fund's average daily net assets for the services and facilities it provides, payable on a monthly basis, in arrears.

Supervised personnel of ACR - Alpine Capital Research do not accept compensation for the sale of securities or other investment products. Where the firm is compensated in arrears, refunds and other rebates will generally not apply. All services are rendered according to the terms and conditions of a written agreement between ACR - Alpine Capital Research and its client, the Fund.

The Fund's advisor has contractually agreed to waive its fees and/or absorb expenses of the Fund to ensure that total annual fund operating expenses (excluding, as applicable, taxes, leverage interest, brokerage commissions, dividend expenses on short sales, acquired fund fees and other expenses) do not exceed 1.45% and 1.20% of the average daily net assets of the Fund's Investor Class and Institutional Class shares, respectively. This agreement is in effect until November 30, 2015, and may be terminated before that date only by the Trust's Board of



Trustees. The Fund's advisor is permitted to seek reimbursement from the Fund, subject to limitations, for fees it waived and Fund expenses it paid for three years from the date of any such waiver or payment.

The Fund has adopted a plan pursuant to Rule 12b-1 of the 1940 Act (the "Plan"), which allows the Fund to pay distribution fees for the sale and distribution of its Investor Class shares (which is currently not being offered). The Plan provides for the payment of a distribution fee at the annual rate of up to 0.25% of average daily net assets attributable to Investor Class shares. Since these fees are paid out of the Fund's assets attributable to Investor Class shares, these fees will increase the cost of client investment and, over time, may cost clients more than paying other types of sales charges. The net income attributable to Investor Class shares will be reduced by the amount of distribution fees and other expenses of the Fund associated with that class of shares. If ACR - Alpine Capital Research, or its affiliated persons, receives 12b1 fees, advisory fees will be off-set by the amount of the 12b1 fee received.

## GENERAL INFORMATION

***Termination of the Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason upon receipt of **30** days written notice. **Certain fees may be paid in advance of services provided.** Upon termination of any account, any prepaid, unearned fees will be promptly refunded. **In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.**

***Mutual Fund Fees:*** All fees paid to Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

***Wrap Fee Programs and Separately Managed Account Fees:*** Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

**Grandfathering of Minimum Account Requirements:** Pre-existing advisory clients are subject to Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

**ERISA Accounts:** Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. . As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Alpine Investment Management, ACR Alpine Capital Research, and Alpine Private Capital may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's advisory fees.

**Advisory Fees in General:** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

**Limited Prepayment of Fees:** Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

### **PERFORMANCE-BASED FEES**

As we disclosed in Item 5 of this Brochure, our firm accepts a performance-based fee from the client. Such a performance-based fee is calculated based on a share of capital gains on or capital appreciation of the assets of the client. To qualify for a performance-based fee arrangement, a client (or Fund investor, as applicable) must either demonstrate a net worth of at least \$2,000,000 or must have at least \$1,000,000 under management immediately after entering into a management agreement with us.

Clients should be aware that performance-based fee arrangement may create an incentive for us to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement.

Furthermore, as we also have clients who do not pay performance-based fees, we have an incentive to favor accounts that do pay such fees because compensation we receive from these clients is more directly tied to the performance of their accounts.

## **Item 7 Types of Clients**

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals

- Pension and profit sharing plans(other than plan participants)
- Other pooled investment vehicles(e.g., hedge funds)
- Charitable organizations
- Corporations or other businesses not listed above
- Other

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

## **Item 8 Methods of Analysis, Investment Strategies and Risk of Loss**

### **METHODS OF ANALYSIS**

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

***Fundamental Analysis.*** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

***Risks for all forms of analysis.*** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

### **INVESTMENT STRATEGIES**

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

***Long-term purchases.*** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our

predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short sales.** We borrow shares of a stock for your portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, we buy the same stock and return the shares to the original owner. We engage in short selling based on our determination that the stock will go down in price after we have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit.

**Option writing.** We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We use "covered calls", in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

**Risk of Loss.** Investing in any securities involves a risk of loss of both income and principal.

## **Item 9    Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

## **Item 10    Other Financial Industry Activities and Affiliations**

Alpine Investment Management, LLC is not registered, nor does it have an application to register, as a broker-dealer. Three employees are registered representatives of a broker-dealer, IMST

Distributors, LLC. Those employees are Darryl Grayson, Director of Client Relations and Business Development, Brett Rufkahr, Chief Operating Officer, and Mike Stanton, Managing Director. These individuals will promote the sale of the affiliated ACR Multi-Strategy Quality Return Fund to broker/dealers and other companies. No client is ever obligated to purchase these funds. IMST Distributors, LLC is the distributor of the ACR Multi-Strategy Quality Return Fund.

***Other pooled investment vehicle(s):***

Management personnel of Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital may also be managing members of limited liability companies (LLCs) and/or general partners to limited partnerships (LPs) formed for investment purposes. As appropriate, our advisory clients may be solicited to invest in such LLCs and/or LPs. These related persons of our firm do not receive investment advisory compensation in relation to these investments, but do have a conflict of interest in soliciting client investments.

Because investment in these types of entities may involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Related persons of our firm may spend as much as **50%** of their time on these related activities.

A list of these affiliated entities is specifically disclosed on Schedule D of Form ADV, Part 1 at Item 7.B. Part 1 of our Form ADV can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

Clients interested in investing in the LP/LLC should refer to the LP's/ LLC's private placement memorandum for more information specific to the LP/ LLC.

In addition, our firm serves as the investment adviser to such entities. Advisory clients of our firm are solicited to invest in these entities; however, because investment in these types of entities may involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. Clients are under no obligation to invest in any of the above described entities or to implement any advisory recommendations.

Clients should be aware that the receipt of additional compensation by Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;

- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [brufkahr@alpine-invest.com](mailto:brufkahr@alpine-invest.com), or by calling us at 314-932-7600.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital and individuals associated with our firm are prohibited from engaging in principal transactions.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital and individuals associated with our firm are prohibited from engaging in agency cross transactions.

The principals of Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital are also the principals of **Alpine Partners Management, LLC**, the GP or Managing Member of **MPR, L.P.** (the LP). The General Partner has designated Alpine Investment Management as having primary responsibility for investment management and administrative matters, such as accounting tax and periodic reporting, pertaining to the LP. Alpine Investment Management and our members, officers and employees will devote to the LP as much time as we deem necessary and appropriate to manage the LP's business.

Alpine Investment Management and our affiliates are not restricted from forming additional investment funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities may be in competition with the LP and/or may

involve substantial time and resources of our firm and our affiliates. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of our management personnel and employees will not be devoted exclusively to the business of the LP, but could be allocated between the business of the LP and other of our business activities and those of our affiliates.

Investments in the LP may be recommended to advisory clients for whom a partnership investment may be more suitable than would a separate advisory account managed by our firm. Clients who invest in the LP are not charged any additional advisory fees other than the advisory fee allocated to the limited partners of the LP. The LP is not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to funds whose securities are not publicly offered. Alpine Investment Management manages the LP on a discretionary basis in accordance with the terms and conditions of the LP's offering and organizational documents.

The LP, whose General Partner, Alpine Partners Management LLC, and investment adviser, Alpine Investment Management, LLC, and business unit, ACR - Alpine Capital Research (collectively "Alpine"), has a minority investment in a privately held corporation, Benjamin Edwards, Inc., whose primary business, through its wholly owned subsidiary, Benjamin F. Edwards & Co. (BFEC), is a broker-dealer that provides financial services primarily to individuals. Alpine participates in one or more managed account programs with BFEC in which Alpine provides investment advisory services to clients of Alpine and BFEC. Alpine is aware of a potential conflict of interest due to the LP's investment in Benjamin Edwards, Inc. and our business relationship with BFEC. We take very seriously our fiduciary responsibility to treat all advisory clients and LP limited partners fairly, irrespective of our interest in any other business relationship, and have policies and procedures in place, as described in this document, to assure integrity with our fiduciary responsibilities to all clients and limited partners.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees 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.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to

ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
8. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
9. We require delivery and acknowledgment of the Code of Ethics by each supervised person of our firm.
10. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
11. Any individual who violates any of the above restrictions may be subject to termination.

As disclosed in the preceding section of this Brochure (Item 10), related persons of our firm are separately registered as securities representatives of a broker-dealer. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

## **Item 12 Brokerage Practices**

For discretionary clients, Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital requires these clients to provide us with written authority to determine the broker dealer to use and the commission costs that will be charged to these clients for these transactions.

These clients must include any limitations on this discretionary authority in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.



Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's block trading policy and procedures are as follows:

1. Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital, or our firm's order allocation policy.
2. The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
3. The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
4. Prior to entry of an aggregated order, an electronic order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
5. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other recorded statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other recorded statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
6. Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
7. If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the

Chief Compliance Officer no later than the morning following the execution of the aggregate trade.

8. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
9. Funds and securities for aggregated orders are clearly identified on Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
10. No client or account will be favored over another.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital is independently owned and operated and not affiliated with Schwab.

Schwab provides Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment 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 at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that

- i. provide access to client account data (such as trade confirmations and account statements);
- ii. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;

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

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- i. compliance, legal and business consulting;
- ii. publications and conferences on practice management and business succession; and
- iii. access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (collectively, and together with all affiliates, "Fidelity") through which Fidelity provides our firm with "institutional platform services." The institutional platform services include, among others, brokerage, custody, and other related services. Fidelity's institutional platform services that assist us in managing and administering clients' accounts include software and other technology that

- i. provide access to client account data (such as trade confirmations and account statements);
- ii. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- iii. provide research, pricing and other market data;
- iv. facilitate payment of fees from its clients' accounts; and
- v. assist with back-office functions, recordkeeping and client reporting.

Fidelity also offers other services intended to help our firm manage and further develop its advisory practice. Such services include, but are not limited to, performance reporting, financial planning, contact management systems, third party research, publications, access to educational conferences, roundtables and webinars, practice management resources, access to consultants and other third party service providers who provide a wide array of business related services and technology with whom Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital may contract directly.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital is independently operated and owned and is not affiliated with Fidelity.

Fidelity generally does not charge its advisor clients separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity provides access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

As a result of receiving such services for no additional cost, we may have an incentive to continue to use or expand the use of Fidelity's services. We examined this potential conflict of interest when we chose to enter into the relationship with Fidelity and have determined that the relationship is in the best interests of Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, while Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions. Although the investment research products and services that may be obtained by us will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital participates in the Fidelity Wealth Advisor Solutions program. Wealth Advisor Solutions is a referral program designed to introduce high net worth investors to independent registered investment advisors. Alpine Investment Management, ACR Alpine Capital Research, and Alpine Private Capital does not pay a fee to participate in the Wealth Advisor Solutions Program. Our firm's participation in the program may raise potential conflicts of interest as Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital may have an incentive to recommend that our clients custody their assets with Fidelity.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital participates in the institutional customer program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers services to independent investment advisers which include custody of securities, trade execution, clearance and settlement of transactions. Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital receives some benefits from TD Ameritrade through our participation in the program.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital participates in TD Ameritrade's Institutional customer program and we may recommend to our clients for custody and brokerage services. There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits include the following products and services (provided without cost or at a discount): duplicate client statements and confirmations; research related products and tools; consulting services ; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital by third party vendors.

Some of the products and services made available by TD Ameritrade through the program may benefit Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital or our related persons in and of itself creates a potential conflict of interest and may indirectly influence our recommendation of TD Ameritrade for custody and brokerage services.

## **Item 13    Review of Accounts**

### **INVESTMENT SUPERVISORY SERVICES ("ISS")**

**REVIEWS:** While the underlying securities within Investment Supervisory Services ("ISS") accounts are continually monitored, these accounts are reviewed at least quarterly or according to each individual client's needs. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by: Nick Tompras, Darryl Grayson, Brett Rufkahr, and Mike Stanton

### **INDIVIDUAL PORTFOLIO MANAGEMENT**

**REVIEWS:** The underlying securities within Individual Portfolio Management Services accounts are continually monitored. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by: Nick Tompras, Willem Schilpzand, Tim Piechowski, and Kris Cervera

**REPORTS:** In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide reports at least annually summarizing account performance, balances and holdings.

#### **Item 14 Client Referrals and Other Compensation**

It is Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

It is Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

#### **Item 15 Custody**

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on an annual or more frequent basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

#### **Item 16 Investment Discretion**

Clients hire us to provide discretionary asset management services in which we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

#### **Item 17 Voting Client Securities**

We vote proxies for all client accounts; however, you always have the right to vote proxies yourself. You can exercise this right by instructing us in writing to not vote proxies in your account.

We will vote proxies in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Brett Rufkahr by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact Brett Rufkahr by telephone, email, or in writing.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. You can also instruct us on how to cast your vote in a particular proxy contest by contacting us at 314-932-7600.

## **Item 18 Financial Information**

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Alpine Investment Management, ACR Alpine Capital Research, and Alpine Private Capital has no such financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital has not been the subject of a bankruptcy petition at any time during the past ten years.

## **Part 2B of Form ADV: *Brochure Supplement***

Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital

8000 Maryland Ave

Suite 700

Saint Louis, MO 63105

314-932-7600

2/20/2015

This brochure supplement provides information about Alpine Investment

Managements Investment Team personnel that supplements the Alpine

Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital brochure. You should have received a copy of that brochure. Please contact Kris Cervera 314-932-7600 if you did not receive Alpine Investment Management, ACR - Alpine Capital Research, and Alpine Private Capital's brochure or if you have any questions about the contents of this supplement.

Additional information about the Alpine Team is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)



## **Professional Certifications**

### **Chartered Financial Analyst®; CFA Institute**

This designation is offered by the CFA Institute (formerly the Association for Investment Management and Research [AIMR]). To obtain the CFA® charter, candidates must successfully complete three exams and gain at least three (3) years of qualifying work experience, among other requirements. In passing these exams, candidates demonstrate their competence, integrity and extensive knowledge in accounting, ethical and professional standards, economics, portfolio management and security analysis.

### **Chartered Alternative Investment Analyst®; The CAIA Association**

This designation is offered by The CAIA Association. To obtain the CAIA charter, candidates must successfully complete two exams, hold a bachelor's degree, or the equivalent, and have more than one year of professional experience, or alternatively have at least four years of professional experience. Professional experience is defined as full-time employment in a professional capacity within the regulatory, banking, financial, or related fields.

### **Certified Financial Planner™**

The Certified Financial Planner (CFP®) designation is a professional certification mark for financial planners imparted by the Certified Financial Planner Board of Standards, Inc. in the United States, the Financial Planners Standards Council in Canada, or the Financial Planning Standards Board, the international owner of the CFP mark. In order to earn the CFP designation, candidates are required to meet specific education, examination, experience and ethics requirements, as well as pay an ongoing certification fee. All candidates are required to have a bachelor's degree or higher from an accredited U.S. college or university. In addition, candidates must master a list of approximately 100 topics regarding integrated financial planning on which they are then tested. After passing the examination, the candidate must demonstrate to have exempt and extensive experience in the financial planning field. Finally, students and certificants are required to adhere to the CFP Board Code of Ethics and Professional Responsibility and to the Financial Planning Practice Standards. Registered investment advisors have a fiducial duty to care for investments.

**Nicholas Virgil Tompras, CFA®**

***President and Chief Investment Officer***

**Item 2**

**Born:** 1965

**Education**

- Southern Methodist University; BA, English; 1987

**Business Experience**

- Alpine Investment Management, LLC; President and Chief Investment Officer; from 11/1999 to Present

**Designations**

Nicholas Virgil Tompras has earned the following designation and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 1997

**Item 3 Disciplinary Information**

Nicholas Virgil Tompras has no reportable disciplinary history.

**Item 4 Other Business Activities**

**A. Investment-Related Activities**

1. Nicholas Virgil Tompras is not engaged in any other investment-related activities.
2. Nicholas Virgil Tompras does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non-Investment-Related Activities**

Nicholas Virgil Tompras is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

**Item 5 Additional Compensation**

Nicholas Virgil Tompras does not receive any economic benefit from a non-advisory client for the provision of advisory services.

## **Item 6 Supervision**

All Alpine investment professionals are supervised by the company's formal policies and procedures relating to the provision of professional advice. These policies include required review of all marketing materials, tracking all trading activity, reconciling accounts to custodians' records daily, and monitoring personal trading activity among other compliance related activities. Additionally, Alpine has implemented a Code of Ethics and an internal compliance regimen that guides our employees in meeting their fiduciary obligations to our clients. Alpine is subject to regulatory oversight by various agencies. As a registered entity, Alpine is subject to examinations by regulators, which may be announced or unannounced. For additional information, please contact Brett Rufkahr, Chief Compliance Officer at 314-932-1010 x21.

**Brett Alan Rufkahr, CFA®, CAIA®**

***Chief Operating Officer and Chief Compliance Officer***

### **Item 2**

**Born:** 1964

#### **Education**

- Saint Louis University, BSBA, Accounting and Finance, 1986
- Saint Louis University, MBA 1992

#### **Business Experience**

- Alpine Investment Management, LLC; Chief Operating Officer and Chief Compliance Officer, 6/2013 to Present
- U.S. Trust, Bank of America Wealth Management, Market Executive and Private Client Adviser, 6/2010 to 6/2013
- TIAA-CREF, Vice President and Head of Institutional Trust Investments, 11/2007 to 6/2010
- U.S. Trust, Bank of America Wealth Management, Market Investment Executive and Portfolio Manager, 6/1996 to 11/2007

#### **Designations**

Brett Alan Rufkahr has earned the following designations and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 1996
- Chartered Alternative Investment Analyst®; The CAIA Association; 2013

## **Item 3 Disciplinary Information**

Brett Alan Rufkahr has no reportable disciplinary history

## **Item 4 Other Business Activities**

### **A. Investment-Related Activities**

1. Brett Alan Rufkahr is not engaged in any other investment-related activities.
2. Brett Alan Rufkahr does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

### **B. Non-Investment-Related Activities**

Brett Alan Rufkahr is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

## **Item 5 Additional Compensation**

Brett Alan Rufkahr does not receive any economic benefit from a non-advisory client for the provision of advisory services.

## **Item 6 Supervision**

All Alpine investment professionals are supervised by the company's formal policies and procedures relating to the provision of professional advice. These policies include required review of all marketing materials, tracking all trading activity, reconciling accounts to custodians' records daily, and monitoring personal trading activity among other compliance related activities. Additionally, Alpine has implemented a Code of Ethics and an internal compliance regimen that guides our employees in meeting their fiduciary obligations to our clients. Alpine is subject to regulatory oversight by various agencies. As a registered entity, Alpine is subject to examinations by regulators, which may be announced or unannounced. For additional information, please contact Brett Rufkahr, Chief Compliance Officer at 314-932-1010 x21.

## **Darryl Stephen Grayson**

### ***Director of Client Relations and Business Development***

## **Item 2**

**Born:** 1961

### **Education**

- Binghamton University, BA 1983
- Fordham University, MBA 1990

### **Business Experience**

- Alpine Investment Management, LLC; Director of Client Relations and Business Development, 11/2009 to Present
- Wilmington Trust, Managing Director – External Distribution, 6/2006 to 1/2009
- Gabelli Asset Management, National Sales Manager, 8/2003 to 5/2006

### **Item 3 Disciplinary Information**

Darryl Grayson has no reportable disciplinary history

### **Item 4 Other Business Activities**

#### **A. Investment-Related Activities**

1. Darryl Grayson is not engaged in any other investment-related activities.
2. Darryl Grayson does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

#### **B. Non-Investment-Related Activities**

Darryl Grayson is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

### **Item 5 Additional Compensation**

Darryl Grayson does not receive any economic benefit from a non-advisory client for the provision of advisory services.

### **Item 6 Supervision**

All Alpine investment professionals are supervised by the company's formal policies and procedures relating to the provision of professional advice. These policies include required review of all marketing materials, tracking all trading activity, reconciling accounts to custodians' records daily, and monitoring personal trading activity among other compliance related activities. Additionally, Alpine has implemented a Code of Ethics and an internal compliance regimen that guides our employees in meeting their fiduciary obligations to our clients. Alpine is subject to regulatory oversight by various agencies. As a registered entity, Alpine is subject to examinations by regulators, which may be announced or unannounced. For additional information, please contact Brett Rufkahr, Chief Compliance Officer at 314-932-1010 x21.

## **Timothy Paul Piechowski**

### ***Portfolio Manager, Senior Analyst***

#### **Item 2**

**Born:** 1984

#### **Education**

- Georgetown University, BSBA Accounting and Finance 2007
- Saint Louis University School of Law, Juris Doctor 2012

#### **Business Experience**

- Alpine Investment Management, LLC; Portfolio Manager and Senior Analyst, 4/2010 to Present
- Brandes Investment Partners, L.P. 7/2007 to 8/2009

#### **Designations**

Timothy Paul Piechowski has earned the following designations and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 9/2012

#### **Item 3 Disciplinary Information**

Timothy Paul Piechowski has no reportable disciplinary history

#### **Item 4 Other Business Activities**

##### **A. Investment-Related Activities**

1. Timothy Paul Piechowski is not engaged in any other investment-related activities.
2. Timothy Paul Piechowski does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

##### **B. Non-Investment-Related Activities**

Timothy Paul Piechowski is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

#### **Item 5 Additional Compensation**

Timothy Paul Piechowski does not receive any economic benefit from a non-advisory client for the provision of advisory services.

## **Item 6 Supervision**

All Alpine investment professionals are supervised by the company's formal policies and procedures relating to the provision of professional advice. These policies include required review of all marketing materials, tracking all trading activity, reconciling accounts to custodians' records daily, and monitoring personal trading activity among other compliance related activities. Additionally, Alpine has implemented a Code of Ethics and an internal compliance regimen that guides our employees in meeting their fiduciary obligations to our clients. Alpine is subject to regulatory oversight by various agencies. As a registered entity, Alpine is subject to examinations by regulators, which may be announced or unannounced. For additional information, please contact Brett Rufkahr, Chief Compliance Officer at 314-932-1010 x21.

**Willem Eduard Schilpzand, CFA®**

***Portfolio Manager, Senior Analyst***

**Born:** 1980

### **Item 2**

#### **Education**

- University of Georgia, BBA International Business 2002
- Columbia Business School, MBA Applied Value Investing Program 2010

#### **Business Experience**

- Alpine Investment Management, LLC; Portfolio Manager and Senior Analyst, 6/2010 to Present
- East Coast Asset Management, 11/2009 to 01/2010
- MFS International, 06/2009 to 8/2009
- Merrill Lynch, 2005 to 05/2008
- IBM Ireland, 2004
- IBM Global Services, 2003 to 2004

#### **Designations**

Willem Schilpzand has earned the following designations and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 2008

## **Item 3 Disciplinary Information**

Willem Schilpzand has no reportable disciplinary history

#### **Item 4 Other Business Activities**

##### **A. Investment-Related Activities**

1. Willem Schilpzand is not engaged in any other investment-related activities.
2. Willem Schilpzand does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

##### **B. Non-Investment-Related Activities**

Willem Schilpzand is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

#### **Item 5 Additional Compensation**

Willem Schilpzand does not receive any economic benefit from a non-advisory client for the provision of advisory services.

#### **Item 6 Supervision**

All Alpine investment professionals are supervised by the company's formal policies and procedures relating to the provision of professional advice. These policies include required review of all marketing materials, tracking all trading activity, reconciling accounts to custodians' records daily, and monitoring personal trading activity among other compliance related activities. Additionally, Alpine has implemented a Code of Ethics and an internal compliance regimen that guides our employees in meeting their fiduciary obligations to our clients. Alpine is subject to regulatory oversight by various agencies. As a registered entity, Alpine is subject to examinations by regulators, which may be announced or unannounced. For additional information, please contact Brett Rufkahr, Chief Compliance Officer at 314-932-1010 x21.



**Michael Philip Stanton, CFP®**

***Managing Director and Senior Client Advisor***

**Item 2**

**Born:** 1976

**Education**

- University of Illinois at Urbana-Champaign, BS Finance, 1998
- College for Financial Planning, CERTIFIED FINANCIAL PLANNER™, 2007

**Business Experience**

- Alpine Investment Management, LLC; Managing Director and Senior Client Advisor, 6/2014 to Present
- J.P. Morgan Private Bank, J.P. Morgan Securities LLC; Executive Director and Private Banker, 10/2010 to 6/2014
- U.S. Trust, Bank of America Wealth Management, Merrill Lynch; Vice President and Private Client Manager 9/2004 to 10/2010

**Designations**

Michael Philip Stanton has earned the following designations and is in good standing with the granting authority:

- CERTIFIED FINANCAL PLANNER™; Certified Financial Planner Board of Standards, Inc.; 2007

**Item 3 Disciplinary Information**

Michael Philip Stanton has no reportable disciplinary history

**Item 4 Other Business Activities**

**A. Investment-Related Activities**

3. Michael Philip Stanton is not engaged in any other investment-related activities.
4. Michael Philip Stanton does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non-Investment-Related Activities**

Michael Philip Stanton is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his or her time.

## **Item 5 Additional Compensation**

Michael Philip Stanton does not receive any economic benefit from a non-advisory client for the provision of advisory services.

## **Item 6 Supervision**

All Alpine investment professionals are supervised by the company's formal policies and procedures relating to the provision of professional advice. These policies include required review of all marketing materials, tracking all trading activity, reconciling accounts to custodians' records daily, and monitoring personal trading activity among other compliance related activities. Additionally, Alpine has implemented a Code of Ethics and an internal compliance regimen that guides our employees in meeting their fiduciary obligations to our clients. Alpine is subject to regulatory oversight by various agencies. As a registered entity, Alpine is subject to examinations by regulators, which may be announced or unannounced. For additional information, please contact Brett Rufkahr, Chief Compliance Officer at 314-932-1010 x21.