

Item 1 - Cover Page



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Brochure**

This brochure provides information about the qualifications and business practices of BPV Capital Management, LLC ("BPV"). If you have any questions about the contents of this brochure, please contact us at (865) 243-8000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

BPV is a registered investment adviser with the SEC, a registered commodity pool operator and a registered commodity trading advisor with the Commodity Futures Trading Commission and also a member of the National Futures Association ("NFA"). Registration of an investment adviser, commodity pool operator or commodity trading advisor does not imply any level of skill or training. Additional information about BPV also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Summary of Material Changes

The purpose of Item 2 of the Brochure is to provide clients with a summary of new and/or updated information that is contained in the remainder of this Brochure. In March, 2015 BPV acquired Cain Brothers Asset Management, LLC ("CBAM"), an SEC registered investment adviser. For a number of months following the acquisition, CBAM operated as a separate, wholly-owned subsidiary of BPV under the name BPV Resources, LLC. As of August 1, 2015, however, CBAM/BPV Resources was integrated into BPV and all of the business formerly conducted by CBAM/ BPV Resources is now being conducted by BPV. As a result, this Brochure has been drafted to provide disclosure that covers all of the operations of BPV, which now includes the services formerly provided by CBAM/BPV Resources. In the future, this section will provide information about the material amendments that have been made to this Brochure since the last annual update.

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Item 4 - Advisory Business

General Information

BPV Capital Management, LLC is a Delaware limited liability company formed in 2009. Northshore Management Company, LLC (“Northshore”) is the majority owner of BPV.

SMA and Private Investment Funds

BPV provides investment management services to institutions, corporations, trusts and individuals through separately managed accounts (SMAs), with a concentration on participants in the healthcare industry. In addition, BPV offers two offshore, privately-offered investment funds (structured as a master fund and a feeder fund), BPV Resolute Master Fund Ltd. and the BPV Resolute Fund Ltd, both of which are Cayman Island exempted companies (the “Private Funds”). For SMA clients and the Private Funds, BPV uses an investment approach based on an overall risk management perspective, a focus on current market conditions and an overriding commitment to maximizing compound returns relative to the amount of risk assumed. These services focus on providing an integrated investment strategy that seeks to meet long-term financial targets while minimizing short-term downside volatility in investment returns.

BPV also provides institutional investment management services for indentured funds in a manner that seeks security and flexibility. These services are designed to meet the indentures’ requirement for principal preservation and are generally provided to tax-exempt healthcare systems, tax-exempt senior living providers and other tax-exempt issuers.

Management Authority and Types of Investments

BPV manages most client accounts on a discretionary basis and has full authority in determining what securities to buy and sell. BPV implements its investment strategies through investments in a range of securities and other financial instruments, including, US government securities, fixed income securities, mortgage-backed securities, commercial paper, CDs, municipal securities, equities (both individual stocks and baskets of stocks), commodities, foreign currency, related instruments (e.g., futures, forwards, exchange-traded funds or notes, total return swaps), equity volatility related instruments, and long and short call options and put options on the underlying or related instruments.

SMA Investment Strategies

BPV currently manages assets for SMAs using three distinct but related strategies. The three strategies are the Short Duration Government Mortgage Backed Securities (MBS) Strategy, the Systematic Global Macro Strategy and the Systematic Global Equity Strategy. The strategies are often combined within a client’s portfolio to meet the investment objectives. All of BPV’s investment strategies have the primary goal of maximizing compounded returns relative to the level of risk assumed.

BPV manages each account to meet specific client objectives within the context of any specific restrictions the client may have in its investment policy or other defining documents. The client objectives and defined restrictions, as well as any other restrictions the client may specify, are documented in each client’s investment management agreement.

Private Fund Strategies

As noted above, BPV manages two privately-offered investment funds. Further information regarding these Private Funds and their investment strategies can be located in Item 8 herein. The Private Funds are available only to Eligible Investors, as defined in the Private Funds’ Private Placement Memorandum.

Mutual Funds

BPV serves as the investment adviser to certain registered investment companies, including the BPV Core Diversification Fund, BPV Wealth Preservation Fund, BPV Low Volatility Fund, BPV Large Cap Value Fund

and the BPV Income Opportunities Fund (collectively, the “Mutual Funds”), each of which is an open-end management investment company registered with the SEC under the Investment Company Act of 1940, as amended, as a separate series of the BPV Family of Funds. More information is available in the Mutual Funds’ prospectuses.

Type and Value of Assets Currently Managed

As of August 1, 2015, BPV managed \$2,005,117,766 on a discretionary basis.

Item 5 - Fees and Compensation

General Fee Information – SMAs

The specific manner in which fees are charged by BPV is established in a client’s written agreement with the Adviser. Generally, however, the fees for BPV’s investment advisory services vary according to the strategy or strategies that are employed for the client’s account. The fees for SMAs for the various strategies are generally as follows:

- Short Duration Government MBS Strategy - 0.35% per annum
- Systematic Global Macro Strategy – 1.00% per annum
- Systematic Global Equity Strategy – 1.00% per annum

BPV typically requires a minimum account size of \$10,000,000 and a minimum fee of \$50,000 per year. BPV may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where BPV deems it appropriate under the circumstances.

BPV reserves the right to negotiate fees with clients, and may charge fees higher or lower than those described above. Accordingly, not all clients may pay the same fees and charges. Furthermore, BPV reserves the right to waive advisory fees for certain accounts such as employee accounts.

Fees are usually calculated based upon the average of the fair market value of the portfolio assets of the account on the last business day of the previous calendar month and the last business day of the current month, as reported by the client’s custodian/trustee. Fees are billed and payable quarterly in arrears. Other alternatives may be negotiated with particular clients on a client-by-client basis.

Clients may elect to be billed directly for fees or to authorize BPV to directly debit fees from client accounts. Management fees are prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any earned and unpaid fees will be due and payable.

BPV’s fees are exclusive of brokerage commissions, transaction fees, custodial fees and other related costs and expenses which shall be incurred by the client. Mutual funds, exchange-traded funds and other pooled investment vehicles also charge internal management fees and operational expenses, which are disclosed in a fund’s prospectus. Such fees and expenses are exclusive of and in addition to BPV’s fees. Item 12 describes the factors that BPV considers in selecting broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions). The Clients should review all fees charged by funds, brokers, BPV and others to fully understand the total amount of fees paid by the client for investment services.

General Fee Information – Private Funds

The fees for the Private Funds managed by BPV are calculated and payable monthly in arrears based upon the ending net assets of the Private Funds. Further information regarding the fees and expenses of the Private Funds can be located in their Private Placement Memorandum.

For information regarding fees in instances where clients are invested in BPV products, please see Item 10.

General Fee Information – Mutual Funds

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

Some of BPV's supervised persons are registered representatives of Foreside Fund Services, LLC (the "Registered Representatives"). In their role as registered representatives they may accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds ("Sales Compensation"), including, without limitation, the Mutual Funds and/or the Private Fund. As a result, the Registered Representatives will have a conflict of interest in recommending the Mutual Funds and/or the Private Funds and an incentive to recommend these investment products. In cases where a BPV product is recommended for a BPV client, the Registered Representatives will disclose the conflict of interest this situation presents. In appropriate cases and where available, the Registered Representatives may recommend no-load versions of BPV products. Where BPV clients invest in BPV products, the advisory fees paid to BPV may be in addition to the Sales Compensation paid to the Registered Representatives.

Clients have the option to purchase investment products that BPV or the Registered Representatives recommend through other brokers or agents that are not affiliated with BPV.

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

In some cases, BPV may enter into performance fee arrangements with qualified clients and any such fees are subject to individualized negotiation with each such client. BPV will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the "Advisers Act") or in accordance with an available exemption thereunder. Performance based fee arrangements create an incentive for BPV to purchase securities that are riskier or more speculative than those that it would purchase under a different fee arrangement.

BPV may manage accounts that are charged a performance-based fee and also accounts that are charged an asset-based fee. This creates an incentive for BPV to favor performance-based fee accounts (which may pay higher fees) over asset-based fee accounts when allocating investment opportunities among clients. BPV has procedures to ensure that all clients are treated fairly and equally over time and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Item 7 - Types of Clients

BPV provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, private investment funds, trust programs and other U.S. and international institutions through SMAs. For these clients, BPV typically requires a minimum account size of \$10,000,000 and a minimum fee of \$50,000 per year. Accounts of lesser size may be accepted in BPV's discretion.

BPV also serves as the investment adviser to the Private Funds and Mutual Funds. For more information about the minimum investment in the Private Funds please refer to their Private Placement Memorandum and for information about the minimum investment in any of the Mutual Funds, please refer to that fund's prospectus.

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

Methods of Analysis – SMAs

For its SMA clients, BPV uses three primary strategies, which are described below.

Short Duration Government MBS Strategy. Client accounts managed in accordance with the Short Duration Government MBS Strategy are invested in high quality, interest bearing securities in the U.S. fixed and variable interest rate markets, generally U.S. Treasury, Agency and Agency mortgage-backed securities (including collateralized mortgage obligations). The objective of the strategy is to earn a positive nominal return each year regardless of movements in the general level of interest rates or the return earned on any benchmark index.

As with any investment approach, the Short Duration Government MBS Strategy introduces a number of risks, including the risk of loss and risks associate with general economic and market conditions. Risks specific to the Short Duration Government MBS Strategy include duration risk, risks associated with mortgage backed securities, credit risk, counterparty risk and liquidity risk in its fixed income portfolios.

Systematic Global Macro Strategy. The Systematic Global Macro Strategy utilizes a risk based allocation methodology for determining exposures in global investment markets, including equity, credit, nominal bond, inflation linked bond, commodity and foreign currency to create a risk efficient total return profile. The objective of the Systematic Global Macro Strategy is to maximize compound returns over time for a targeted level of risk while minimizing the impact of intermediate term fluctuations in prices from any particular market sector. The allocation to any particular market will change over time based on a systematic risk allocation process and may be derived from investments in the underlying instruments, related instruments (e.g., futures, forwards, exchange-traded funds or notes, and total return swaps), and long and short call options and put options on the underlying or related instruments. Excess liquidity in the Systematic Global Macro Strategy is generally invested in accordance with the tenets of the Short Duration Government MBS Strategy. However, the objective with regards to excess liquidity is to outperform the implied financing rate in related instruments over time.

The Systematic Global Macro Strategy introduces all the risks associated with the Short Duration Government MBS Strategy. In addition to those risks, other risks introduced by the Systematic Global Macro Strategy include financial market dislocation risk, general investment risks related to investments in equities, bonds, inflation linked securities, commodities and foreign currencies and risks associated with options trading and exchange traded options. BPV seeks to manage these risks by primarily investing in exchange traded instruments where there are multiple market participants and where the volume is significant enough to limit the relative impact of our programs. General economic conditions and factors can have a profound impact, both positive and negative, on the markets for all investment instruments. The impact from changing economic conditions and factors generally varies across investment markets. The systematic risk allocation system is designed to equally weight the risk exposure across markets so the negative impact in any one market is offset by the positive impact in other markets. Investment exposure in any market introduces general investment risks due to changes in market perceptions of value and future risks. Over time most investments have produced a return premium although the variance in this premium can be quite wide and negative for extended periods. The Systematic Global Macro Strategy is purposely exposed to these market risks for the purpose of capturing the risk premium from these investments in a manner that seeks to maximize the return premium captured relative to the market risk assumed.

Systematic Global Equity Strategy. The Systematic Global Equity Strategy utilizes a risk based allocation methodology for determining exposures in global equity markets to create a risk efficient total return profile. The objective of the Systematic Global Equity Strategy is to capture a significant proportion of upside equity returns while avoiding a significant proportion of downside equity returns thus reducing the volatility of returns relative to the MSCI All Country World Index (the “Benchmark”). The allocation to any particular market will change over time based on a systematic risk allocation process and may be derived from investments in the underlying instruments, related instruments (e.g., futures, forwards, exchange-traded funds or notes, and total return swaps), and long and short call options and put options on the underlying or related instruments. In implementing the Systematic Global Equity Strategy, BPV utilizes a range of securities and other financial instruments, including, without limitation, equities (both individual stocks and baskets of stocks), interest rate instruments, related instruments (e.g., futures, forwards and exchange-traded funds or notes, and total return swaps), equity volatility related instruments, long and short call options and put options on the underlying or related instruments, and fixed and variable interest rate instruments. For more detailed information on the option counterparty risk that this strategy entails as a result of investment in exchange traded options and the risks of exchange traded options in general, please see the Option Clearing Corporation’s website, www.optionsclearing.com, where you will find the publication “Characteristics and Risks of Standardized Options” and a related supplement (direct link: <http://www.optionsclearing.com/about/publications/character-risks.jsp>). Excess liquidity in the Systematic Global Equity Strategy is generally invested in accordance with the tenets of the Short Duration Government MBS Strategy, with the objective of outperforming the implied financing rate in related instruments over time.

The Systematic Global Equity Strategy introduces all the same risks associated with the Systematic Global Macro Strategy for equities. Over time, equities have produced a return premium over alternative investments although variance of this return premium can be quite wide. BPV actively manages the exposure to downside variance through a variety of hedges and investment structures while seeking to capture as much of the upside variance as possible. In addition, BPV manages the market risk within the portfolio based on a systematic risk allocation process.

Multi-Strategy Portfolios. The Short Duration Government MBS, Systematic Global Macro and Systematic Global Equity Strategies may also be combined for certain clients to create Multi-Strategy portfolios where the underlying portfolios are managed exactly as they would be in the stand alone application of each strategy. However, the portfolio management team allocates between the three strategies based on the client’s objectives and the opportunities provided within the market environment. The Multi-Strategy approach introduces the same risks as those highlighted for the three strategies and described in more detail below.

For all three strategies, the majority of the returns will likely be classified as current income. In addition, the strategies are actively managed and could potentially involve a number of recurring trades which may involve a high level of commission expense. Frequent trading of securities can negatively affect investment performance due to increased brokerage and other transaction costs and taxes.

Methods of Analysis – Private Funds

The Private Funds utilize aspects of each of the strategies discussed above, and therefore are subject to the same risks to those discussed above. In addition, the structure of the Private Funds introduces a number of additional risk factors including, limited operating history, lack of transparency, structural risk, liquidity risk valuation risk, regulatory risks and tax risks. These risk factors are disclosed and discussed in detail in the Private Funds’ Private Placement Memorandum.

Methods of Analysis – Mutual Funds

The methods of analysis used for each of the Mutual Funds and their accompanying risks vary. A short description of the investment strategy of each of the Mutual Funds and some of the material risks associated therewith is below. For more information about the strategies and risks associated with investments in each

of the Mutual Funds, please refer to their prospectuses. The descriptions below are qualified in their entirety by the information found in the Mutual Fund's prospectuses.

BPV Core Diversification Fund. The investment objective of the BPV Core Diversification Fund is to seek long-term capital appreciation. The BPV Core Diversification Fund is actively managed to be diversified across the three broad asset classes of equities, fixed income, and commodities and other alternatives in an effort to reduce the volatility of returns. Some of the principal risks associated with investing in the BPV Core Diversification Fund include risk of loss, management risk, market risk, equity securities risk, fixed income securities risk, high yield risked income securities risk, interest rate risk, risks related to investing in commodities, risks related to options, foregoing and emerging market risk, small and mid-cap company risk, REIT risk, ETP tracking risks, risk related to investing in ETFs and other funds, ETN risk, MLP risk and currency risk.

BPV Wealth Preservation Fund. The investment objective of the BPV Wealth Preservation Fund is to simultaneously seek capital preservation while generating long-term capital appreciation. The BPV Wealth Preservation Fund seeks to achieve its investment objective by investing in a portfolio that may include both equity and fixed income securities that generate dividend or interest income (the "Long Positions"), while at the same time hedging a substantial portion of the Long Positions using options. Some of the principal risks associated with investing in the BPV Wealth Preservation Fund include risk of loss, management risk, market risk, equity securities risk, fixed income securities risk, interest rate risk, risks related to options, foregoing market risk, small and mid-cap company risk, ETP tracking risks, risk related to investing in ETFs and other funds, ETN risk and currency risk.

BPV Low Volatility Fund. The investment objective of the BPV Low Volatility Fund is to simultaneously seek capital preservation while generating long-term capital appreciation. The BPV Low Volatility Fund seeks to achieve its investment objective by investing in a portfolio that may include both equity and fixed income securities that generate dividend or interest income (the "Long Positions"), while at the same time hedging a substantial portion of the Long Positions using options. Some of the principal risks associated with investing in the BPV Low Volatility Fund include risk of loss, management risk, market risk, equity securities risk, fixed income securities risk, interest rate risk, risks related to options, foregoing market risk, small and mid-cap company risk, ETP tracking risks, risk related to investing in ETFs and other funds, ETN risk and currency risk.

BPV Large Cap Value Fund. The investment objective of the BPV Large Cap Value Fund is to seek long-term capital appreciation by investing primarily in equity securities of large companies. The BPV Large Cap Value Fund seeks to outperform the Russell 1000 Value Index by using a quantitative process to construct a diversified investment portfolio. The underlying process relies on broad categories of attractiveness (e.g., value, management, momentum and sentiment), and considers industry data, fundamental characteristics and various statistical measures of risk, as well as transaction costs. Some of the principal risks associated with investing in the BPV Large Cap Value Fund include risk of loss, quantitative model risk, market risk, equity securities risk and undervalued stocks risks.

BPV Income Opportunities Fund. The investment objective of the BPV Income Opportunities Fund is to provide current income and, secondarily, capital appreciation. The BPV Income Opportunities Fund seeks to achieve its investment objective by applying a flexible strategy that seeks to capitalize on opportunities in a wide variety of income-producing securities. Some of the principal risks associated with investing in the BPV Income Opportunities Fund include risk of loss, management risk, market risk, fixed income securities risk, liquidity risk, interest rate risk, credit risk, high yield fixed income securities risk, equity securities risk, small and mid-cap company risk, and risks associated with mortgage backed securities.

Risk Factors

- **Risk of Loss.** Investing in securities involves risk of loss that clients should be prepared to bear.
- **General Economic and Market Conditions.** The success of a portfolio's activities may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of certain investments. Unexpected volatility or illiquidity could impair a portfolio's profitability or result in losses.
- **Duration Risk.** Duration risk is the risk of changes in the value of a security due to the change in interest rates.
- **Mortgage Backed Securities Risk.** Mortgage backed securities are subject to a number of risks including prepayment risk, which is the potential loss in value due to prepayments on the underlying mortgages, and credit risk, which is the risk that underlying loan borrowers may default.
- **Credit Risk.** Credit risk reflects the potential loss in the value of a security due to a change in the perceived credit quality of the underlying issuer of a security.
- **Counterparty Risk.** Counterparty risk is the risk of a failed delivery on a security purchase or sale.
- **Liquidity Risk.** Liquidity risk is the risk of a potential loss in value due to absence of ready buyers and sellers in the underlying security.
- **Financial Market Dislocation Risk.** Financial market dislocation reflects the relative volatility in market prices caused by stress on financial market intermediaries such as brokers, banks and clearinghouses and generally encompasses liquidity risk, discontinuous market risk, and counterparty risk.
- **General Investment Risk.** Investments in equities, bonds, inflation linked securities, commodities and foreign currencies are subject to investment-specific price fluctuations as well as to macro-economic, market and industry specific conditions, including but not limited to national and international economic conditions, domestic and international financial policies and performance, additional governmental regulation of investing or of industries in which a portfolio may invest, conditions affecting particular investments such as the financial viability, sales and product lines of corporate issuers, national and international politics and governmental events, and changes in income tax laws.
- **Options Trading.** Although an option buyer's risk is generally limited to the cost of its purchase of the option, an investment in an option may be subject to greater fluctuation than an investment in underlying stocks. In addition, if underlying stocks do not appreciate during the life of a call option and the option is not sold before its expiration, the buyer could lose its entire investment in the option. In theory, the loss potential for the seller of an uncovered call option is unlimited, but in practice the loss is limited by the term of existence of the option. The risk for a writer of a put option is that the price of underlying stocks may fall below the exercise price.
- **Quantitative Model Risk.** The ability of a portfolio that relies on quantitative models to meet its investment objective is directly related to the ability of the quantitative model to measure accurately value indicators or other factors and appropriately react to current and developing market trends. There can be no assurance that the use of the quantitative model will enable a portfolio to achieve positive returns or outperform the market, and if the quantitative model fails to accurately evaluate market risk or appropriately react to current and developing market conditions, the portfolio may suffer losses.
- **Management Risk.** The investment strategy employed for a portfolio may prove to be ineffective and there is no guarantee that the strategy will produce the desired results.
- **Market Risk.** Securities prices can be volatile, and the value of securities in a portfolio may decline due to fluctuations in the securities markets generally.

- **Equity Securities Risk.** The prices of equity securities will fluctuate – sometimes dramatically – over time, and a portfolio could lose a substantial part, or even all, of its investment in a particular issue.
- **Undervalued Stocks Risk.** Undervalued stocks include stocks that are believed to be undervalued and/or are temporarily out of favor in the market. If these stocks are not undervalued, or they continue to be out of favor in the marketplace, then the portfolio may suffer losses.
- **Fixed Income Securities Risk.** If the issuer of a fixed income security in which a portfolio is invested fails to make timely interest and/or principal payments, then the portfolio's current income will be adversely affected and reduced.
- **High Yield Fixed Income Securities Risk.** High yield fixed income securities are generally considered speculative in nature and may subject the portfolio to greater risks with respect to the non-payment of interest and principal and greater market fluctuations than higher-rated fixed income securities.
- **Interest Rate Risk.** Increases in interest rates typically lower the present value of a company's future earnings stream. Accordingly, stock and bond prices will generally decline when investors anticipate or experience rising interest rates.
- **Risks Related to Investing in Commodities.** Commodity-related risks include production risks caused by unfavorable weather, animal and plant disease, and geologic and environmental factors. Furthermore, investments related to gold and other precious metals and minerals may fluctuate sharply over short periods of time and are considered speculative and are affected by a variety of worldwide economic, financial, and political factors.
- **Foreign and Emerging Market Risk.** A portfolio with investments in foreign markets may be subject to risks including reduced liquidity, greater volatility, less developed or less efficient trading markets, lack of comprehensive company information, political instability and differing auditing and legal standards. In addition, emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be more volatile than established foreign markets.
- **Small and Mid-Cap Company Risk.** Stocks of small and mid-cap companies may have more risks than larger companies. In general, small and mid-cap companies have less experienced management teams, serve smaller markets, and find it more difficult than larger companies to obtain financing for growth or potential development. There is typically a smaller market for the securities of small and mid-cap companies than for securities of a larger company, which may make these securities more susceptible to market downturns and increase the securities' volatility.
- **REIT Risk.** REITs in which a portfolio may invest are susceptible to the risks associated with investing in real estate generally, including, among others, declines in the value of real estate, lack of ability to access the credit markets and defaults by borrowers or tenants.
- **ETP Tracking Risks.** ETPs and other securities in which a portfolio may invest may not be able to replicate the performance of the indices or sectors they track because the total return generated by the securities will be reduced by transaction costs incurred by the ETP (e.g., brokerage fees incurred in rebalancing an ETF).
- **Risks Related to Investing in ETFs and Other Funds.** Investments in ETFs and other registered investment companies subject a portfolio to paying its proportionate share of those funds' fees and expenses. In addition, under the Investment Company Act of 1940, as amended, the Mutual Funds are subject to restrictions that may limit the amount of any particular ETF or other registered investment company that they may own.
- **ETN Risk.** ETNs in which a portfolio may invest are subject to credit risk, including the credit risk of the issuer, in addition to the risks of volatility and lack of liquidity in underlying assets and changes in applicable interest rates.
- **MLP Risk.** MLPs are partnerships that may engage in, among other things, the extraction and transportation of certain energy commodities such as natural gas, crude oil or coal. A decrease in the volume of such commodities available for transportation, mining, processing, storage or

distribution, or a sustained decline in demand for such commodities, may adversely impact the financial performance of a MLP in which the Fund is invested.

- **Currency Risk.** If a portfolio invests in foreign currency denominated or foreign currency-linked securities, the portfolio could experience losses as a result of changes in the exchange rates between foreign currencies and the U.S. dollar.

Item 9 - Disciplinary Information

BPV has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

BPV is registered with the Commodity Futures Trading Commission as a Commodity Trading Adviser and a Commodity Pool Operator.

Other Financial Industry Affiliations

Quintium. Northshore, the majority owner of BPV, also has a controlling interest in Quintium Advisors, LLC (“Quintium”). Quintium is an SEC-registered investment adviser under common control with BPV, and serves as the sub-adviser to three of the Mutual Funds. In addition, Quintium is also the manager of the Quintium Private Opportunities Fund and the Quintium Wealth Preservation Fund, both private investment funds that are affiliated with BPV (collectively the “Quintium Private Funds”).

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

BPV Private Investment Funds. BPV serves as the investment adviser to the Private Funds. Tim Sheehan, a BPV employee, also serves as a director of each of the Private Funds.

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

Code of Ethics and Personal Trading

BPV has adopted a Code of Ethics (“the Code”) pursuant to Rule 204A-1 under the Advisers Act, the full text of which is available to you upon request. BPV’s Code has several goals. First, the Code is designed to assist BPV in complying with applicable laws and regulations governing its investment advisory business. Under the Advisers Act, BPV owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires BPV associated persons to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

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

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

and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, BPV has established a policy requiring its associated persons to pre-clear transactions in certain securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Certain financial instruments, such as CD's, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement.

Consistent with the foregoing, BPV maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If a BPV associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

BPV may from time to time recommend to clients or direct clients' accounts to invest in the Private Funds or the Quintium Private Funds and/or in one or more of the Mutual Funds. In such cases, BPV expects to waive its advisory fee to the extent that BPV or an affiliate of BPV receives advisory fees from such funds or Mutual Funds.

Each supervised person receives a copy of the Code and of each amendment thereto, and is required to acknowledge such receipt in writing. The Code further requires each supervised person to report any violation of the Code promptly to BPV's Chief Compliance Officer.

A copy of BPV's Code of Ethics is available to any client or prospective client upon request.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, BPV seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. In placing orders for portfolio securities of a client, BPV generally gives primary consideration to obtaining the most favorable price and efficient execution. This means that BPV seeks to execute each transaction at a price and commission, markup or markdown if any, which provide the most favorable total cost or proceeds reasonably attainable in the circumstances. While BPV generally seeks reasonably competitive spreads or commissions, clients do not necessarily pay the lowest spread or commission available. In the selection of brokers and dealers to execute portfolio transactions, BPV is authorized to consider not only prices and rates of brokerage commissions, but also other relevant factors including, but not limited to: (1) a broker or dealer's execution capabilities, (2) the size and type of the transaction, (3) the difficulty of executing the transaction, (4) a broker or dealer's operational facilities and level of execution efficiency, (5) the risk to such a broker or dealer of positioning a block of securities, (6) the ability of a broker-dealer to execute a trade anonymously or with little market impact or quickly, (7) clearance and settlement services, (8) financial strength, (9) responsiveness and level of service and (10) the ability and willingness of a broker-dealer to provide liquidity (e.g., by putting its capital at risk and purchase large blocks of securities in a short amount of time). The allocation of orders among brokers and the commission rates paid are reviewed periodically by BPV's Best Execution Committee.

Soft Dollars

BPV does not generate or use soft dollars, which are credits generated by transactions placed with certain securities broker-dealers that may be used to "purchase" certain research and brokerage products from such securities broker-dealers.

Client Directed Brokerage Arrangements

BPV may accept written instructions from clients to direct brokerage to a particular broker-dealer (a “Directed Broker-Dealer”). BPV’s ability to achieve best execution may be partially or wholly limited by the nature of the directed brokerage arrangement the client has instructed BPV to follow. In particular, BPV may not achieve executions of the nature, quality, speed or price that it might otherwise achieve when a Directed Broker-Dealer is used to execute transactions as the Directed Broker-Dealer may not have the ability to obtain best execution of all the client’s transactions. Where clients designate brokers or dealers through which transactions are to be effected, BPV generally will not negotiate commission rates with those brokers or dealers. Furthermore, if a client directs brokerage, the client’s account will not be able to participate in reduced commission rates which may be available to aggregated or “bunched” orders placed by BPV. Orders for such clients generally will be placed after orders for clients that leave the selection of brokers or dealers to the discretion of BPV. Execution of the transactions for BPV’s other accounts could affect the market price of the security being bought or sold, meaning that the directing client’s account may pay more for a security being purchased or receive less for a security being sold than BPV’s other accounts. Thus, an account utilizing a directed brokerage arrangement may pay higher commissions than those accounts which do not utilize directed brokerage. Accordingly, client accounts using a Directed Broker-Dealer may not generate returns equal to those of non-directed accounts.

Aggregated Trade Policy

On occasions when BPV determines that the purchase or sale of a security is in the best interest of a client as well as its other advisory clients, BPV may, to the extent permitted by applicable laws and regulations, aggregate the securities being sold or purchased for the client with those being sold or purchased for such other clients in order to obtain the best net price and most favorable execution. In such event, allocation of the securities so purchased or sold, as well as the expenses incurred in the transaction, is made by BPV in a manner that is equitable and consistent with its fiduciary obligations to the client and such other clients. In some instances, this procedure may adversely affect the price and size of the position obtainable for a client.

Allocation of Orders

When BPV decides it is in the best interest of several of its clients to purchase or sell the same investments and there is a limited supply of an investment, the investment may not be purchased for all clients. In such cases, BPV may, consistent with its fiduciary duty, allocate or rotate investment opportunities among clients for whom the investment is appropriate on a basis that over time is fair and equitable. Due to the sequential execution of orders for different clients under a trade rotation procedure, it is possible that clients will receive a different price for a transaction in the same security than will other clients.

Clients of BPV may be following the same or similar strategies at the same or different times as those being followed by BPV’s other clients. Because different portfolio construction processes are used for different types of accounts, certain accounts may not be allocated investment opportunities where BPV in good faith determines that such opportunity may not be appropriate for certain such accounts.

Cross Trades

From time to time, BPV may direct a “cross trade” of securities (including, without limitation, fixed income securities) between client accounts, whereby BPV arranges for one client account to purchase a security directly from another client. In such cases, BPV will seek to obtain a price for the security from one or more independent sources. BPV is not a broker-dealer and receives no compensation from a cross trade; however, the broker-dealer facilitating the cross trade normally charges administrative fees to the clients’ accounts. BPV may direct a cross trade when BPV believes that the transaction is in the best interest of the clients, that no client will be disfavored by the transaction, and that the transaction receives the best execution.

Item 13 - Review of Accounts

SMA's and Private Funds

The SMA's and Private Funds are supervised continuously and reviewed monthly, at a minimum, by the Chief Investment Officer or other senior personnel of BPV. In addition to the monthly reviews, accounts are reviewed quarterly by the Investment Committee. The review process consists of the following:

- Assessment of client's goals and objectives;
- Evaluation of the investment strategy; and
- Adjustment of target mix, if appropriate

Interim account reviews may be triggered by external events including:

- Client request;
- Change in client goals and objectives; or
- Market conditions

All clients receive monthly reports from the client's custodian or trustee. BPV has no control over the timing or accuracy of these reports.

In addition to the client's custodian/trustee reports, BPV provides all clients quarterly market value reports which outline the current positions and market values of all accounts as well as performance analysis reports which display the time weighted rates of return realized in the accounts. BPV utilizes Advent software and Bloomberg in generating the reports. BPV may also provide customized reports to clients on a more frequent basis.

Mutual Funds

BPV continuously supervises the Mutual Funds' portfolios and reviews the portfolios regularly for consistency with their respective investment objectives, strategies and policies. These reviews are conducted by the Chief Investment Officer or other senior personnel of BPV.

Item 14 - Client Referrals and Other Compensation

From time to time, BPV may enter into arrangements with third parties ("Solicitors") to identify and refer potential clients to BPV. Consistent with legal requirements under the Advisers Act, BPV enters into written agreements with Solicitors under which, among other things, Solicitors are required to disclose their compensation arrangements to prospective clients before they enter into an agreement with BPV and disclose the relationship between the solicitor and the investment adviser to the client at the time of the solicitation or referral. Clients are requested to acknowledge this arrangement prior to the acceptance of the clients' funds.

BPV currently has a solicitation arrangement in place with Cain Brothers & Company, LLC and Cain Brothers Funding LLC (together, "Cain Brothers"), pursuant to which BPV has agreed to compensate Cain Brothers for certain client referrals. The amount of Cain Brothers' compensation is based on the fees generated by assets of clients that are referred to BPV and may be up to 30% of the management fees that BPV receives from the management of referred client assets.

Item 15 - Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains the client's investment assets. BPV urges you to carefully review such statements and compare such official custodial records to the account statements that may be provided to you by BPV.

Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Clients are advised to review this information carefully, and to notify BPV of any questions or concerns. Clients are also asked to promptly notify BPV if the custodian fails to provide statements on each account held.

Item 16 - Investment Discretion

As described above, BPV generally manages portfolios on a discretionary basis pursuant to the authority granted to BPV in the client's investment management agreement with BPV. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, BPV observes reasonable investment guidelines or restrictions provided to BPV in writing and agreed to by BPV.

Item 17 - Voting Client Securities

SMA's and Private Funds

As a policy and in accordance with BPV's client agreement, BPV does not vote proxies related to securities held in the accounts of SMA client accounts. These clients retain the responsibility for receiving and voting proxies for any and all securities maintained in their portfolios. Clients will receive their proxies or other solicitations directly from their custodian, transfer agent, trustee or from us. Clients may contact BPV with questions relating to proxy procedures and proposals; however, BPV generally does not research particular proxy proposals. The Private Funds do not generally invest in securities of publicly traded companies and therefore BPV does not expect that the Private Funds will receive any proxies, however any proxies that are received by the Private Funds will not be voted by BPV.

Mutual Funds

BPV has authority to vote proxies related to securities held in the Mutual Funds' portfolios but generally has delegated this responsibility to the sub-adviser of each of the Mutual Funds. More information about BPV's proxy voting policies and procedures as applicable to the Mutual Funds may be found in the statements of additional information for the Mutual Funds.

Item 18 - Financial Information

Not applicable.