

COLUMBIA PACIFIC CAPITAL MANAGEMENT

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Firm Brochure (Part 2A of Form ADV)

March 31, 2015

This brochure provides information about the qualifications and business practices of Columbia Pacific Capital Management. If you have any questions about the contents of this brochure, please contact us at (206) 257-3577. 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.

Columbia Pacific Capital Management is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Columbia Pacific Capital Management also is available on the SEC's website at www.adviserinfo.sec.gov.

BROCHURE DISCLOSURE

In no event should this disclosure brochure be considered to be an offer of interests, or as a solicitation of offers to purchase interests, in any of CPCM's Private Fund clients or relied on in determining whether to invest in any Private Fund. It is also not an offer of, or agreement to provide, advisory services directly to any recipient of this disclosure brochure. Rather, this brochure is designed solely to provide information about CPCM for the purpose of compliance with certain obligations under the Advisers Act and, as such, responds to relevant regulatory requirements under the Advisers Act, which may differ from the information provided to potential investors in the confidential offering memorandum, limited partnership agreement or investment management agreements of the CP Funds (the "Offering Documents"). To the extent that there is any conflict between any discussion in this disclosure brochure and the Offering Documents provided to investors, the Offering Documents provided to such investors should govern.

ITEM 2 – MATERIAL CHANGES

This brochure updates our last brochure dated March 31, 2014 and this Item 2 discusses the following material changes to our Form ADV:

- Item 4 has been revised to delete the names of the principal owners because none of them have a 25% or greater ownership in the firm.
- Brandon Baty's interest in CPCM, LLC was acquired by all the other members, which is reflected in the Schedule A to Form ADV Part 1A.
- We opened an additional private fund; CP Endowment Fund, LP. You will find information for this fund under Item numbers 4, 5, 6, 8, 13 and 15.

Other non-material changes have been made to this brochure that are not discussed in this item. As such, we encourage you to read this brochure in its entirety.

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ITEM 4 – ADVISORY BUSINESS

CPCM, LLC, doing business as Columbia Pacific Capital Management (“CPCM, LLC” or “CPCM”) is a Washington limited liability company. We were formed in December 2010 and began conducting business in January 2011.

CPCM is owned by various individuals, none of whom beneficially own more than 25% of CPCM’s membership interest.

CPCM seeks to construct globally diversified investment portfolios with the goal of providing high net worth individuals, institutions, foundations, endowments, corporate pension and profit sharing plans, defined contribution plans and individuals (other than high net worth individuals) with returns commensurate with risk. We primarily use exchange traded funds (“ETFs”), mutual funds, separately managed accounts, limited partnerships and sometimes individual stocks and bonds to help our clients achieve their investment objectives.

In addition to investment management, we also provide financial planning and wealth management advice to the clients listed above.

CPCM also acts as the general partner to certain pooled investment vehicles (the “CP Funds”) which are open only to qualified purchasers. These pooled investment vehicles were established to provide the opportunity to invest in certain investment partnerships. Please see the respective CP Fund’s Confidential Offering Memorandum for a detailed description regarding the CP Funds.

We tailor our advisory services to meet each client’s individual needs, based upon their specific circumstances and investment objectives. A client may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. We do not tailor our investment advice to the needs of the investors in the Funds. As such, investors should consider whether the investment strategy and objectives of the fund meet their investment objectives and risk tolerance prior to investing.

As of March 3, 2015, we were actively managing client assets totaling approximately \$531,663,000; of which approximately \$524,981,000 is discretionary and \$6,682,000 is non-discretionary.

ITEM 5 – FEES AND COMPENSATION

CPCM generally charges its clients a management fee based upon assets under management as of the last day of the prior quarter. The specific manner in which fees are charged is established in a client’s written agreement with CPCM. Fees are generally payable in advance on a quarterly basis and are debited directly from a client’s brokerage account(s) unless clients request to be billed directly.

CPCM’s fee schedule is generally as follows:

Fee	Market Value of Investments
0.85%	per annum for the first \$5,000,000; plus
0.55%	per annum for amounts greater than \$5,000,000 and up to \$10,000,000; plus
0.35%	per annum for amounts greater than \$10,000,000
**Note: There is a minimum fee of \$2,500/quarter.	

All fees are subject to negotiation.

Management fees shall be prorated for additions and withdrawals made in the account during the applicable calendar quarter (with the exception of additions and withdrawals less than 10% of the account value).

Accounts initiated during a calendar quarter will generally be charged a prorated fee based upon the number of days the account was under our management during the relevant quarter. Termination of an account is subject to a 30 day written notification. When an account is terminated during a calendar quarter, fees are prorated; therefore, any prepaid, unearned fees will be promptly refunded by crediting the client's brokerage account and any earned, unpaid fees will be due and payable.

Ours fees are separate from, and exclusive of brokerage commissions, transaction fees, and other related costs and expenses which a client will incur. Clients may incur certain charges imposed by custodians, brokers, investment managers and other third parties such as, but not limited to, fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Separately managed accounts, mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. We do not receive any portion of these commissions, fees and costs.

When applicable, CPCM provides referrals to professionals who specialize in taxation, estate planning, mortgage financing, insurance and other areas as needed. The fees chargeable by these professionals are also separate from and exclusive of fees payable to CPCM. We do not receive any type of compensation from these referrals.

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

CP Funds

Global Endowment Management, LP, the General Partner of the GEM Liquid Markets Fund charges the CP Multi-Asset Fund, LP (the "CPMA Fund") a management fee at an annual rate of 0.35% of the Net Asset Value (NAV) of each Limited Partner's capital account. Investors in CPMA Fund that are not otherwise clients of CPCM may be charged by CPCM an advisory and administrative fee of up to 0.35%. The fee is calculated and paid monthly in advance based on the NAV as of the beginning of the first day of the month.

Global Endowment Management, LP, the General Partner of the GEM Endowment Fund charges the CP Endowment Fund, LP (the "CPE Fund") a management fee at an annual rate of 0.75% of the Net Asset Value (NAV) of each Limited Partner's capital account and CPCM charges a management fee at an annual rate of 0.25% of the Net Asset Value (NAV) of each Limited Partner's capital account. These fees are calculated and paid annually in advance based on the NAV as of the beginning of the first day of the year. CPCM may waive all or a portion of its management fee.

CPCM does not receive any portion of GEM's management fees; however, we will generally be reimbursed by the respective CP Fund's Limited Partners for all CPMA Fund and CPE Fund operating costs and expenses paid by us, as described in the CP Funds' Offering Documents. Please refer to the respective CP Fund's Offering Documents for a more detailed explanation of these expenses.

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

CPCM does not charge any performance-based fees (fees based on a share of capital gains or on capital appreciation of the assets of a client). In addition, the CPMA Fund is not charged any performance based fees by the General Partner (Global Endowment Management, LP) of the GEM Liquid Markets Fund A, LP. However, the CPE Fund is charged a performance-based fee by the General Partner (Global Endowment Management, LP) of the GEM Endowment Fund equal to 5% of profits with a hurdle rate of 8% annual net return, subject to a high water mark. Please refer to the specific CP Fund's Offering Documents for a description of fees chargeable to the CP Funds.

ITEM 7 – TYPES OF CLIENTS

CPCM provides investment consulting, financial planning, and wealth management services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Corporate pension and profit-sharing plans
- Defined contribution plans
- Charitable institutions, foundations and endowments.

We typically impose a minimum family account size of \$5,000,000; which may be waived, in our sole discretion.

CPCM also acts as General Partner to pooled investment vehicles, referred to in Item #4.

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

CPCM uses a proprietary allocation process to create customized investment portfolios according to each client's perceived risk capacity and tolerance which are based upon information communicated to us by the client. CPCM's analysis process relies on historical risk and return, style-based analysis, as well as economic, fundamental, and technical analysis to create both a strategic and tactical allocation. Our manager selection process consists of both quantitative and qualitative analysis, investing in both active and passive managers.

Our investment philosophy is based on the belief that asset allocation is the primary driver of investment returns; that diversification is an important tool for risk reduction; and that investment portfolios should attempt to lower costs and increase tax efficiency.

Our investment approach emphasizes risk-adjusted returns and our portfolios are typically well diversified across markets, asset classes, and managers. We use a manager-of-manager approach where we control the asset allocation decision while specialized, third party investment managers conduct sector and security selection.

CP Funds

The CPMA Fund only invests in the GEM Liquid Markets Fund, which is a private investment partnership offering an endowment investment-style program. The GEM Liquid Markets Fund invests with a long-term horizon, among various asset classes, in an effort to provide a diversified, single-portfolio investment strategy for its investors. It invests primarily in publicly traded securities and other assets that GEM Liquid Markets Fund determines to be liquid. Please see the CPMA Fund's Confidential Offering Memorandum for additional information regarding the investment program, objectives, strategy and the specific risks.

The CPE Fund only invests in GEM Endowment Fund A, LP; which is a private investment partnership offering an endowment investment-style program. The GEM Endowment Fund invests with a long-term horizon, among various asset classes, in an effort to provide a diversified, single-portfolio investment strategy for its investors. It invests in publicly traded securities as well as private investment vehicles. Please see the CPE Fund's Confidential Offering Memorandum for additional information regarding the investment program, objectives, strategy and the specific risks.

Investing in securities involves risk of loss that clients should be prepared to bear.

ITEM 9 – DISCIPLINARY INFORMATION

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of CPCM or the integrity of our management. We have no information applicable to this Item.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Certain owners of CPCM have an affiliation with another registered investment advisor. In addition to an ownership stake in CPCM, these owners also have an ownership interest in Columbia Pacific Advisors, LLC ("CPA"). CPA acts as general partner or investment manager for multiple pooled investment vehicles.

CPA is a separate legal entity. The owners of CPA will not have any direct involvement (except from an ownership basis) in the day-to-day management of client accounts at CPCM. If a CPCM client invests in any fund for which CPA acts as general partner or investment manager, to avoid any potential conflicts of interest arising from CPCM recommending a CPA fund, CPCM will generally exclude the client assets invested in a CPA fund from the calculation of CPCM's management fee.

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

CPCM has adopted a Code of Ethics ("Code") for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition on front-running and scalping, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at CPCM must acknowledge their receipt and understanding, and agree to abide by, the Code of Ethics on an annual basis, or upon an amended thereto.

CPCM anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which CPCM has management authority to effect and recommend to investment advisory clients, the purchase or sale of securities in which CPCM, its affiliates and/or clients, directly or indirectly, have a position of interest. In order to address any potential conflicts of interest arising from such, CPCM's employees and persons associated with CPCM are required to follow CPCM's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of CPCM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for CPCM's clients.

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

Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of CPCM clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity.

Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is periodically monitored under the Code of Ethics to reasonably prevent conflicts of interest between CPCM and its clients.

Certain affiliated accounts may trade in the same securities on the same day with client accounts on an aggregated basis when consistent with CPCM's obligation of best execution. In such circumstances, the affiliated and client accounts at the same custodian will receive securities at the same average price. Partially filled orders will usually be allocated on a pro rata or random basis.

CPCM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Paul Parietti, the Chief Compliance Officer, at (206) 701-7887.

ITEM 12 – BROKERAGE PRACTICES

CPCM has an arrangement with National Financial Services, LLC and Fidelity Brokerage Services, LLC ("Fidelity") and Charles Schwab Advisor Services ("Schwab") through which Fidelity and Schwab provide us with "institutional platform services". We believe Fidelity and Schwab serve the best interests of our clients but the institutional relationship may also benefit us. The institutional platform includes, among others; brokerage, custody and related services.

The institutional platform services provided by Fidelity and Schwab assist us in managing and administering clients' accounts and include software and other technology that are intended to:

- (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 and Schwab also offer other services intended to help CPCM 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 CPCM may contract directly. 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 and Schwab's services. We periodically examine the potential conflicts of interest with these relationships and have determined that the relationships are in the best interests of CPCM clients and satisfy our client obligations, including the duty to seek best execution.

Fidelity and Schwab generally do 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 Schwab, or that settle into Fidelity or Schwab accounts (i.e., transactions fees are charged for certain no-load mutual funds and for securities traded away from Fidelity or Schwab, commissions are charged for individual equity and debt securities transactions).

Selection Criteria – Execution Quality

CPCM's criteria for the selection or recommendation of a broker dealer or custodian are consistent with our fiduciary obligation to provide best execution to our clients. In seeking best execution for client transactions, we evaluate brokers on a number of factors and may not necessarily result in the best price or lowest commission charge. We generally evaluate brokers on the following criteria:

- Ability to promptly and reliably effect transactions
- Clearing and settlement
- The financial strength, integrity and stability of the broker
- Commission charges / spreads
- Competitiveness of commission rates and charges
- Support services that may be provided (non-soft dollars)

Consistent with obtaining best execution for our clients, selected broker-dealers may be paid commissions that exceed the amounts other broker-dealers would have charged, if we have determined in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided. It is CPCM's policy not to exclude any broker or dealer from consideration because they do not provide research or other services.

Directed Brokerage

We typically trade using the broker-dealer who is also the custodian of the client's account. However, we do have the authority for some (but not all) clients to trade away from their broker-dealer/custodian when attempting to receive a more advantageous price. In such a case, we will evaluate whether there are additional costs to trade away (either on a Prime Broker or Trade Away basis) and whether it is in each client's best interest consistent with our fiduciary obligations of best execution.

For client accounts held at Fidelity or at Schwab which meet their minimum account value thresholds, CPCM requires that clients provide us with authority to determine the broker-dealer and commission costs that will be charged for these transactions by filling out the applicable Fidelity or Schwab Prime Brokerage paperwork. Any limitations on this discretionary authority must be agreed upon by the client and CPCM and included in a written statement. Clients may change/amend these limitations as required. Such amendments must be provided to us in writing.

For client accounts held at Fidelity or at Schwab which do not meet their minimum account value thresholds, clients do not qualify for prime brokerage execution per Fidelity's and Schwab's policies. We therefore cannot be given discretion to determine the broker-dealer or commission costs that will be charged. Hence, these Fidelity accounts must execute trades solely at Fidelity and these Schwab accounts must execute trades solely at Schwab; therefore, we may not be able to obtain best execution.

ITEM 13 – REVIEW OF ACCOUNTS

CPCM regularly monitors client accounts regarding the investments and their appropriateness. At least quarterly, the Chief Investment Officer ("CIO"), Director of Financial Planning ("DFP") or Relationship Manager ("RM") will review an account with regard to the specific client's portfolio allocation weighting. At least annually, we generally attempt to meet with clients to review investment accounts and their personal financial situation. The purpose will be to update planning models, inputs, and assumptions. The annual meeting can be conducted over the phone, as a webcast, or in person; at the client's choice. This review may be organized by the CIO, DFP and/or a RM. We will meet on a more frequent basis if requested by a client or if we deem appropriate. We generally provide written quarterly position and performance reports either via email, a secure log-in on our client portal, or via regular mail.

CP Funds

CPCM's CIO monitors the performance of the GEM Liquid Markets Fund and the GEM Endowment Fund monthly. The CIO will also visit Global Endowment Management, LP (the General Partner of the GEM funds) on at least an annual basis to continue his due diligence.

The CP Funds will use its reasonable efforts to issue to its Limited Partners:

- (i) Annual audited financial statements prepared in accordance with U.S. generally accepted accounting principles within 180 days after each year-end, performed by an independent public accountant that is registered with and subject to regular inspection by the Public Company Accounting Oversight Board, and such other information as may be reasonably necessary for the preparation of the investor's tax returns.
- (i) Monthly estimated "performance and exposure reports" of the GEM Liquid Market Fund by the 15th business day after the end of each month.
- (ii) Quarterly estimated "performance and exposure reports" of the GEM Endowment Fund as soon as practicable upon receiving the information from the General Partner.

The information set forth in the annual and quarterly reports will also include, for each Limited Partner, capital account balances. Schedule K-1s are provided on an annual basis.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

CPCM has entered into a written solicitation agreement with an unaffiliated third party pursuant to which such third party refers clients to CPCM. The amount of the management fee received by CPCM from clients solicited by the third party solicitor is set forth in the solicitation agreement and is generally 1% per annum. The third party receives a portion of the management fee paid to CPCM for the duration of CPCM's engagement by such solicited client.

ITEM 15 – CUSTODY

Client's assets are custodied at Fidelity Investments and/or Charles Schwab & Co. We do not receive any compensation from either custodian and believe that both firms provide adequate service for reasonable fees.

Our clients will receive statements no less often than on a quarterly basis from the qualified custodian that hold and maintain a client's investment accounts. We urge clients to carefully review such statements and compare such official custodial records to the account statements that we may directly provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

CP Funds

Any CP Funds limited partner's cash in transition of being invested or redeemed is custodied by CPCM at Fidelity Investments. Please refer to Item 13 for a more detailed description of the annual audits performed on each fund.

ITEM 16 – INVESTMENT DISCRETION

CPCM usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner that is prudent for the particular client account.

When selecting securities and determining amounts, CPCM observes the investment policies, limitations and restrictions of the clients that it advises. For registered investment companies, CPCM's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to CPCM in writing.

ITEM 17 – VOTING CLIENT SECURITIES

CPCM has adopted a policy that the voting of proxies will be done by the individual client. As part of the account opening process, CPCM clients can choose to have investment related proxies sent from the Custodian directly to them or to CPCM. Clients are advised that as matter of policy, if the client chooses to have CPCM receive proxies, we will not vote the proxy. In regards to the CP Funds, Global Endowment Management is responsible for voting any proxies.

ITEM 18 – FINANCIAL INFORMATION

Registered investment advisors are required in this Item to provide clients with certain financial information or disclosures about CPCM's financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and have not been the subject of a bankruptcy proceeding.