

Item 1 – Cover Page

NORTH STAR INVESTMENT MANAGEMENT CORPORATION

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Date of Brochure: March 28, 2013

This Brochure provides information about the qualifications and business practices of North Star Investment Management Corporation (hereinafter referred to as “North Star,” the “Firm,” or “we”). If you have any questions about the content of this Brochure, please contact the Firm’s Chief Compliance Officer at the telephone number provided above or email us at pcontos@nsinvest.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

North Star is registered as an investment adviser with the SEC. The fact that North Star is “registered” does not imply any level of skill or training. You should not make a determination to hire or retain any adviser based solely on the fact that the adviser is registered.

Additional information about North Star is available on the SEC’s Web site at www.adviserinfo.sec.gov. The SEC’s Web site also provides information about any persons affiliated with North Star who are registered as investment adviser representatives of the Firm.

Item 2 – Material Changes

This Item 2 summarizes only the material changes that were made since the Brochure issued on March 15, 2012. It is not a summary of the Brochure in its entirety.

Following is a discussion of the material changes to the Brochure:

1. In the Brochure issued on July 1, 2012, we updated Item 11 to reflect the fact that Mr. Kuby is no longer a member of the Board of Directors of Peerless Systems Corporation.
2. In this Brochure, we updated the assets under management figure in Item 4D.
3. In this Brochure, we removed from Item 14B Asset Financial Services as an entity to whom the Firm pays referral compensation.
4. In this Brochure, we provided additional information concerning the Firm's proxy voting policies in Item 17.

You may obtain a copy of our current Brochure any time by contacting our Firm's Chief Compliance Officer at the telephone number listed on the cover page of this Brochure.

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Item 4 – Advisory Business

A. Business Commencement Date

North Star has been in business since April of 2003.

B. Ownership

North Star Financial Services Corp. is the sole shareholder of the Firm. Messrs. Peter Gottlieb and Eric Kuby are the principal shareholders of North Star Financial Services Corp.

C. Services

MANAGED ACCOUNTS. North Star provides personalized discretionary investment management services to its clients. Clients are asked to provide North Star with certain information with respect to their current financial holdings, investment objectives, risk tolerance, liquidity needs, and time horizon. The Firm will also inquire as to the restrictions the client wishes to impose on the management of the accounts. From the information that is supplied by the client, North Star constructs an investment policy that it believes is suitable for that client.

WRAP ACCOUNTS. North Star offers discretionary investment management services to customers of North Star Investment Services, Inc. and Mid-Atlantic Capital Corporation (each, a “Wrap Broker”), whereby North Star charges the client a “wrap fee” for the advisory services offered by North Star and the execution of transactions in the advisory account by the Wrap Broker. North Star remits a portion of the wrap fee collected to the Wrap Broker for execution services. For such accounts, North Star directs all account brokerage transactions to the Wrap Broker to prevent incurring additional transaction charges outside of the wrap fee. North Star might not be able to obtain the most favorable price if it is unable to aggregate or batch the trades from these accounts with other client trades. In addition, the wrap fee program may cost the client more or less than purchasing such services separately, particularly where there are a low number of transactions. See Item 5 below, which provides a fee schedule for the wrap account and for the non-wrap account. Specific information about the wrap fee programs is available in the Wrap Fee Program Brochure attached as Appendix I to this Form ADV Part 2A.

FINANCIAL PLANNING. North Star offers financial planning services for an hourly or fixed fee. North Star conducts a financial overview to develop a tailored investment plan for the client. In an effort to gain a comprehensive understanding of the client’s present and long-term financial needs and goals, North Star elicits from the client certain information such as the client’s assets, liabilities, income, expenses, insurance coverage, retirement planning and estate planning objectives, current investment and savings activities, tax status, risk tolerance, time horizon, and investment objectives, philosophy and preferences. North Star evaluates this information to develop an investment plan, which includes investment recommendations. Upon delivery of the advisory report or upon the close of the meeting wherein the advisory recommendations are presented to the client, North Star does not have an ongoing responsibility to monitor the client’s accounts or make recommendations to the client. North Star does not have the responsibility to arrange any securities transaction but may arrange one or more transactions upon the client’s instruction. North Star does not provide legal or tax advice. Clients are encouraged to consult with their legal or tax attorneys or advisers regarding legal and tax matters.

FINANCIAL PLANNING FOR RETIREMENT PLANS. North Star also offers financial planning services to employer-sponsored retirement plans. After obtaining from the client pertinent information regarding the Plan, North Star will make recommendations regarding the selection of the Plan's investment options. Upon the client's request, North Star will provide reasonable enrollment assistance to Plan Participants in selecting Plan investments. North Star will also provide, on a reasonable basis and upon request of a Plan Participant, guidance to the Plan Participant in connection with the investment selection. North Star will not be responsible for the active and continuous monitoring of the Plan's assets. North Star will not have discretionary authority over Plan assets.

INVESTMENT PRODUCT TYPES. Generally, the Firm's investment advice is confined to the following universe of securities and products:

- Exchange listed securities
- Securities traded over-the-counter
- Securities issued by foreign issuers
- Corporate debt securities
- Commercial paper
- Certificates of deposit
- U.S. government securities
- Municipal securities
- Mutual funds (foreign and domestic) (the Firm serves as the investment adviser to the North Star Opportunity Fund ("NSOF"))
- Options contracts on securities
- Structured products, including principal-protected notes
- Interests of the Kuby Gottlieb Special Value Fund, L.P., the North Star Dividend Fund, L.P., and the North Star 10-10 Fund, L.P. (hereinafter collectively referred to as the "North Star Funds")

D. Assets Under Management

As of December 31, 2012, North Star was managing approximately US\$595,477,051 in client assets on a discretionary basis.

Item 5 – Fees and Compensation

A. Fees

MANAGED ACCOUNTS. Generally, North Star charges fees in accordance with the following fee schedule:

<u>AUM</u>	<u>Balanced and Equity</u>	<u>Fixed Income</u>
Up to \$500,000	1.50%	1.00%
Over \$500,000	1.00%	0.75%

FEES FOR WRAP ACCOUNTS. Generally, the wrap fee for such accounts is charged in accordance with the following fee schedule:

<u>AUM</u>	<u>Balanced and Equity</u>	<u>Fixed Income</u>
Up to \$500,000	2.00%	1.50%
Over \$500,000	1.50%	0.25%

"AUM" means the assets under the management of North Star for a particular client or client account. The fees listed in the schedules above are annualized figures. Fees will be charged quarterly and in arrears. The quarterly fee is based upon the market value of all assets held within the client's account on the last business day of the calendar quarter. Additional deposits to the account are subject to the same fee procedures. The client may be charged a *pro rata* fee in the event the client's service is terminated on a day other than the last business day of the month. In that event, the *pro rata* fee will be due and payable upon termination of the service.

North Star may adjust the fee schedule upon thirty (30) days' prior written notice to the client. In certain instances, fees may be negotiable. A negotiated fee schedule must be pre-approved by a member of the Firm's Senior Management.

The client's account will be debited for the above-mentioned fees. Fees are collected by the Firm from the amount of any contribution or transfer, from available cash in the client's account, or by liquidating the client's assets held in the client's account in an amount equal to the fees that are due.

WRAP ACCOUNTS SPONSORED BY OTHER FINANCIAL INSTITUTIONS. North Star is a portfolio manager for certain wrap fee programs sponsored by financial institutions or broker/dealer firms that may make available such programs to their customers. Generally, annualized fees charged to such financial institutions for the managed accounts are 0.50% of the AUM.

FINANCIAL PLANNING SERVICES. Generally, hourly fees are \$100 for customers of a certain financial institution and \$150 for all others. Fixed fees range from \$1000 to \$3000 depending on the complexity of the plan. Fifty percent (50%) of the estimated fees are due upon the signing of the financial planning agreement. The remainder of fees incurred is due upon the delivery of the advisory report to the client or upon the close of the meeting wherein the advisory recommendations are presented to the client, whichever occurs earlier. Fees are charged whether or not the recommendation(s) made result in a profit. Prior to the delivery of the advisory report, the client may terminate the agreement upon written notice to North Star. Upon termination, North Star is entitled to compensation for time expended on the consultation and/or preparation of the advisory report and any unearned fees paid will be refunded to the client.

In certain instances, fees may be negotiable. A negotiated fee schedule must be pre-approved by a member of the Firm's Senior Management.

FINANCIAL PLANNING FOR RETIREMENT PLANS. North Star also offers financial planning services to employer-sponsored retirement plans. Fees for such services are charged in accordance with the following fee schedule:

<u>AUM</u>	<u>Annualized Fee</u>
Up to \$500,000	1.00%
\$500,000 – \$999,999	0.80%

\$1,000,000 - \$2,999,999	0.60%
\$3,000,000 - \$4,999,999	0.50%
\$5,000,000 and Over	0.40%

Fees will be charged quarterly and in arrears and will be paid from Plan assets. The quarterly fee is based upon the market value of the assets held within the Plan on the last business day of the calendar quarter. All management fees may be amended by North Star upon thirty (30) days' written notice to the Plan. The Plan may be charged a *pro rata* fee in the event the financial planning service is terminated on a day other than the last business day of the calendar quarter. In that event, the *pro rata* fee will be due and payable upon termination of the service. If the scope of the services to be provided by North Star to the client changes, the fee estimate may be revised accordingly. The scope of the services will not be modified unless agreed to by the client and North Star in writing.

LOWER FEE DISCLOSURE. Lower fees for comparable management or financial planning services may be available from other sources.

B. Termination of Service

MANAGED ACCOUNTS. Upon written notice to North Star, within five (5) business days of entering into an agreement with the Firm, the client will have the right of termination without penalty or payment of fees. The Firm will refund any payment that has been made. Thereafter, either North Star or the client may terminate the agreement upon thirty (30) days' written notice to the non-terminating party.

FINANCIAL PLANNING SERVICES. The agreement for financial planning is limited in duration and, generally, terminates automatically when the advisory report or recommendations are provided to the client.

FINANCIAL PLANNING FOR RETIREMENT PLANS. Upon written notice to North Star, within five (5) business days of entering into the agreement, the Plan will have the right of termination without penalty or payment of fees. If any payment has been made, such payment shall be refunded in its entirety. Thereafter, the agreement may be terminated either by North Star, or by the Plan upon thirty (30) days' written notice to the non-terminating party.

C. Other Fees

In addition to the advisory fees charged by the Firm, other fees may apply. Brokerage commissions, transaction fees, sales loads, sales charges, management fees, administrative fees, account maintenance fees, transfer taxes, wire transfer fees, electronic fund fees, and other fees may be charged by the broker or dealer selected for execution of the securities transactions in the advisory accounts, by the custodian, and/or by the distributor, issuer or fund issuing the securities purchased and sold within the advisory accounts. Generally, the client is solely responsible for paying all such charges. However, from time to time, at North Star's sole discretion, North Star may pay the custody fees charged by the custodian in connection with the advisory account. North Star may pay the fees directly or may deduct the amount of such custody fees from the advisory fee. In addition, mutual funds and certain exchange-traded funds ("ETFs") pay management fees to their investment advisers, which reduce their respective assets. To the extent that the client's portfolio has investments in mutual funds or ETFs, the client may pay two levels of advisory fees for the management of their assets: one directly to North Star, and the other indirectly to the managers of the mutual funds and ETFs held in their portfolios. The North Star

Funds may assess additional fees and charges, which fees and charges are disclosed in the applicable private placement memorandum. The NSOF may also assess additional fees and charges, which fees and charges are disclosed in the prospectus.

Neither the Firm nor any of its personnel receive any portion of the other fees charged except that:

1. North Star's associated persons may receive a portion of the commissions charged by North Star Investment Services, Inc. ("NSISI") in connection with the transactions placed through NSISI. Generally, North Star does not reduce its advisory fees to offset the commissions. This practice presents a conflict of interest and gives the associated person an incentive to recommend investment products based on the compensation received, rather than on a client's needs. North Star addresses these conflicts through careful periodic review of investment selections. See Item 10.C(1) below for additional information. For non-discretionary accounts, clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us.
2. North Star's associated persons may receive ongoing servicing fees (also known as 12b-1 fees), which are paid by certain mutual funds and are based on client assets that are invested in the funds. This practice presents a conflict of interest and gives the associated person an incentive to recommend investment products based on the compensation received, rather than on a client's needs. North Star addresses these conflicts through careful periodic review of investment selections.
3. North Star's associated persons who are also affiliated with the North Star Funds may receive fees charged by or otherwise receive compensation from the North Star Funds.
4. In consideration of the investment advisory services provided by North Star to the NSOF, North Star is entitled to receive from the NSOF an investment advisory fee of 1.00% per annum of the NSOF's average net assets computed daily and paid monthly. North Star may voluntarily agree to waive a portion of the fees payable to it on a month-to-month basis. Additional information regarding the advisory services and compensation arrangement is available in the NSOF's Prospectus and/or Statement of Additional Information.

D. Broker/Dealer Charges

Item 12 further describes the factors that North Star considers in selecting broker/dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

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

Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets of an account or portfolio. North Star may charge performance-based fees to certain North Star Funds. A description of how the performance-based fees are calculated and when such fees are due is set forth more fully in the applicable private placement memorandum for the fund.

North Star simultaneously manages accounts for which it receives performance-based compensation (certain of the North Star Funds) and accounts for which it receives fees based on the assets under management (other North Star Funds, the NSOF, and individual accounts). Typically, under this scenario, a conflict of interest arises in that the adviser will have an incentive to favor accounts for which

it is receiving the performance-based fee. We believe that this conflict of interest is mitigated due to the fact that the North Star Funds for which we receive performance-based fees have investment strategies that are distinct from the NSOF and the North Star Funds for which we receive asset-based compensation. Although there may be some crossover in positions, the Chief Compliance Officer can identify irregularities or abuses in the allocation of an investment idea or opportunity. Moreover, no individual accounts have the same strategy as any North Star Fund for which we receive performance-based compensation. The Chief Compliance Officer regularly reviews investment allocations for irregularities or abuses.

Item 7 – Types of Clients

North Star offers its advisory services to individuals, including high net worth individuals, pension and profit sharing plans (including ERISA plans), trusts, estates, charitable organizations, and corporations or other business entities. North Star also provides investment advice to the NSOF, which is an open-end mutual fund registered under the Investment Company Act of 1940, to pooled investment vehicles that are not registered under the Investment Company Act of 1940 (namely, the North Star Funds), and to state or municipal government entities.

When subscribing to the advisory services offered by North Star, generally, the minimum account value is US\$100,000. If the value of a client's account declines below \$100,000 during the advisory relationship, North Star reserves the right to require the client to deposit additional monies or securities to bring the account value up to the \$100,000 minimum. The Firm may terminate the advisory relationship for failure to maintain the minimum account value. In some special cases, account minimums may be waived or negotiated.

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

A. Methods of Analysis

When formulating investment advice, North Star may utilize any one or more of the following security analysis methods:

1. **Fundamental Analysis.** Fundamental analysis is a method of attempting to measure a security's underlying value and potential for future growth (its intrinsic value) by examining economic, financial and other qualitative and quantitative factors directly related to the issuer/company as well as company-specific factors (like financial condition, management, and competition). The adviser compares the intrinsic value with the security's current price, with the aim of determining what position to take with the security (i.e., buy, sell or hold).
2. **Technical Analysis.** Technical analysis is a method of evaluating securities by researching the demand and supply based on recent trading volume, price studies, as well as the buying and selling behavior of investors. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts or computer programs to identify and project price trends.

North Star does not represent, warrant, or imply that any analysis method employed by the Firm can or will successfully identify market tops or bottoms. No analysis method has been proven to insulate clients from losses due to market fluctuations, corrections or declines.

B. Investment Strategies

1. North Star Funds. Each of the North Star Funds has a particular investment strategy. The investment strategy is explained in the applicable private placement memorandum. A client investing in a North Star Fund will receive and should read a copy of the fund's private placement memorandum prior to making the investment.
2. North Star Opportunity Fund. The NSOF has a particular investment strategy. A client investing in the NSOF will receive and should read a copy of the NSOF's Prospectus prior to making the investment.
3. Individual Accounts. Investment strategies may include long-term and short-term purchases, short selling, frequent trading, buying on margin, and option writing, including covered options, uncovered options or spreading strategies. The particular strategies employed will depend upon the individual needs and risk tolerance of the client. A short description of each of these strategies follows:
 - Buy and Hold. Generally, a long-term purchase is a purchase of a security or investment product with a view to holding the security or product for more than one year. Trade commissions are reduced by buying and selling less often and taxes are often reduced or deferred by holding positions longer.
 - Short-term purchases. A short-term purchase is a purchase of a security or investment product with the intent of possibly selling it within one year of its purchase.
 - Short-term trading. Short-term trading focuses on opportunistic trades – holding investments for only brief periods. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.
 - Short sales. Short selling is a technique used to profit from the falling price of a stock. Short selling can translate into high portfolio volatility.
 - Margin transactions. An investor may buy securities with money borrowed from the broker/dealer. The borrower will be required to pay interest on the loan.
 - Option writing. Investors can sell options in order to obtain additional income from premiums paid by the option buyer. The positive potential of this strategy is limited because the most money the investor can earn is the amount of the option premium.
 - Uncovered Options and Spreading strategies. Uncovered options trading can be more risky than writing covered call options. The potential loss is theoretically unlimited. An option spread involves combining two different option strikes as part of a limited risk strategy.

The concept of asset allocation, or spreading investments among a number of asset classes (e.g., large cap stocks vs. small cap stocks; corporate bonds vs. government debt instruments), plays a prominent role in executing an investment strategy. Asset allocation seeks to achieve diversification of assets in order to reduce the risk associated with investing all or a significant portion of a client's portfolio in one asset class. We believe that risk reduction is a key element to long-term investment success.

C. Risks

1. *General Risks*

Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk and there can be no assurance that any specific investment or investment strategy will either be suitable or profitable for a client's investment portfolio. Past performance is not indicative of future results. A client should not assume that the future performance of any specific investment, investment strategy, or product will be profitable or equal to past or current performance levels. North Star cannot assure that the investment objectives of any client will be realized.

2. *Special Risks*

While investing in any security involves risk, investing in some types of securities carries special risks. A summary of the special risks associated with some types of securities we may recommend is provided below. Please note that the following summaries are general in nature and do not include an explanation of all risks associated with a given security type.

- a. Bonds. Bonds are subject to credit risk, which is the risk of default associated with the issuer. Bonds are also subject to interest rate risk or the risk that changes in interest rates during the term of the bond might affect the market value of the bond prior to the call or maturity date. Investors should also consider inflation risk, which is the risk that the rate of the yield to call or maturity will not provide a positive return over the rate of inflation for the period of the investment.
- b. Foreign-Issued Securities. Debt and equity investments associated with foreign countries may involve increased volatility and risk due to, without limitation:
 - Political Risk. Many foreign countries are undergoing, or have undergone in recent years, significant political change that has affected government policy, including changes in the regulation of industry, trade, financial markets, and foreign and domestic investment. The relative instability of these political systems leaves these countries more vulnerable to economic hardship, public unrest or popular dissatisfaction with reform, political or diplomatic changes, social instability, or changes in government policies. For investors, the results may include confiscatory taxation, exchange controls, compulsory reacquisition, nationalization or expropriation of foreign-owned assets without adequate compensation, or the restructuring of certain industry sectors in a way that could adversely affect investments in those sectors.
 - Sovereign Risk. Strikes, the imposition of exchange controls, or declarations of war may prevent or impede repayment of funds due from a particular country.
 - Economic Risk. The economies of these countries may be more vulnerable to rising interest rates and inflation. Investments may be negatively affected by rates of economic growth, corporate profits, domestic and international flows of funds, external and sovereign debt, dependence on international trade, and sensitivity to world commodity prices. Additionally, a change in tax regime may result in the sudden imposition of arbitrary or additional taxes.

- Currency Risk. The weakening of a country's currency relative to the U.S. dollar or to other benchmark currencies will negatively affect the dollar value of an instrument denominated in that currency.
- Credit Risk. Issuers and obligors of sovereign and corporate debt may be unable to make timely coupon or principal payments, thereby causing the underlying debt or loan to enter into default.
- Liquidity Risk. Natural disasters as well as economic, social, and political developments in a country may cause a decrease in the liquidity of investments related to that country, making it difficult to sell quickly, and/or subjecting the seller to substantial price discounts.

The nature and extent of these risks vary from country to country, among investment instruments, and over time.

- c. Emerging Market Securities. Investments and transactions in products linked to issuers and obligors incorporated, based, or principally engaged in business in emerging markets countries carry increased risk and volatility. In addition to the political, sovereign, economic, currency, credit, and liquidity risks described above, emerging market securities can be subject to the following risks:

- Market Risk. The financial markets can lack transparency, liquidity, efficiency.
- Regulatory Risk. There may be less government supervision and regulation of business. The supervision that may be in place may be subject to manipulation or control. Disclosure and reporting requirements may be minimal or non-existent.
- Legal Risk. The process of legal reform may not proceed at the same pace as market developments, which could result in uncertainty. Legislation to safeguard the rights of private ownership may not yet be in place.
- Settlement and Clearing Risk. The registration, recordkeeping and transfer of instruments may be carried out manually, which may cause delays.

- d. Mutual Funds. Most mutual funds fall into one of three main categories — money market funds, bond funds (also called "fixed income" funds), and stock funds (also called "equity" funds). Generally, the higher the potential return, the higher the risk of loss. A fund's investment objective and its holdings are influential factors in determining risk. Past performance is not a reliable indicator of future performance. Reading the prospectus will help you to understand the risk associated with that particular fund.

Different mutual fund categories have inherently different risk characteristics. For example, a bond fund faces credit risk, interest rate risk, and prepayment risk. Bond values are inversely related to interest rates. If interest rates rise, bond values will go down and vice versa.

Overall "market risk" poses the greatest potential danger for investors in stocks funds. Stock prices can fluctuate for a broad range of reasons — such as the overall strength of the economy or demand for particular products or services. A sector stock fund (which invests in a single industry, such as telecommunications) is at risk that its price will

decline due to developments in its industry. A stock fund that invests across many industries is more sheltered from this risk.

For most funds, investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs. And, depending on the timing of their investment, investors may also have to pay taxes on any capital gains distribution they receive.

- e. Municipal Securities. Credit risk is the primary risk associated with municipal securities. Different types of bonds are secured by various types of repayment sources. General obligation (“G.O.”) bonds are backed by the full faith and credit and taxing power of the issuer. With revenue bonds, the interest and principal are dependent upon the revenues paid by users of a facility or service or other dedicated revenues including special tax revenues. The probability of repayment as promised is often determined by an independent reviewer, or “rating agency.” An investor might also consider that consumer spending that provides the funding or income stream for revenue bond issuers may be more vulnerable to changes in consumer tastes or a general economic downturn compared to G.O. bonds.
- f. Private Placements. Private placements are not subject to the same regulatory and disclosure requirements as mutual funds and exchange-traded equities. Moreover, private placement interests are generally illiquid and may charge higher fees. Private placements are offered through an offering memorandum, which contains detailed information on the various risks and fees relating to the particular investment. An offering memorandum and accompanying subscription documents will be provided to clients investing in these types of securities.
- g. Principal-protected Notes. The principal guarantee is subject to the credit-worthiness of the guarantor. In addition, principal protection levels can vary. While some products guarantee 100 percent return of principal, others guarantee as little as 10 percent. In most cases, the principal guarantee only applies to notes that are held to maturity. Issuers may (but are not obligated to) provide a secondary market for certain notes but, depending on demand, the notes may trade at significant discounts to their purchase price and might not return all of the guaranteed amount. Some principal-protected notes have complicated pay-out structures that can make it hard for an adviser to accurately assess their risk and potential for growth.
- h. Hedge Funds. Hedge funds often engage in leveraging and other speculative investment practices that may increase the risk of investment loss. A hedge fund's performance can be volatile. An investor could lose all or a substantial portion of his or her investment. There may be no secondary market for the investor's interest in the fund. The hedge fund can be highly illiquid and there may be restrictions on transferring interests in the fund. Hedge funds are not required to provide periodic pricing or valuation information to investors. Hedge funds may have complex tax structures. There may be delays in distributing important tax information. Hedge funds are not subject to the same regulatory requirements as mutual funds. Hedge funds often charge high fees. The fund's high fees and expenses may offset the fund's trading profits.

Prior to entering into an investment advisory agreement with North Star, a client should carefully consider committing to management only those assets that the client believes will not be needed for current purposes and that can be invested on a long-term basis.

3. Risk Factors for Funds Managed by the Firm

An investment in any of the North Star Funds or in the NSOF carries risks that are particular to that fund. A client considering an investment in a North Star Fund should carefully consider the risks discussed in the applicable private placement memorandum for fund. A client considering an investment in the NSOF should carefully consider the risks discussed in the fund's prospectus.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding certain legal or disciplinary events related to the adviser or the adviser's management. Neither North Star nor any of its management personnel has been subject to any such legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

- A. The Firm is neither registered nor has an application pending to register as a securities broker/dealer. However, certain management persons of the Firm are registered as representatives of NSISI, a broker/dealer under common control with North Star.
- B. Neither the Firm nor any management person of the Firm is registered or has an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of any of the foregoing entities.
- C. The Firm has arrangements that are material to its business with the following entities.
 - 1. North Star Investment Services, Inc. North Star and NSISI are under common control. Certain investment adviser representatives of North Star are also registered representatives of NSISI. Typically, trades in the advisory accounts are placed through NSISI. The dually-registered representatives may receive commissions on the trades placed through NSISI and have an inherent financial interest in selecting NSISI as the broker/dealer. This presents a conflict of interest.
 - 2. North Star Benefits, LLC. North Star and North Star Benefits, LLC ("NSB"), an insurance agency, are under common control. Certain investment adviser representatives of North Star are also associated persons of NSB. The owner of North Star has an inherent financial interest in recommending the use of NSB as an insurance source. To the extent that NSB or its associated persons receive commissions or other compensation for the purchase of insurance products recommended by North Star, there is a conflict of interest.
 - 3. Kuby Gottlieb Investments, Ltd. Messrs. Gottlieb and Kuby are owners of Kuby Gottlieb Investments, Ltd., which is the general partner of each of the North Star Funds. The owners of North Star have an inherent financial interest in soliciting its advisory clients to invest in the North Star Funds and a portion of a client's portfolio may be invested in the North Star Funds.
 - 4. North Star Opportunity Fund. North Star serves as investment adviser to the NSOF and receives compensation from the fund for the advisory services. North Star has an inherent

financial interest in soliciting its advisory clients to invest in the NSOF and a portion of a client's portfolio may be invested in the NSOF.

5. Copley Financial. Messrs. Gottlieb, Kuby, and Goodman serve on the investment committee of Copley Financial, which is the adviser and administrator to the Copley Fund, Inc. Copley Financial and North Star are not under common control or ownership. Clients may be solicited to invest in the Copley Fund and a portion of a client's portfolio may be invested in the Copley Fund. Messrs. Gottlieb, Kuby, and Goodman receive from Copley Financial a fee for serving on the investment committee of Copley Financial. However, the fee is not tied to or based on the amount of North Star's advisory clients' money invested in the Copley Fund. NSISI does not place or execute transactions on behalf of the Copley Fund.

To mitigate the above-described conflicts, the Chief Compliance Officer or other designated Registered Principal continually monitors account activity to ensure that dually-registered representatives are not placing trades or recommending investments for the purpose of generating commissions or other fees. Transactions must complement the client's investment strategy. Comprehensive reviews of the advisory accounts are performed at least annually.

- D. We do not recommend or select other investment advisers for our clients. However, we act as a sub-advisor to BNR Partners, LLC ("BNR"). Whenever we simultaneously place orders to purchase or sell the same security on behalf of any of the BNR advisory accounts and one or more other accounts advised by us, the orders will be allocated as to price and amount among all such accounts in a manner believed to be equitable to each account. In some cases, this procedure may adversely affect the results obtained for the BNR advisory accounts or for one or more other accounts managed by us.

Item 11 – Code of Ethics

Securities industry regulations require that advisory firms provide their clients with a general description of the advisory firm's Code of Ethics. North Star has adopted a Code of Ethics that sets forth the governing ethical standards and principles of the Firm. It also describes North Star's policies regarding the following: the protection of confidential information, including the client's nonpublic personal information; the review of the personal securities accounts of certain personnel of the Firm for evidence of manipulative trading, trading ahead of clients, and insider trading; trading restrictions; training of personnel; and, recordkeeping. All supervised persons at North Star must acknowledge the terms of the Code of Ethics upon hire and as amended.

Subject to satisfying the Firm's policies and applicable laws, Firm personnel may trade for their own accounts in securities that are recommended to and/or purchased for Firm's clients. The Code of Ethics is designed to permit personnel to invest for their own accounts while assuring that their personal transaction activity does not interfere with making decisions in the best interest of advisory clients, the North Star Funds, or the NSOF, or implementing those decisions. Neither the Firm nor any associated person of the Firm who (a) has access to nonpublic information regarding clients' securities transactions, (b) is involved in making securities recommendations to clients, or (c) has access to securities recommendations that are not public (collectively, the "Access Persons") is permitted to trade in or engage in a securities transaction to his or her advantage over that of a client. Access Persons are prohibited from buying or selling securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public upon reasonable inquiry. Access Persons may not execute

transactions in their personal accounts ahead of a client's transaction in the same security unless certain circumstances exist. Because the Code of Ethics in some circumstances permits employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored by the Firm's Chief Compliance Officer or other Registered Principal in an effort to prevent conflicts of interest between North Star and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with North Star's obligation of best execution. In such circumstances, all persons participating in the aggregated order will receive an average share price. See Item 12.C below for additional information concerning aggregated trades.

Our clients or prospective clients may request a copy of the Firm's Code of Ethics by contacting the Chief Compliance Officer at the address or telephone number specified on the cover page and requesting a copy.

Certain separately managed accounts may invest in one or more of the North Star Funds. The Firm's shareholders may have an inherent financial interest in directing investments into the North Star Funds and there is a conflict of interest. The Chief Compliance Officer reviews all such investments to ensure that such investments are consistent with the risk profile and investment objectives of the separately managed account.

Item 12 – Brokerage Practices

A. Recommendation of Broker/Dealer

North Star may suggest a broker/dealer to a client. However, such recommendations are not related to or premised on the receipt of products, research or services from the broker/dealer.

B. Selection of Broker/Dealer

When a client retains North Star to manage his/her account on a discretionary basis, the client grants North Star the authority to select the broker/dealer(s) that will be used to place and execute the transactions in the advisory accounts.

1. Selection Factors. It is the policy and practice of North Star to strive for the best price and execution that are competitive in relation to the value of the transaction ("best execution"). In selecting a broker, dealer or other intermediary, North Star will consider such factors that in good faith and judgment it deems reasonable under the circumstances. Factors North Star may consider include, without limitation, the following:
 - Execution ability, including trading experience in markets/securities needed, quality of trading, and clearance and settlement efficiency and accuracy;
 - Accuracy and timeliness of order execution, reports and confirmations;
 - Costs, including commission rates, ticket charges, other service charges, and the means to correct errors in an acceptable manner;
 - Customer service, including responsiveness to the Firm;
 - Commitment to technology and security of confidential information;

- Adequacy of capital and financial responsibility; and
 - Reputation and integrity.
2. Use of NSISI. North Star routinely directs brokerage to NSISI. Not all advisers require their clients to direct brokerage to a particular broker/dealer. By directing brokerage, the client may be unable to achieve most favorable execution and this practice may cost clients more money.

NSISI is an introducing broker/dealer that clears through National Financial Services, LLC (“NFS”). North Star has evaluated certain factors in connection with its selection of NSISI as the broker/dealer. Listed below are the chief conclusions North Star drew from its evaluation of its arrangement with NSISI:

- NSISI has expertise in the markets and types of securities desired.
 - NFS has the ability to execute in the desired markets.
 - NFS is a qualified custodian.
 - The proximity of the NSISI traders to the advisory staff facilitates the communication process and allows for rapid handling of execution instructions.
 - Costs, including commission rates, ticket charges, and other service charges are competitive with other clearing firms providing similar services.
 - NFS provides speedy, efficient, and accurate execution.
 - Generally, clearance and settlement is efficient and accurate.
 - NFS’ customer service team is responsive to the Firm.
 - NSISI and NFS are committed to technology and the security of confidential information.
 - There is no indication that NSISI or NFS would be unable to fulfill its financial responsibilities or is at risk for financial insolvency.
 - NFS’ reputation and integrity are paramount to its success.
3. “Soft Dollar” Considerations. A “soft dollar” arrangement occurs when a firm directs its brokerage to a particular broker/dealer that charges brokerage commissions that are higher than they would be for an “execution only” trading relationship in exchange for products or services, such as research. Under such an arrangement, the firm would receive a benefit because it would not have to produce or pay for the products or research. North Star is not a party to any “soft dollar” arrangements.

Clients may pay commissions higher than those obtainable from other brokers for the same services rendered by NSISI or any other broker/dealer selected or recommended to the client by the Firm.

In observance of its fiduciary duty, the Firm will, at least annually, conduct a survey to determine whether the Firm is meeting its duty of best execution through the use of NSISI.

C. Batched Trades Execution Policy

Trade allocation decisions are made among client accounts on a fair and equitable basis to ensure that no single relationship has a trading advantage. When two or more client accounts are

simultaneously engaged in the purchase or sale of the same security, to the extent possible, the transactions will be aggregated in a single trade. These circumstances may give rise to actual or potential conflicts of interest among the accounts participating in an aggregated trade, especially if the aggregated trade order results in a partial fill. In order to address these conflicts, North Star has adopted certain policies and procedures that it follows when aggregating trades in an effort to provide an objective and equitable method of trade allocation so that all clients are treated fairly. The basic objectives of these policies and procedures are as follows:

1. North Star will only aggregate trades when it believes that such aggregations are consistent with its duty to seek best execution for its clients.
2. North Star will strive to ensure that no client account is favored over any other client account.
3. Participating accounts will receive the security at an average share price on the aggregated trade.
4. Commission rates will not be charged to clients *pro rata*, but rather according to the broker/dealer's commission schedule as applicable to each participating client.
5. Partially-filled block trades will be allocated on a percentage basis with a 25 share minimum, in increments of 25, with a \$1,000 minimum transaction.

D. "Internal Cross" Transactions

From time to time, North Star may engage in internal cross transactions. An internal cross transaction occurs when North Star causes a security to be traded between two advisory clients at the same price. Generally, the overall objective of the transaction is to obtain more favorable prices for the securities being purchased or sold. North Star will only perform such transactions where the purchase and sale of the same security at the same time by different clients helps to achieve more favorable terms for each client, compared to placing separate transactions in the marketplace. The Firm will not involve any ERISA account in any internal cross transaction.

By entering into a standard discretionary account management agreement with North Star, the client is consenting to internal cross transactions. Because internal cross transactions can be perceived as a conflict of interest, since they are not traditional arms-length transactions and consequently, could result in cherry picking or self-dealing, a client has the right to withdraw this consent at any time. North Star strives to ensure that one customer is not favored over another and has attempted to mitigate such conflicts by adopting the following policies and procedures:

1. The Chief Compliance Officer or other member of Senior Management must pre-approve each internal cross-transaction.
2. The security being sold may only be purchased by another client when there is a need and such security meets the purchasing client's investment objectives and is attractively priced.
3. The Firm must obtain independent prices for the security from a third party broker/dealer.
4. The transaction must be priced at the mid-point between the best bid and offer prices obtained for the relevant size order.
5. Neither the Firm nor its associated persons may receive commissions or any other transaction-based compensation in connection with the transaction.

6. The Firm must notify each client participating in the order that the trade was an internal cross transaction (typically, the disclosure is provided on the trade confirmation).

E. Interpositioning

NSISI or Mid-Atlantic Capital Corporation (“Mid-Atlantic”) acts as agent for trades placed through Mid-Atlantic. Over-the-counter trades effected on a client’s behalf on an agency basis may result in the interpositioning of broker/dealers whereby transactions may be subject both to commissions and to a mark-up or mark-down. Furthermore, broker custody of a client’s assets may limit or eliminate North Star’s ability to obtain best price and execution of transactions in over-the-counter securities (since fees may be charged also by the custodian broker).

F. Trading Policy

In the event NSISI receives an unsolicited order by its customer for a security that North Star is buying or selling for a managed account, the unsolicited order will be placed and executed independent of the order of the managed account. Registered Persons of NSISI are not permitted to solicit orders for positions while North Star is trading such positions. In cases where it is permissible for North Star and NSISI customers to purchase or sell the same position, trades will be allocated on a *pro rata* basis.

G. Trade Error Policy

From time to time, errors may occur in the trading process, including (1) overbuying or overselling of securities, into or out of an account, caused by clerical errors made by North Star’s personnel, or (2) buying or selling of securities, into or out of an account, which is in violation of a client’s stated investment guidelines that had been previously communicated to North Star in writing.

In the event any trade error is caused by North Star, it is North Star’s policy to endeavor to resolve the error in the best interests of the client. This means that trades are adjusted as needed in order to put the client’s account in such a position as if the error had never occurred. North Star will reimburse clients for any losses resulting from a trade error together with interest at the annual rate of 4% or current market, whichever is greater. In the event that a trade error by North Star results in a gain and the gain is not credited to the client’s account by the broker/dealer, North Star will reduce the amount of advisory fees in the following quarter by the same amount of the gain. Where a trade error results in a gain to North Star and the client is unable to receive that gain for any reason, North Star will donate the gain to charity.

Item 13 – Review of Accounts

A. Account Reviews

MANAGED ACCOUNTS. Accounts are reviewed at least monthly. Reviews are performed by Mr. Gottlieb, the President of North Star, and/or by Mr. Kuby, the Chief Investment Officer of North Star. Messrs. Gottlieb and Kuby regularly analyze market and economic activity. The allocations of the portfolios are adjusted at their discretion according to the investment policy statement generated for the client and in accordance with the client’s investment objectives, risk tolerance, and financial needs.

FINANCIAL PLANNING. Upon delivery of the advisory report or upon the close of the meeting wherein the advisory recommendations are presented to the client, North Star does not have an continuing responsibility to monitor the client's accounts or make recommendations to the client.

FINANCIAL PLANNING FOR RETIREMENT PLANS. At least quarterly, North Star will review the Plan's investment options and provide the Plan with a report, which report will include a comparison of the performance of the Plan's investment options to appropriate benchmarks. At least annually, North Star will perform a comprehensive review of the Plan and the Plan's investment options to assist the client in determining suitability and retention of the Plan's investment options.

B. Reports to Clients

The executing broker/dealers and/or custodians who maintain the client accounts will notify the client of any account activity by delivering a confirmation of the transaction to the client. The executing broker/dealer(s) or the custodian(s) will also furnish the client with a monthly or quarterly account activity and position statement. In addition, North Star may periodically provide performance reports to its clients.

Item 14 – Client Referrals and Other Compensation

A. Economic Benefits

Other than the benefits described in Items 10.C and 12 above, neither the Firm, nor any of our employees, receives any other economic benefit, sales awards or other prizes from any outside parties for providing investment advice to our clients.

B. Referral Fees

North Star pays referral fees to persons or entities for the referral or introduction of advisory clients to the Firm. There is no differential in the fees charged to the client by North Star attributable to the arrangement between the referring party and North Star. In other words, North Star will not charge a client who is referred by another party any fees other than the fees typically charged to other clients. The amount of the referral fee is determined on a case-by-case basis. North Star has referral arrangements with multiple persons or entities whereby North Star, in general, pays to the referring party 25% to 50% of the advisory fees generated by the accounts introduced by the referring party. As of the date of this Brochure, North Star has referral arrangements with DDS Investment Management, Sorinsky & Associates, and BNR Partners. After the effective date of this Brochure and prior to date on which the next Brochure is issued, North Star may enter into referral arrangements with other parties not listed in this Section 14.B whereby North Star pays a one-time or ongoing referral fee to a referring party for the introduction of clients to North Star. In all such cases where a referral fee is paid, the client will receive a document identifying the referring party and describing the fee arrangement. Generally, North Star will continue to pay the referral fee for so long as the client is an advisory client of North Star.

Item 15 – Custody

However, under the SEC's rules and associated interpretative guidance, North Star is deemed to have custody of those clients' funds that are invested in the North Star Funds because the general partner of the North Star Funds has the ability to take possession of those invested funds and is under common control with North Star. Generally, North Star does not obtain custody of any other client's monies or securities.

Clients should receive, on at least a quarterly basis, statements from the broker/dealer, bank or other qualified custodian that holds and maintains the client's investment assets. We urge you to carefully review such statements and compare such official custodial records to the performance reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

North Star offers discretionary management services and financial planning services. North Star obtains discretionary authority only in connection with its discretionary management services. When a client elects North Star's discretionary management services, the client will sign an agreement that provides North Star with the discretionary authority. North Star is then authorized to select the securities and the quantities or amounts of securities to be purchased, leveraged, transferred, exchanged, traded and sold consistent with the stated investment objectives, risk profile, and investment restrictions adopted by the client. North Star's investment decisions must complement the investment objectives and risk profile of the client. North Star's discretionary authority is limited by (a) any reasonable restrictions that the client places on the management of the account, and (b) the investing parameters set forth by North Star and the client, if any. If North Star deems a proposed restriction unreasonable, North Star may discontinue the advisory service. Reasonability is based on whether the restriction(s) will impose a significant time burden on North Star to comply with such restrictions. North Star also reserves the right not to accept and/or terminate management of a client's account if it feels that the client-imposed restrictions would limit or prevent it from meeting and/or maintaining its overall investment strategy.

As described above, North Star also obtains the authority to designate the broker/dealers or other financial intermediaries through whom transactions in the accounts will be executed, cleared or settled.

Item 17 – Voting Client Securities

North Star exercises proxy voting authority over certain clients' securities. (North Star will not vote proxies for accounts for which North Star provides financial planning services.) When voting proxies, North Star will not be influenced by external sources whose interests conflict with the interests of North Star's advisory clients. Any conflict of interest will be resolved in the interests of the advisory clients. If, in voting shares, North Star identifies a material conflict of interest between North Star's interests (including those of its senior personnel) and those of the advisory clients, North Star will disclose the conflict to the relevant client(s). In such cases, North Star will defer to the voting recommendation of an independent third party provider of proxy services, send the proxy directly to the relevant client(s) for a voting decision, or take such other action in good faith which would protect the interests of the advisory clients.

North Star has adopted general guidelines for voting proxies. These guidelines are not necessarily determinative in all cases and North Star may cast votes contrary to the general guidelines, should the

facts and circumstances warrant. In all cases, North Star will, in good faith, vote the proxies in the advisory clients' interests. A non-exhaustive list of the general guidelines is summarized below:

- A. North Star should give great weight to the recommendations of the company's management so long as the ratification of the management's position would not adversely affect the investment merits of owning that company's shares.
- B. North Star supports an independent board of directors, and prefers that key committees such as audit, nominating, and compensation committees be comprised of independent directors.
- C. North Star opposes ratification of auditors when there is clear and compelling evidence of accounting irregularities or negligence attributable to the auditors.
- D. A company's equity-based compensation plan should be in alignment with the shareholders' long-term interests.
- E. North Star opposes anti-takeover measures.
- F. Corporate restructuring proposals are also subject to a thorough examination on a case-by-case basis.
- G. North Star will generally vote in favor of employee stock ownership plans, employee stock purchase plans, and 401(k) plans.
- H. North Star opposes dual-class capital structures to increase the number of authorized shares where that class of stock would have superior voting rights.
- I. North Star supports management's position relating to social, environmental and ethical issues unless North Star believes that supporting the position will materially and adversely affect the economic interests of its advisory clients.

You may obtain a copy of North Star's Proxy Voting Policies as well as North Star's voting record for your shares by writing to North Star and requesting a copy.

Item 18 – Financial Information

We are required in this Item to provide you with certain information or disclosures regarding our financial condition. Following is the information responsive to this Item:

- A. The Firm does not require prepayment of more than \$1200 in fees six months or more in advance.
- B. There are no financial conditions or commitments that are likely to impair the Firm's ability to meet any contractual or fiduciary commitment to our clients.
- C. The Firm has not been the subject of a bankruptcy petition.