



BPS Capital Management, Inc.

June, 2011

BPS Capital Management, Inc. is a registered investment adviser (being registered as an Investment Advisor does not imply any level of skill or training). The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

The contents of this brochure provide information about the qualifications and business practices of BPS Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at 952.893.0177. The contents of this brochure have not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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



BPS Capital Management, Inc.

7900 International Drive, Suite 1050 Bloomington, MN 55425
Phone: 952.893.0177 Fax: 952.893.0909 www.bpscapitalonline.com

Item 2 Material Changes:

This Brochure dated June, 2011 is a document prepared according to the SEC's new requirements and rules which were put into place on July 28, 2010. On that date the United State Securities and Exchange Commission published "Amendments to Form ADV" which amends the disclosure document that we provide to clients as required by SEC rules. Within the confines of the new amendments, this document is materially different in structure and requires certain new information that our previous Form ADV did not require.

Moving forward, this item will discuss only specific material changes that are made to the brochure and provide clients with a summary of such changes. Our last update to old Form ADV, Part 2 was in September, 2010. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Currently, our brochure may be requested by contacting Gary Walen at gwalen@bpscapital.com.

Additional information about BPS Capital Management, Inc. is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with BPS Capital Management, Inc. who are registered, or are required to be registered, as investment adviser representatives of BPS Capital Management, Inc.



Item 3 Table of Contents:

Item 1 Cover Page:	1
Item 2 Material Changes:.....	2
Item 3 Table of Contents:	3
Item 4 Advisory Business:.....	4
Item 5 Fees and Compensation:	5
Item 6 Performance-Based Fees and Side-By-Side Management:	5
Item 7 Types of Clients:.....	5
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss:	6
Item 9 Disciplinary Information:.....	7
Item 10 Other Financial Industry Activities and Affiliations:.....	7
Item 11 Code of Ethics:	8
Item 12 Brokerage Practices:.....	9
Item 13 Review of Accounts:	9
Item 14 Client Referrals and Other Compensation:	10
Item 15 Custody:	10
Item 16 Investment Discretion:	10
Item 17 Voting Client Securities:.....	11
Item 18 Financial Information:.....	11
Item 19 Requirements for State-Registered Advisers:	11

Item 4 Advisory Business:

BPS Capital Management, Inc. was founded in 1983 and is an independent and privately-owned investment advisory firm. C. Mike McLaren (CEO/President) and Gary Walen (VP/CCO/CFO) are the shareholders.

BPS Capital Management, Inc. is registered with the Securities & Exchange commission and currently manages nearly \$2.4 billion. BPS Capital Management, Inc. provides discretionary and nondiscretionary investment advisory services to its clients

For our discretionary clients, BPS Capital generally manages the clients' portfolios and makes investment decisions without consultation with the client. This includes deciding when to trade and changes to asset allocation within the constraints of the client's investment policy statement. In addition, BPS votes proxies for discretionary clients' securities.

For our nondiscretionary clients services offered include the following:

- Liaison between clients and dealer community.
- Acting as buying/selling agent for clients (primarily financial institutions)
- Assistance with formulation of comprehensive investment strategies tailored to clients unique circumstances.
- Assistance with formulation of comprehensive policies and structures to facilitate implementation.
- Assistance with collection of pertinent market and security information.
- Analysis of transactions executed or proposed for clients.

Non discretionary: Since our customers will be mostly small to medium size financial institutions, the securities portfolio will be managed as an integral part of the total balance sheet. Within this framework securities will be bought and sold in accordance with the following priority goals: 1) liquidity adequacy 2) overall assessed quality 3) after tax income maximization. Assets will be almost solely composed of fixed income securities chosen to reflect above prioritized goals. Maturity lengths will normally be short to intermediate (i.e. 15 yrs or less). Security types will be primarily U.S. Treasury, government agency, General Obligation and Revenue obligations of municipalities and money market instruments. Securities will be sold before maturity, as opportunities in the market arise to maximize the clients' after tax income within the liquidity and quality parameters set forth by clients.

Implicit in recommended strategies will be the notion that investment strategy must be integrated to a very high degree into the strategy and constraints of the individual client.

Item 5 Fees and Compensation:

The discretionary accounts are billed in arrears, on a quarterly basis. Fees for investment advisory services are generally a percentage of assets under management. In the event of termination, prorata billing applies and the client will be billed for the amount due. Agreements may be terminated by either party with thirty (30) days written notice.

Nondiscretionary fee schedule: A negotiable percentage (%) of adjusted par value, expressed in basis points or a negotiated fixed fee based on assets under management. 1/12th of projected annual fee is due each month based on adjusted par value indicated at previous month end. Contract termination requires 60 day notification effective at the month end following 60 day term. Refund policy: not applicable.

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

BPS Capital Management, Inc. does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 Types of Clients:

BPS Capital Management, Inc. provides portfolio management services to individuals, high net worth individuals (clients with at least \$1 million of investment assets), banking institutions, corporations, pension and profit-sharing plans, charitable institutions, foundations, endowments and non-profit organizations.

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

Non Discretionary:

Since our customers will be relatively small to medium size financial institutions, the securities portfolio will be managed as a residual asset. Within this framework securities will be bought and sold in accordance with the following priority goals:

- 1) Liquidity adequacy
- 2) Overall assessed quality
- 3) Capital considerations
- 4) Asset/Liability mix
- 5) After tax income maximization.

Assets will be almost solely composed of fixed income securities chosen to reflect above prioritized goals. Maturity lengths will normally be short to intermediate (i.e. 15 yrs or less) with overall durations in the 2-7 year area. Security types will be primarily U.S. Treasury, government agency, General Obligation and Revenue obligations of municipalities and money market instruments. Portfolios will be managed on a proactive basis which allows for taking advantage of opportunities in the market as they present themselves. This management style will always keep the stated objectives of the client, the investment policies and the stated goals as the priorities. Although BPS Capital cannot insure against risk of loss of principal, the investment philosophy of BPS Capital is to minimize this risk to the greatest extent possible.

Implicit in recommended strategies will be the notion that investment strategy must be integrated to a very high degree into the strategy and constraints of the individual client.

Discretionary:

Investing in securities involves risk of loss that clients should be prepared to bear. BPS Capital Management, Inc. manages the risk inherent in the financial markets through asset allocation and security selection. Different asset classes perform well or poorly in varied market environments. Including a broad array of asset classes can reduce risk while producing more stable returns over time. BPS's asset allocation approach includes domestic & international equities, taxable & non-taxable fixed income as well as alternatives such as commodities, precious metals, real estate, and where appropriate, hedge funds. Our fixed income style is centered around sector analysis as well as yield curve management.

The percentages invested in each asset class will vary from client to client. Each client's asset allocation is tailored to his/her stated risk tolerance as well as his/her investment time horizon and the goals for a particular portfolio. All of this information is documented in an investment policy statement (IPS) designed specifically for each client. Each client's IPS is reviewed with the client at each meeting and adjusted as client's needs change.

Item 9 Disciplinary Information:

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of BPS Capital Management, Inc. or the integrity of BPS Capital Management, Inc.'s management.

BPS Capital Management, Inc. has no information applicable to this item.

Item 10 Other Financial Industry Activities and Affiliations:

BPS employees do not hold any active securities, insurance, or other licenses with or away from BPS. We are not affiliated with any broker/dealer nor with any custodian. Our employees have no relationships with any futures, commodity pool, commodity trading or anyone associated with such organizations.

BPS Capital uses Charles Schwab Advisor Services and may recommend Schwab to clients for custody and brokerage services. Benefits include: receipt of statements and confirmations, research related tools and products, consulting services, access to block trading, the ability to have fees deducted directly from client accounts, access to an electronic network for client order entry and account information, access to mutual funds with no transaction fees and to certain institutional money managers, discounts on marketing, research, technology and practice management products and services. The benefits received by BPS do not depend on the amount of brokerage transactions directed to Schwab.

As part of its fiduciary duties to clients, BPS Capital endeavors at all times to put the interest of its clients first.

For accounts of BPS Capital clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from BPS Capital's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee for clearance and settlement of trades executed through broker/dealers other than Schwab. Schwab's fees for trades executed at other broker/dealers are in addition to the other broker/dealer's fees. Thus BPS Capital may have an incentive to cause trades to be executed through Schwab rather than another broker/dealer. BPS Capital, nevertheless, acknowledges its duty to seek best execution of trades for client accounts.

Item 11 Code of Ethics

BPS Capital has adopted a Code of Ethics which describes the standards of business, fiduciary and ethical conduct we require of our employees. Amongst other things, the Code of Ethics requires employees to comply with all applicable laws, prohibits misuse of material non-public information and regulates personal securities trading by employees. The Code requires all employees to periodically submit, and the Chief Compliance Officer to review, their securities holdings and transactions. Employees are required to report any violations of the Code to the Chief Compliance Officer.

BPS Capital Management, Inc.'s clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Gary Walen.

Individuals associated with BPS Capital, may buy or sell securities, specifically mutual funds or ETFs, identical to those recommended to clients. Individuals associated with BPS Capital may hold interest or positions in mutual fund families which may also be recommended.

BPS Capital Management, Inc., as a firm, does not engage in securities transactions for its own account. However, our officers, employees and members of their families will, at times, purchase or sell the same securities for their own accounts which we purchase and sell for our clients. In the event that an employee desires to purchase or sell a security that is owned by BPS clients, he/she cannot do so without written authorization from a BPS officer prior to execution of any trades for his/her account. All questions arising in connection with personal securities trading are resolved in favor of the client even at the expense of the interests of employees.

The Chief Compliance Officer may grant exceptions to certain provisions contained in the Code only in those situations when it is clear beyond dispute that the interests of our clients will not be adversely affected or compromised.

The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All supervised persons at BPS Capital Management, Inc. must acknowledge the terms of the Code of Ethics upon accepting employment and annually or as amended thereafter.

Item 12 Brokerage Practices:

For nondiscretionary accounts applicant places orders for client accounts guidelines negotiated at time the Investment Advisory Agreement is negotiated. Commissions are not paid and dealers selected on the basis of the lowest net cost to the client. Exceptions occur only when client specifically directs applicant to or from specific broker/dealers.

BPS Capital manages accounts on a discretionary basis subject to certain client-imposed limitations and client-established goals. The firm usually determines which securities are to be bought or sold, the amount of securities to bought or sold, the amount of commission to be paid, and, in may cases, the broker/dealer to be used.

For discretionary accounts BPS will determine the broker or dealer to be used and the commission rates paid. In all cases primary consideration is given to a broker/dealer's ability to execute an order on a timely and advantageous basis.

BPS Capital Management, Inc. does not participate in any "soft dollar" arrangements or contracts.

Item 13 Review of Accounts:

For our discretionary accounts, we typically review at least every 4 months and in most cases accounts are reviewed more frequently. Account reviews would be triggered by date, excess cash, over drawn status, client reviews, changes in client circumstances and significant changes in market conditions and/or our investment strategies. Reviews are performed by a portfolio manager and each handles as many clients as they can continue to maintain a high level of personal attention. For non-discretionary accounts, no more than 100 clients will be assigned to any single manager.

For our discretionary accounts, reports are typically furnished on an as-needed basis. The reports generally include performance, portfolio holdings, transaction summary, realized gains and losses and financial statement (net worth).

For non-discretionary accounts; monthly: executive summary, security inventory, maturity distribution, asset allocation, accounting reports, asset/liability reports; quarterly: asset/liability reports, call report data; as needed: misc. portfolio analysis reports.

Item 14 Client Referrals and Other Compensation:

If a BPS Capital Management, Inc. client refers a new customer, that client, employee or affiliate may be compensated with a referral fee.

Item 15 Custody:

Discretionary clients should receive, at minimum, quarterly statements from their broker/dealer, bank or other qualified custodian that holds and maintains clients' investment assets. BPS Capital Management, Inc. urges you to carefully review such statements and compare such official custodial records to the account statements that we provide to you at least on a quarterly basis. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

BPS reconciles your accounts with your custodial statements on a periodic basis - at a minimum, quarterly. Clients should carefully review both the custodial statements and the BPS appraisals provided quarterly with your billing statement.

Item 16 Investment Discretion:

BPS Capital Management, Inc. 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 consistent with the stated investment objectives for the particular client account. Clients may limit such discretion by informing BPS in writing of any securities that it does/does not want to purchase or sell. Such limitations will be documented in the clients' personalized investment policy statement which is usually reviewed at each client meeting. Clients may also direct that their accounts be held away from BPS recommended custodians or brokers. The client will advise BPS in writing as to their wishes.

When selecting securities and determining amounts, BPS Capital Management, Inc. observes the investment policy statements, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to BPS Capital Management, Inc. in writing and they are reviewed at minimum annually with client.

Item 17 Voting Client Securities:

BPS Capital Management, Inc. forwards clients proxies for their execution.

Item 18 Financial Information:

BPS Capital Management, Inc. has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 Requirements for State-Registered Advisers:

BPS Capital Management, Inc. is registered with the Securities & Exchange Commission.

