

Part 2A of Form ADV: *Firm Brochure*

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This brochure provides information about the qualifications and business practices of BluePointe Capital Management, LLC. If you have any questions about the contents of this brochure, please contact us at 650-293-4545 or marijke@bluepointecapital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about BluePointe Capital Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 140262.

Item 2 Material Changes

In this Item, BPCM is required to discuss the material which have been made to the Brochure since the last annual update on March 11, 2011.

In October 2011, BPCM launched the Growth and Income Investment Program, an internally managed “model” portfolio strategy. When providing services in this similarly managed account format, BPCM allocates clients’ assets on a discretionary basis using one or more of its proprietary investment strategies and generally charges an additional fee on top of its ordinary advisory fee. Accordingly, Items 4 and 5 of the Brochure have been revised to reflect this new service offering.

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Item 4 Advisory Business

BluePointe Capital Management, LLC is a SEC-registered investment adviser with its principal place of business located in California. BluePointe Capital Management, LLC began conducting business in 2006.

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

- Sanjeev Sardana , Chief Executive Officer

BluePointe Capital Management, LLC ("BPCM") provides investment management and consulting services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

INVESTMENT MANAGEMENT SERVICES

BPCM provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. After reviewing each client's financial circumstances and determining each client's goals and objectives, we create and manage a portfolio based on those goals and objectives. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. We will manage accounts on either a discretionary or non-discretionary basis. Based on the client's needs, portfolios may include:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- Exchange-traded funds ("ETFs")
- United States governmental securities
- Options contracts on securities
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests
- Interests in private equity, venture capital funds, private companies
- Hedge funds
- Cash or cash equivalents

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

Where appropriate, BPCM may also recommend the use of independent investment manager(s) ("Independent Manager(s)") to manage certain types of investments in the client's portfolio. We will monitor and review the

performance of the recommended Independent Managers. Before making a recommendation, we consider each Independent Manager(s):

- management style
- performance
- reputation
- financial strength
- reporting
- pricing
- research

Additionally, clients may engage BPCM to manage their accounts through the BluePointe Growth and Income Portfolio Investment Program. In doing so, BPCM allocates assets on a discretionary basis amongst approximately 15 to 20 equity securities of issuers that BPCM considers to be well-established, high-dividend paying companies with strong balance sheets.

BPCM also may render non-discretionary investment management services to clients relative to their individual employer-sponsored retirement plans. In so doing, BPCM either directs or recommends the allocation of client assets among the various mutual fund subdivisions that comprise the retirement plan. The client assets shall be maintained at the custodian designated by the sponsor of the client's retirement plan.

CONSULTING SERVICES

Clients can also receive investment advice on a more focused basis. We provide specific consultation and administrative services regarding investment and financial concerns of the client. We will consult on insurance matters, including any underlying securities. Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

POOLED INVESTMENT VEHICLES

BPCM is the manager of BluePointe Private Equity Partners, LLC; a Delaware limited liability company ("BluePointe PE Fund"). BPCM formed BluePointe PE Fund as a fund of funds to provide its clients and certain other qualified investors with access to a diversified portfolio of private equity investments and private real estate investments through investment in a group of professionally managed investment funds. The objective of the fund is to generate significant, long-term capital appreciation for the fund's investors. The fund is a closed investment vehicle and is currently not accepting new subscriptions.

BPCM is the manager of BluePointe Distressed Credit Fund, LLC; a Delaware limited liability company ("BluePointe DC Fund"). BPCM formed BluePointe DC Fund in order to provide its clients and certain other qualified investors with access to Colony Distressed Credit Fund II, L.P., a Delaware limited partnership ("CDCF II"). The objective of this fund is to generate current income and long term capital appreciation for the fund's investors. BluePointe DC Fund has been organized to invest substantially all of its capital in a limited partnership interest or interests in CDCF II. CDCF II will seek investments in, and active management of, a diversified investment portfolio of performing, sub-performing and nonperforming commercial mortgage loans and other attractively priced real estate-related debt investments.

Item 5 Fees and Compensation

INVESTMENT MANAGEMENT SERVICES

Asset-Based Fees

BPCM shall charge an annual fee based upon a percentage of the market value of the assets being managed by BPCM. BPCM's annual fee shall be prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. The annual fee shall vary depending upon the market value of the assets under management as follows:

<u>PORTFOLIO VALUE</u>	<u>ANNUAL FEE</u>
Up to \$1,000,000	1.5% or minimum fee of \$10,000
\$1,000,001 to \$25,000,000	1.00%
\$25,000,001 to \$50,000,000	0.85%
\$50,000,001 to \$75,000,000	0.75%
\$75,000,001 to \$100,000,000	0.50%

Fees for the BluePointe Growth and Income Investment Portfolio Program

Those accounts managed pursuant to the Growth and Income Portfolio Program are also subject to the following additional fees:

<u>PORTFOLIO VALUE</u>	<u>ANNUAL FEE (Existing Advisory Clients)</u>	<u>ANNUAL FEE (New Clients)</u>
\$250,000 to \$1,000,000	1.00%	1.25% (new clients)
Over \$1,000,000	0.75%	1.00% (new clients)

Clients are advised that this arrangement presents a conflict of interest in that there exists a financial incentive for BPCM to recommend clients receive portfolio management through the Growth and Income Investment Portfolio Program due to this added layer of fees.

Account Minimums and Minimum Fees

BPCM does not impose an account minimum for starting or maintaining an Investment Management account. However, BPCM generally imposes a minimum annual fee for its investment management services of \$10,000.00. This minimum fee may have the effect of making BPCM's service impractical for clients, particularly those with portfolios less than \$666,666 under BPCM's management. This minimum annual fee does not apply to accounts managed under the performance fee platform. BPCM also imposes a minimum account value of \$250,000 to receive services through the BluePointe Growth and Income Investment Portfolio Program. BPCM, in our sole discretion, may negotiate to charge a different minimum fee or management fee, or no minimum fee or management fee, based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

Additions and Withdrawals

The client may make additions to and withdrawals from the account at any time, subject to BPCM's right to terminate an account. If assets are deposited into an account after the inception of a quarter that exceed \$250,000, the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter. Clients may withdraw account assets on notice to BPCM, subject to the usual and customary securities settlement procedures. For partial withdrawals in excess of \$250,000 within a billing period, BPCM shall credit its unearned fee towards the next quarter's fee. However, BPCM designs its portfolios as long-term investments and assets withdrawals may impair the achievement of a client's investment objectives.

For the initial quarter of investment management services, the first quarter's fees shall be calculated on a pro rata basis. The Agreement between BPCM and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. BPCM's annual fee shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner. Additions may be in cash or securities provided that BPCM reserves the right to liquidate any transferred securities, or decline to accept particular securities into a client's account. BPCM may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Independent Managers

As noted in Item 4, BPCM may recommend that clients use Independent Managers for a portion of their assets. These Independent Managers may be available to the client directly or through a wrap fee program. The investment management fees charged by the Independent Manager(s), together with the fees charged by the wrap fee program sponsor and corresponding designated broker-dealer/custodian of the client's assets, may be exclusive of, and in addition to, BPCM's investment advisory fee set forth above.

Certain Independent Manager(s) may impose more restrictive account requirements and varying billing practices than BPCM. In such instances, BPCM may alter our corresponding account requirements and/or billing practices to accommodate those of the Independent Manager(s) or wrap fee program sponsor.

Certain Independent Manager(s) may pay BPCM for referring the client. Please refer to Item 10 of this Brochure for more information on this practice and on the potential conflict of interest this poses.

CONSULTING SERVICES

Consulting fees are negotiated with each client and will be billed at an hourly rate or charged a fixed fee based upon the nature and complexity of the project. Generally, BPCM requires one-half of the consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon completion of the agreed upon services, which will be completed within six months of the project's inception. Either party may terminate the agreement by written notice to the other. In the event the client terminates BPCM's consulting services, the balance of BPCM's unearned fees (if any) shall be refunded to the client. If termination occurs within five business days of entering into an agreement for such services the client shall be entitled to a full refund.

POOLED INVESTMENT VEHICLES

Investors in BluePointe PE Fund who are regular advisory clients of BPCM will not pay management fees to BluePointe PE Fund or BPCM (other than the fees they pay to BPCM in the ordinary course of business pursuant to their investment management agreement with BPCM). Investors in the BluePointe PE Fund who are not otherwise clients of BPCM will be charged an annual management fee in accordance with a fee schedule set forth in the Confidential Private Offering Memorandum of BluePointe PE Fund.

Investors in BluePointe DC Fund who are regular advisory clients of BPCM will not pay management fees to BluePointe DC Fund or BPCM (other than the fees they pay to BPCM in the ordinary course of business pursuant to their investment management agreement with BPCM). Investors in the BluePointe DC Fund who are not otherwise clients of BPCM will be charged an annual management fee in accordance with a fee schedule set forth in the Confidential Private Offering Memorandum of BluePointe DC Fund.

GENERAL INFORMATION

Termination of the Advisory Relationship: Unless noted otherwise above, a client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded and any earned, unpaid fees will be due and payable.

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

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

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

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

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

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

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

PERFORMANCE-BASED FEES

BPCM does not accept performance based fees from clients.

Item 7 Types of Clients

BPCM provides advisory services to the following types of clients:

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

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

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

METHODS OF ANALYSIS

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

Charting. In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

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

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

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis. In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

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

INVESTMENT STRATEGIES

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

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

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

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Trading. We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

Utilizing a trading strategy creates the potential for sudden losses if the anticipated price swing does not materialize. Moreover, under those circumstances, we are left with few options:

- having a long-term investment in a security that was designed to be a short-term purchase, or
- the potential of having to taking a loss.

In addition, because this strategy involves more frequent trading than does a longer-term strategy, there will be a resultant increase in brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

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

Short selling results in some unique risks:

1. *Losses can be infinite.* A short sale loses when the stock price rises, and a stock is not limited (at least, theoretically) in how high it can go. For example, if you short 100 shares at \$50 each, hoping to make a profit but the shares increase to \$75 per share, you'd lose \$2,500. On the other hand, the price of a stock cannot fall below \$0, which limits your potential upside.
2. *Short squeezes can wring out profits.* As stock prices increase, short seller losses also increase as sellers rush to buy the stock to cover their positions. This increase in demand, in turn, further drives the prices up.
3. *Timing.* Even if we are correct in determining that the price of a stock will decline, we run the risk of incorrectly determining when the decline will take place, i.e., being right too soon. Although a company is overvalued, it could conceivably take some time for the price to come down; during which you are vulnerable to interest, margin calls, etc.
4. *Inflation.* History has shown that over the long term, most stocks appreciate. Even if a company barely improves over time, inflation should drive its share price up somewhat. In fact, short selling may not be appropriate in times of inflation for that very reason, as prices may adjust upwards regardless of the value of the stock.

Margin transactions. We will purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings.

A risk in margin trading is that, in volatile markets, securities prices can fall very quickly. If the value of the securities in your account minus what you owe the broker falls below a certain level, the broker will issue a "margin call", and you will be required to sell your position in the security purchased on margin or add more cash to the account. In some circumstances, you may lose more money than you originally invested.

To the extent that a client authorizes the use of margin, and margin is thereafter employed by BPCM in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to BPCM will be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin shall correspondingly increase the management fee payable to BPCM. Accordingly, the decision as to whether to employ margin is left totally to the discretion of client.

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

The two types of options are calls and puts:

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

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

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

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

A risk of covered calls is that the option buyer does not have to exercise the option, so that if we want to sell the stock prior to the end of the option agreement, we have to buy the option back from the option buyer, for a possible loss.

A risk of spreading strategies is that the ability to fully profit from a price swing is limited.

Risk of Loss. Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

BluePointe Growth and Income Investment Portfolio

Clients may elect to have us manage a portfolio for a specific investment strategy designed to invest in dividend-paying stocks. Portfolios will be managed on a discretionary basis. While BPCM will help the client determine that this strategy is consistent with the client's financial situation and tolerance for risk, BPCM will not provide advice on the client's other investments or overall financial situation unless the client has separately engaged us to do so.

Portfolios in this strategy may include:

- Individual securities, including (but not limited to):
 - Common stocks
 - Preferred stocks

- Domestic and Foreign securities
- Bonds
- Options (covered)
- Exchange-traded funds

For these accounts, BPCM will ensure that the following conditions are met and maintained:

- 1) BPCM will manage each client's account on the basis of the client's financial situation and investment objectives and any reasonable investment restrictions the client may impose;
- 2) BPCM will be reasonably available to consult with the client;
- 3) Each client will retain ownership of the securities and funds in their account, e.g., the ability to withdraw securities, vote securities, among others and will receive a monthly statement from the custodian with a description of all account activity.

Objective. Invest in 15 to 20 well-established, high-dividend paying companies with strong balance sheets. This investment portfolio is designed to outperform the benchmark during down market periods, providing higher than average income and lower volatility, while allowing room for capital appreciation.

Methodology. Out of a universe of 60,000 securities, we screen down to approximately 100 companies based on various parameters, including security characteristics and fundamental performance metrics. We then use fundamental analysis to shortlist potential investments to 35 companies. 15 to 20 companies are chosen for inclusion in the portfolio.

We seek companies that are diversified across sectors. Companies with a larger market capitalization, above-average dividend yield, stronger fundamental performance relative to peers, and favorable outlook are generally considered for inclusion in the portfolio. From time-to-time, we may selectively allocate to high-growth, non-dividend paying companies and ETFs to better capture growth opportunities not typical of the other holdings.

Risk Management. To better manage the individual security risk inherent in the portfolio, we employ allocation guidelines across sectors and individual securities. Initially, no more than 20% of the portfolio is allocated to any sector, and no more than 10% of the portfolio is allocated to any individual security.

Additionally, as we enter any position, we may pre-determine reevaluation and exit points via stop-loss orders.

Item 9 Disciplinary Information

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

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

Item 10 Other Financial Industry Activities and Affiliations

BPCM is the manager of BluePointe Private Equity Partners, LLC; a Delaware limited liability company ("BluePointe PE Fund"). BPCM formed BluePointe PE Fund as a fund of funds to provide its clients and certain other qualified investors with access to a diversified portfolio of private equity investments and private real estate investments through investment in a group of professionally managed investment funds. Officers of BPCM spend approximately 5% of their time on matters related to BluePointe PE Fund.

BPCM is the manager of BluePointe Distressed Credit Fund, LLC; a Delaware limited liability company ("BluePointe DC Fund"). BPCM formed BluePointe DC Fund in order to provide its clients and certain other qualified investors with access to Colony Distressed Credit Fund II, L.P., a Delaware limited partnership ("CDCF II"). CDCF II will seek investments in, and active management of, a diversified investment portfolio of performing, sub-performing and nonperforming commercial mortgage loans and other attractively priced real estate-related debt investments. Officers of BPCM spend approximately 5% of their time on matters related to BluePointe DC Fund.

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

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

As previously disclosed, we may recommend the services of various registered investment advisers to our clients. In exchange for this recommendation, we may receive a referral fee from the selected investment adviser. The fee received by us is typically a percentage of the fee charged by that investment adviser to the referred client. The portion of the advisory fee paid to us does not increase the total advisory fee paid to the selected investment adviser by the client. We do not charge the client any fees for these referrals. We are aware of the special considerations required under Rule 206(4)-3 of the Investment Advisers Act of 1940. As such, all appropriate disclosure shall be made and all applicable Federal and State laws will be observed. We do not only recommend advisers that pay us a referral fee. Those other advisers that we recommend provide advice in wrap-fee programs in which we share in the client's advisory fees. We may also recommend advisers that do not share their fees with us in any way; in this situation, we will include the assets managed by these advisers in calculating the client's assets under management when calculating our advisory fee.

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

- we disclose to clients the existence of all material conflicts of interest, including the potential for us or our employees to earn compensation from the referral of clients to other registered investment advisers;
- we disclose to the client in a separate disclosure document the compensation we receive in exchange for the client's referral to the selected investment adviser;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;

- we conduct initial and periodic due diligence on the selected investment advisers to establish that the advisers are suitable to recommend to our clients.

Sanjeev Sardana, Managing Member of BluePointe Capital, is a Member of Mynt Capital Management, LLC, which is the manager of Mynt Real Estate Opportunity Fund, LLC. Mr. Sardana is also an investor in Mynt Real Estate Opportunity Fund, LLC, a private Real Estate fund for which Mynt Capital Management, LLC is the Fund Manager. BluePointe Capital has no ownership or other interest in either Mynt Capital Management, LLC or, Mynt Real Estate Opportunity Fund, LLC. Mr. Sardana's financial interest in these entities could be considered a possible conflict of interest should BluePointe Capital introduce any of its clients to Mynt Real Estate Opportunity Fund, LLC as a potential investor. Investors in Mynt Real Estate Opportunity Fund, LLC are assessed incentive and other administrative and/or transactions fees by virtue of their investment in the fund. As an owner of the fund manager of this fund, Mr. Sardana will participate in the income and earnings of the fund. The fees and other assessments paid by investors are disclosed in the Fund's Private Placement Memorandum.

Prashant Kalidindi, a Member and Vice President of BluePointe Capital, is closely affiliated with Mynt Capital Management, LLC, an investment manager to Mynt Real Estate Opportunity Fund. Mr. Kalidindi is a limited partner of Mynt Real Estate Opportunity Fund, LLC, a private Real Estate fund for which Mynt Capital Management, LLC acts as a general partner and investment manager. BluePointe Capital has no ownership interest in or control of either of these funds. Mr. Kalidindi's financial interest in these entities could be considered a possible conflict of interest should BluePointe Capital introduce any of its clients to the fund investments. Investors in Mynt Real Estate Opportunity Fund, LLC are assessed incentive and other administrative and/or transactions fees by virtue of their investment in the funds. Mr. Kalidindi will participate in the income and earnings of the funds. The fees and other assessments paid by investors are disclosed in each fund's prospectus, offering memorandum, placement memorandum and subscription agreement.

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

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

BPCM and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

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

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

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to marijke@bluepointecapital.com, or by calling us at 650-293-4545.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

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

Unless specifically permitted in BPCM's Code of Ethics, none of BPCM's Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of BPCM's clients.

When BPCM is purchasing or considering for purchase any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when BPCM is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

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

BPCM is the manager of the BluePointe PE Fund and BluePointe DC Fund (the Funds). As such, BPCM has primary responsibility for investment management and administrative matters, such as accounting tax and periodic reporting, pertaining to the Funds. BPCM and our members, officers and employees will devote to the Funds as much time as we deem necessary and appropriate to manage the Fund's business. BPCM and our affiliates are not restricted from forming additional investment funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities may be in competition with the Funds and/or may involve substantial time and resources of our firm and our affiliates. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of our management personnel and employees will not be devoted exclusively to the business of the Funds, but could be allocated between the business of the Funds and other of our business activities and those of our affiliates.

Investments in the Funds may be recommended to advisory clients for whom a partnership investment may be more suitable than would a separate advisory account managed by our firm. Clients who invest in the Funds are not charged any additional advisory fees other than the advisory fee allocated to the limited partners of the Funds.

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

Item 12 Brokerage Practices

For discretionary clients, BPCM requires these clients to provide us with written authority to determine the broker dealer to use and the commission costs that will be charged to these clients for these transactions.

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

The commissions paid by BPCM's clients shall comply with BPCM's duty to obtain "best execution." However, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where BPCM determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Consistent with the foregoing, while BPCM will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other broker-dealers with whom BPCM and the broker-dealer custodians BPCM recommends have entered into agreements for prime brokerage clearing services. BPCM shall periodically and systematically review its policies and procedures regarding recommending broker-dealers to its client in light of its duty to obtain best execution.

The client may direct BPCM in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and BPCM will not

seek better execution services or prices from other broker-dealers or be able to “batch” client transactions for execution through other broker-dealers with orders for other accounts managed by BPCM (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, BPCM may decline a client’s request to direct brokerage if, in BPCM’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless BPCM decides to purchase or sell the same securities for several clients at approximately the same time. The BPCM may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among BPCM’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among BPCM’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that BPCM determines to aggregate client orders for the purchase or sale of securities, including securities in which BPCM or related persons may invest, BPCM shall generally do so as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with BPCM, or our firm's order allocation policy.
- 2) The purchase or sale of the particular security involved is appropriate for each client and consistent with each client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable BPCM to seek best execution for each client participating in the aggregated order.
- 4) Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation.
- 6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
- 7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
- 8) No client or account will be favored over another.

In the event that BPCM determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include:

- (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates;
- (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts;
- (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed);
- (iv) with respect to sale allocations, allocations may be given to accounts low in cash;
- (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, BPCM may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts;

- (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

BPCM shall not receive any additional compensation or remuneration as a result of the aggregation.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist BPCM in its investment decision-making process. Such research generally will be used to service all of BPCM's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest.

BPCM may recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, and/or TD Ameritrade, Inc., ("TD Ameritrade"), member SIPC, an unaffiliated SEC-registered broker-dealer and FINRA member, to maintain custody of clients' assets and to effect trades for their accounts. Although we recommend that clients establish accounts at Schwab or TD Ameritrade, it is the client's decision to custody assets with Schwab or TD Ameritrade. BPCM is independently owned and operated and not affiliated with Schwab or TD Ameritrade.

Schwab provides BPCM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

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

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

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

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

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

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

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to BPCM. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as

educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

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

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

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

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

Item 13 Review of Accounts

REVIEWS: For those clients to whom BPCM provides investment management services, BPCM monitors those portfolios as part of an ongoing process while regular account reviews are conducted on an as needed basis. For those clients to whom BPCM provides financial planning and/or consulting services, reviews are conducted on an "as needed" basis. Such reviews are conducted by the Principal of BPCM, Sanjeev Sardana and the Officers of BPCM. All investment advisory clients are encouraged to discuss their needs, goals and objectives with BPCM and to keep BPCM informed of any changes thereto. The BPCM shall contact ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

REPORTS: Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom BPCM provides investment advisory services may also receive a report from BPCM that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance generally on a quarterly or annual basis. Those clients who have an interest in BluePointe PE Fund and/or BluePointe DC Fund will receive quarterly statements of their investment administered and provided by an independent, non-affiliated third party.

Those clients to whom BPCM provides consulting services will receive reports from BPCM summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by BPCM.

Item 14 Client Referrals and Other Compensation

CLIENT REFERRALS

Our firm may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

BPCM may receive client referrals from TD Ameritrade through its participation in TD Ameritrade AdvisorDirect. In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, BPCM may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with BPCM and there is no employee or agency relationship between them. TD Ameritrade has established AdvisorDirect as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors. TD Ameritrade does not supervise BPCM and has no responsibility for BPCM's management of client portfolios or BPCM's other advice or services.

BPCM pays TD Ameritrade an on-going fee for each successful client referral. This fee is usually a percentage (not to exceed 25%) of the advisory fee that the client pays to BPCM ("Solicitation Fee"). BPCM will also pay TD Ameritrade the Solicitation Fee on any advisory fees received by BPCM from any of a referred client's family members, including a spouse, child or any other immediate family member who resides with the referred client and hired BPCM on the recommendation of such referred client. BPCM will not charge clients referred through AdvisorDirect any fees or costs higher than its standard fee schedule offered to its clients or otherwise pass Solicitation Fees paid to TD Ameritrade to its clients. For information regarding additional or other fees paid directly or indirectly to TD Ameritrade, please refer to the TD Ameritrade AdvisorDirect Disclosure and Acknowledgement Form.

BPCM's participation in AdvisorDirect raises potential conflicts of interest. TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, BPCM may have an incentive to recommend to clients that the assets under management by BPCM be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. In addition, BPCM has agreed not to solicit clients referred to it through AdvisorDirect to transfer their accounts from TD Ameritrade or to establish brokerage or custody accounts at other custodians, except when its fiduciary duties require doing so. BPCM's participation in AdvisorDirect does not diminish its duty to seek best execution of trades for client accounts.

OTHER COMPENSATION

As noted in Items 4 and 10 of this Brochure, BPCM may receive referral fees for introducing clients to Independent Managers. Please refer to those Items for more information about this practice.

Item 15 Custody

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

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

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

As manager of BluePointe PE Fund and BluePointe DC Fund, we are deemed to have custody of the cash and securities held by these Funds. The Funds each send an audited financial statement to each Fund investor within 120 days of each Fund's fiscal year end.

Item 16 Investment Discretion

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

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

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

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

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

Item 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that has discretionary authority and custody, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. BPCM has no additional financial circumstances to report.

BPCM has not been the subject of a bankruptcy petition at any time during the past ten years.