

BellMark Partners, LLC
Business Continuity Plan (BCP) 10/17/2016
FINRA Rule 4370

I. Emergency Contact Persons

Our firm's emergency contact person is: David Gesmondi: at work (617) 574-9900, ext. 104 or cell (617) 413-3889 or dave@bellmarkpartners.com or fax (216) 575-1001.

The firm will provide FINRA with the contact information for the emergency contact person: (1) name; (2) title; (3) mailing address; (4) email address; (5) telephone number; and (6) facsimile number through the FINRA Contact System (FCS). Dave Gesmondi will promptly notify FINRA of any change in this information through FCS (but no later than 30 days following the change) and will review, and if necessary update, this information within 17 business days after the end of each calendar year.

Rule: FINRA Rule 4370(f); NASD Rule 1160.

II. Firm Policy

Our firm's policy is to respond to a Significant Business Disruption (SBD) by safeguarding employees' lives and firm property, making a financial and operational assessment, quickly recovering and resuming operations, protecting all of the firm's books and records, and allowing our customers to transact business. BellMark Partners LLC ("BellMark") does not engage in a general securities business, does not open or carry brokerage accounts, and limits its securities activities to what is necessary and appropriate in providing services to our clients as a full-service, middle market investment banking firm. Our Business Continuity Plan is based on the limited securities activities in which we are involved (customers do not receive shares of securities, notes, etc. nor do customers keep money balances with our firm), but taking into account our broader role with our clients and engagements as well.

Our BCP is stored on sight at the Main Office. A copy of the plan is provided to each registered and associated person. Mr. Gesmondi is responsible for executing the plan with the assistance of Ms. Donna Conry (CFO).

A. Significant Business Disruptions (SBDs)

Our plan anticipates two kinds of SBDs, internal and external. Internal SBDs affect only our firm's ability to communicate and do business, such as a fire in our building. External SBDs prevent the operation of the securities markets or a number of firms, such as a terrorist attack, a city flood, or a wide-scale, regional disruption. Given that our current business is limited to M&A work, and only potential future direct securities business would be processed on a subscription-way basis, the chances of an external SBD affecting our clients is extremely unlikely.

B. Approval and Execution Authority

Dave Gesmondi, Chief Compliance Officer, Executive Representative and Managing Member, a registered principal, is responsible for approving the plan and for conducting the required annual review. Dave Gesmondi has the authority to execute this BCP.

C. Plan Location and Access

Our firm will maintain copies of its BCP plan and the annual reviews, and the changes that have been made to it for inspection. An electronic copy of our plan is located on our shared computer drive (S:/Administrative/Broker Dealer/Business Continuity Plans) and a hard copy in our BCP folder in a file cabinet located in our Home Office/Main Corporate Office. Mr. Gesmondi and Ms. Conry also maintain a hardcopy of the BCP plan document at their personal households.

Rule: FINRA Rule 4370(b), (d) and (e).

III. Business Description

BellMark is a full-service, middle market investment banking firm. As an investment banking firm, BellMark focuses on providing mergers and acquisitions and capital raising advisory services to middle market and lower middle market companies

In its mergers and acquisitions practice, BellMark advises clients with respect to sales, divestitures, recapitalizations, restructurings, refinancings, valuations, and strategic alternative reviews. As an SEC registered broker-dealer and FINRA member firm, BellMark will augment its ability to serve clients by rendering not only purely advisory services but also in undertaking engagements which involve or may involve capital formation through private placements of debt and equity securities on behalf of clients, or participation as an intermediary in transactions involving the sale or purchase of debt and equity securities.¹ BellMark will not engage in a general securities business but will;

¹ "Debt and equity securities" encompass the full range of instruments that may be employed to achieve particular capital raising objectives or in the facilitation of particular business transactions. Specifically, but without intending any limitation, BellMark expects that its securities activities will include common or preferred stock, warrants, notes and various forms of evidences of indebtedness, commercial paper, and other forms of securities that are particularly designed and suited for transactions for which BellMark may be engaged. It is anticipated that all private placement activity in which BellMark engages will involve

rather, engage in securities activities as a broker-dealer limited to the extent necessary and appropriate to be a full service investment banking firm providing service to its clients. BellMark will not maintain any client accounts (will not hold customer funds or securities). BellMark also does not transact or perform any type of clearing function for our own firm or other broker/dealers.

As a registered broker-dealer and FINRA member firm, BellMark anticipates opportunities to provide equity capital raising services with clients as, for example, by:

- Managing the process of raising private equity to finance the acquisition of a non-controlling or controlling stake in a company;
- Managing the process of raising debt financing for recapitalizations, shareholder dividends, acquisitions, or general corporate purposes;
- Soliciting potential investors;
- Placement of convertible or participating preferred stock or common equity; or
- Conducting due diligence and drafting offering memoranda.

Our firm works with both retail investors (private placements) and institutional customers (issuers and firms looking for investors to pay a finders fee).

IV. Office Location

A. Office Location

Our primary office is located at 75 Central Street, 4th Floor, Boston, MA 02109. Its main telephone number is (617) 574-9900.

The Financial and Operation Principal (FinOP), Ms. Conry works from her home office located at 21999 Parnell Road, Shaker Heights, OH 44122. Phone (216) 292-7433. This is a Non-Registered Branch Office as no solicitation or transactions occur at this home office, no communications are sent to clients from the location and no clients are received at the location.

V. Alternative Physical Location(s) of Employees.

In the event of an SBD, all of our employees are able to work from alternate locations which include, but are not limited to, their own homes. All business activity during an SBD will be directed by David Gesmondi who may be reached by the following alternative means: at work (617) 574-9900, home (401) 293-5022, cell (617) 413-3889, email dave@bellmarkpartners.com or fax (216) 575-1001. Home mailing address is:

either securities or transactions that are exempt from registration requirements under federal and state securities laws.

125 Gideon Lawton Lane, Portsmouth, RI 02871. Kristine Sullivan (Principal) may be reached at the following alternative means: at work (617) 574-9900, home (781) 449-5279, email kristine@bellmarkpartners.com or fax (216) 575-1001. Home mailing address is: 118 Highgate Street, Needham, MA 02492. Donna Conry (CFO) may be reached at the following alternative means: at work (216) 575-1000, home (216) 292-7433, cell (216) 212-7780, email donna@bellmarkpartners.com or fax (216) 575-1001. Home mailing address is: 21999 Parnell Road, Shaker Heights, OH 44122.

Rule: FINRA Rule 4370(c)(6).

VI. Customers' Access to Funds and Securities

As previously described in section III our firm does not maintain custody of customers' funds or securities. If BellMark were to receive a check from a client other than for our fees, we would immediately return it to the customer with a letter informing the customer of such. A copy of the check and letter would be maintained in the customer's file.

In the event of a refund, liquidation, etc., of a private placement investment, the funds would be paid by the issuer directly to the client, not by BellMark. Once the client is accepted by the product sponsor or issuer, the client must direct all communications to the issuer.

It should be noted that while the Firm was required to become a member of SIPC, private placement securities are not covered by the organization.

Rules: FINRA Rule 4370(a); Securities Exchange Act Rule 15c3-1; see also 15 U.S.C. § 78eee.

VII. Data Back-Up and Recovery (Hard Copy and Electronic)

BellMark is not approved for Electronic Storage under SEC and FINRA Regulations, so all required books and records are maintained in hardcopy form, this includes the financial books and records (general ledger, etc.).

The firm maintains its primary hard copy books and records and its electronic records at 75 Central Street, 4th Floor, Boston, MA 02109. Dave Gesmondi, Chief Compliance Officer, Managing Member and Executive Representative, AMCLO and CEO (617) 574-9900, ext. 104 and Donna Conry, CFO-phone: (216) 575-1000, ext. 102 are responsible for the maintenance of these books and records. Our firm maintains our client files as well as all broker/dealer required books and records.

All client files and required broker/dealer books and records are backed up electronically.

The firm backs up its electronic records daily using an online backup. The backup is provided thru a 3rd party service provider to a remote location.

In the event of an internal or external SBD that causes the loss of our paper or electronic records, we will physically recover them from our electronic back-up. Also, the original subscription documents for private placements are maintained by the issuer. In the event of an internal or external SBD that causes the loss of our paper records, we will request copies of the documents.

If our primary site is inoperable, we will continue operations from our back-up site or another alternate location.

Rule: FINRA Rule 4370(c)(1).

VIII. Financial and Operational Assessments

A. Operational Risk

Due to the nature of BellMark's business, where there is little if any contact with the client after they purchase a private placement, there is little operational risk related to the firm's inability to maintain communications with clients and retrieve key activity records through its mission critical systems.

With that in mind, in the event of an SBD, we will immediately identify what means will permit us to communicate with our customers, employees, critical business constituents, critical banks, critical counter-parties and regulators. Although the effects of an SBD will determine the means of alternative communication, the communications options we will employ will include our website, telephone voice mail, secure email, and cell phones. In addition, we will retrieve our key activity records as described in the section above, Data Back-Up and Recovery.

Rules: FINRA Rules 4370(c)(3),(c)(4), (c)(5), (c)(7), (c)(9 & (g)(2)).

B. Financial and Credit Risk

In the event of an SBD, we will determine the value and liquidity of our investments and other assets to evaluate our ability to continue to fund our operations and remain in capital compliance. We will contact our critical banks and investors to apprise them of our financial status. If we determine that we may be unable to meet our obligations to those counter-parties or otherwise continue to fund our operations, we will request additional financing from our bank or other credit sources to fulfill our obligations to our customers and clients. If we cannot remedy a capital deficiency, we will file appropriate notices with our regulators and immediately take appropriate steps.

Rules: FINRA Rules 4370(c)(3), (c)(8) & (g)(2).

IX. Mission Critical Systems

BellMark does not engage in a general securities business, does not open or carry brokerage accounts, does not engage in time sensitive activities such as order taking, entry, execution, comparison, allocation, clearance and settlement of securities transactions, and limits its securities activities to what is necessary and appropriate in providing services to our clients as a full-service, middle market investment banking firm. Consequently, BellMark does not rely on “mission critical systems” to ensure prompt and accurate processing of securities transactions, in the same way a general securities or clearing firm would.

Our firm’s only “mission critical system” is our recordkeeping system, which is backed up electronically. BellMark has primary responsibility for establishing and maintaining the regulatory required broker/dealer books and records.

Recovery-time objectives provide concrete goals to plan for and test against. They are not, however, hard and fast deadlines that must be met in every emergency situation, and various external factors surrounding a disruption, such as time of day, scope of disruption and status of critical infrastructure—particularly telecommunications—can affect actual recovery times. Recovery refers to the restoration of communications with all parties involved in a deal after a wide-scale disruption. The following SBD recovery time and resumption objectives: recovery time period of within 90 minutes and resumption time of within 3 hours.

A. Our Firm’s Mission Critical Systems

1. Record Keeping System

Our systems are designed for remote access and off-site electronic storage. Client files and engagement specific documents are all electronically scanned, and there are no significant limitations on either our or your ability through us to access those materials through our back-up record-keeping system.

B. Mission Critical Systems Provided by Our Clearing Firm

N/A-Our firm does not rely on a clearing firm to provide order execution, order comparison, order allocation, customer account maintenance and/or access and delivery of funds and securities.

Rules: FINRA Rules 3510(c)(2) & (g)(1).

X. Alternate Communications Between the Firm and Customers, Employees, and Regulators

A. Customers

We now communicate with our customers using the telephone, email, our website, U.S. mail and in-person visits at our firm or another location. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. For example, if we have communicated with a party by email but the Internet is unavailable, we will call them on the telephone and follow up where a record is needed with paper copy in the U.S. mail.

Rule: FINRA Rule 4370(c)(4).

B. Employees

We now communicate with our employees using telephone, email, and in person. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. We will also employ a call tree so that senior management can reach all employees quickly during an SBD. The call tree includes all staff home and office phone numbers. We have identified persons, noted below, who live near each other and may reach each other in person:

The person to invoke use of the call tree is: Dave Gesmondi.

Caller	Call Recipients
<i>Dave Gesmondi</i>	<i>Donna Conry, Kevin Artista, Mike Kent, Kristine Sullivan, Nate Shepherd</i>
<i>Kristine Sullivan</i>	<i>Tony Dotson, Alex Hildebrandt, David Trompke, Peter Krist, Chris Yike</i>

See Appendix A for a complete list of home and cell phone numbers.

Rule: *FINRA Rule 4370(c)(5).*

C. Regulators

We are currently members of FINRA only and are registered in two states (Ohio, and Massachusetts). We communicate with our regulators using the telephone, e-mail, fax, U.S. mail, overnight courier, and in person. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party.

The address of our primary FINRA and SEC Regulators follows:

Securities and Exchange Commission
Registrations Branch
Mail Stop 8031
100 F Street, NE
Washington DC 20549
(202) 551-6551

Securities and Exchange Commission
Boston Regional Office
Paul Levenson, Regional Director
33 Arch Street, 23rd Floor
Boston, MA 02110-1424
(617) 573-8900

FINRA Document Processing
9509 Key West Avenue
Rockville, MD 20850
(301) 590-6500

FINRA Boston District Office
99 High Street
Suite 900
Boston, MA 02110
(617) 532-3400

We are currently registered in two states, but that list may expand; instead of providing all the information here, we access the most recent updates on the North American Securities Administrators Association web site:

<http://www.nasaa.org/QuickLinks/ContactYourRegulator.cfm>

Rule: FINRA Rule 4370(c)(9).

XI. Critical Business Constituents, Banks, and Counter-Parties

A. Business constituents

BellMark does not engage in a general securities business, does not open or carry brokerage accounts, and limits its securities activities to what is necessary and appropriate in providing services to our clients as a full-service, middle market investment banking firm. Our firm's only "mission critical system" is our recordkeeping system, which is backed up electronically.

We have contacted our critical business constituents (businesses with which we have an ongoing commercial relationship in support of our operating activities, such as vendors providing us critical services), and determined the extent to which we can continue our business relationship with them in light of the internal or external SBD. We will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services when we need them because of an SBD to them or our firm. Our major suppliers are:

Buildings:	Wingate Companies 100 Wells Ave. 1 st Floor, Newton, MA Rico Gilberti 617-738-5100
Telephone:	Broadview Networks, P.O. Box 1191 Port Chester, NY 10573-1191, 1-800-276-2384.
Email exchange:	Extra Dev, 3445 Winton Place Suite 219, Rochester, NY 14623 585-241-3000.
Internet:	Comcast BOX 6505 CHELMSFORD MA 01824-0000 1-866-633-4266

IT Vendor: PrecisionIT Group, LLC PO Box 960973, Boston, MA 02196,
1-888-426-2344 x82, dgiglietti@precisonit.net

Rules: FINRA Rule 4370(c)(7).

B. Banks

We have contacted our banks and lenders to determine if they can continue to provide the financing that we will need in light of the internal or external SBD. The bank maintaining our operating account is: Boston Private Bank & Trust Company, 10 Post Office Square, Boston, MA (617) 912-3776, contact is Annie Collins, email is ACollins@bostonprivatebank.com.

Rules: FINRA Rule 4370(c)(7).

C. Counter-Parties

BellMark does not engage in a general securities business, does not open or carry brokerage accounts, and limits its securities activities to what is necessary and appropriate in providing services to our clients as a full-service, middle market investment banking firm. Due to the limited nature of BellMark's business, it does not have material relationships with critical counter-parties, such as other Broker/Dealers or institutional customers with which it deals with on a daily basis.

Rules: FINRA Rule 4370(c)(7).

XII. Regulatory Reporting

BellMark is subject to regulation by the SEC, FINRA, and states in which the Broker/Dealer is registered in. We now file reports with our regulators using paper copies in the U.S. mail, and electronically using fax, e-mail, and the Internet. In the event of an SBD, we will check with the SEC, FINRA, and other regulators to determine which means of filing are still available to us, and use the means closest in speed and form (written or oral) to our previous filing method. In the event that we cannot contact our regulators, we will continue to file required reports using the communication means available to us.

Rule: FINRA Rule 4370(c)(8).

XIII. Disclosure of Business Continuity Plan

Due to the limited nature of BellMark’s business, many investors purchase only one private placement interest. Therefore the Broker/Dealer will provide a written disclosure summary of its BCP to customers each time they effect a direct transaction.

Our summary addresses the possibility of a future SBD and how we plan to respond to events of varying scope. In addressing the events of varying scope, our summary (1) provides specific scenarios of varying severity (e.g., a firm-only business disruption, a disruption to a single building, a disruption to a business district, a city-wide business disruption, and a regional disruption); (2) states whether we plan to continue business during that scenario and, if so, our planned recovery time; and (3) provides general information on our intended response. Our summary discloses the existence of back-up facilities and arrangements, to the extent applicable.

Rule: FINRA Rule 4370(e).

XIV. Updates and Annual Review

Our firm will update this plan whenever we have a material change to our operations, structure, business or location. In addition, our firm will review this BCP annually, on July 1st, to modify it for any changes in our operations, structure, business or physical location.

Rule: FINRA Rule 4370(b).

XV. Senior Manager Approval

I have approved this Business Continuity Plan as reasonably designed to enable our firm to meet its obligations to customers in the event of an SBD.

Rule: FINRA Rule 4370(d).

Signed: _____

Title: _____

Date: _____

BellMark Partner, LLC's Business Continuity Planning Disclosure Statement

Bellmark Partner, LLC has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.

Contacting Us – If after a significant business disruption you cannot contact us as you usually do at 216-575-1000, or, 617-574-9900 you should call our alternative number 617-413-3889, or go to our website at www.bellmarkpartners.com.

Our Business Continuity Plan – We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.

Our business continuity plan addresses: data backup and recovery; all mission critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical supplier, contractor, bank and counter-party impact; and regulatory reporting.

Varying Disruptions – Significant business disruptions can vary in their scope, such as only our firm, a single building housing our firm, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or a building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business within 1 business day. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area, and recover and resume business within 5 business days. In either situation, we plan to continue in business, and notify you through our website www.bellmarkpartners.com or our customer emergency number, 617-413-3889 how to contact us. If the significant business disruption is so severe that it prevents us from remaining in business, we will assure our customer's prompt access to their funds and securities.

For more information – If you have questions about our business continuity planning, you can contact us at 617-574-9900 or 75 Central Street, 4th Floor, Boston, MA 02109.

APPENDIX A

	Home phone	Cell phone
Dave Gesmondi	401-293-5022	617-413-3889
Donna Conry	216-292-7433	216-212-7780
Kevin Artista	n/a	216-926-1655
Alex Hildebrandt	n/a	330-465-8041
Mike Kent	978-704-9128	617-233-4668
Nate Shepherd	978-897-0688	978-835-0258
Kristine Sullivan	781-449-5279	617-699-4650
Chris Yike	n/a	440-773-9553
Tony Dotson	n/a	603-620-6805
Peter Krist	n/a	203-644-6287
David Trompke	n/a	208-891-1158