

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL

OMB Number: 3235-0049

Expires: February 28, 2011

Estimated average burden hours per
response . . . 4.07

Name of Investment Adviser:

ProManage, LLC

Address: (Number and Street)

(City)

(State)

(Zip Code)

Area Code

Telephone Number

55 W. Monroe - Suite 690

Chicago

IL

60603

312 456-0665 224

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential Persons who are not to respond to the collection of information contained in this form are not
required to respond unless the form displays a currently valid OMB control number.

Applicant: ProManage, LLC	SEC File Number: 801- 63719	Date: 3/24/2010
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1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | |
|---|---------|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services | 100 % |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services | _____ % |
| <input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above | _____ % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above | _____ % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which client may use to evaluate securities | _____ % |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | _____ % |
| <input type="checkbox"/> (8) Provides a timing service | _____ % |
| <input type="checkbox"/> (9) Furnishes advice about securities in any manner not described above | _____ % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

Yes No

B. Does applicant call any of the services it checked above financial planning or some similar term?

☐ ☒

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of Clients -- Applicant generally provides investment advice to: (check those that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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3. Types of Investments Applicant offers advice on the following: (check those that apply)

- | | |
|---|---|
| <p>A. Equity securities</p> <p><input type="radio"/> (1) exchange-listed securities</p> <p><input type="radio"/> (2) securities traded over-the-counter</p> <p><input type="radio"/> (3) foreign issuers</p> <p><input type="radio"/> B. Warrants</p> <p><input type="radio"/> C. Corporate debt securities
(other than commercial paper)</p> <p><input type="radio"/> D. Commercial paper</p> <p><input type="radio"/> E. Certificates of deposit</p> <p><input type="radio"/> F. Municipal securities</p> <p>G. Investment company securities:</p> <p><input type="radio"/> (1) variable life insurance</p> <p><input type="radio"/> (2) variable annuities</p> <p><input type="radio"/> (3) mutual fund shares</p> | <p><input type="radio"/> H. United States governmental securities</p> <p>I. Options contracts on:</p> <p><input type="radio"/> (1) securities</p> <p><input type="radio"/> (2) commodities</p> <p>J. Futures contracts on:</p> <p><input type="radio"/> (1) tangibles</p> <p><input type="radio"/> (2) intangibles</p> <p>K. Interests in partnerships investing in:</p> <p><input type="radio"/> (1) real estate</p> <p><input type="radio"/> (2) oil and gas interests</p> <p><input type="radio"/> (3) other (explain on Schedule F)</p> <p><input type="radio"/> L. Other (explain on Schedule F)</p> |
|---|---|

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---------------------------------------|---|
| (1) <input type="radio"/> Charting | (4) <input type="radio"/> Cyclical |
| (2) <input type="radio"/> Fundamental | (5) <input type="radio"/> Other (explain on Schedule F) |
| (3) <input type="radio"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|---|
| (1) <input type="radio"/> Financial newspapers and magazines | (5) <input type="radio"/> Timing services |
| (2) <input type="radio"/> Inspections of corporate activities | (6) <input type="radio"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input type="radio"/> Research materials prepared by others | (7) <input type="radio"/> Company press releases |
| (4) <input type="radio"/> Corporate rating services | (8) <input type="radio"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|---|---|
| (1) <input type="radio"/> Long term purchases (securities held at least a year) | (5) <input type="radio"/> Margin transactions |
| (2) <input type="radio"/> Short term purchases (securities sold within a year) | (6) <input type="radio"/> Option writing, including covered options, uncovered options, or spreading strategies |
| (3) <input type="radio"/> Trading (securities sold within 30 days) | (7) <input type="radio"/> Other (explain on Schedule F) |
| (4) <input type="radio"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:
ProManage, LLC

SEC File Number:
801- 63719

Date:
3/24/2010

5. Education and Business Standards.

Yes No

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?.....

☒ ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- | | |
|-----------------|--|
| • name | • formal education after high school |
| • year of birth | • business background for the preceding five years |

7. Other Business Activities. (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☒ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☒ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☒ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input checked="" type="radio"/> (1) broker-dealer | <input checked="" type="radio"/> (7) accounting firm |
| <input checked="" type="radio"/> (2) investment company | <input checked="" type="radio"/> (8) law firm |
| <input checked="" type="radio"/> (3) other investment adviser | <input checked="" type="radio"/> (9) insurance company or agency |
| <input checked="" type="radio"/> (4) financial planning firm | <input checked="" type="radio"/> (10) pension consultant |
| <input checked="" type="radio"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input checked="" type="radio"/> (11) real estate broker or dealer |
| <input checked="" type="radio"/> (6) banking or thrift institution | <input checked="" type="radio"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

Yes No

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?...

☒ ☐

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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9. Participation of Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☒ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☒ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- | | | |
|--|-------------------------------------|--------------------------|
| 10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services <i>and</i> impose a minimum dollar value of assets or other conditions for starting or maintaining an account? | Yes | No |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

(If yes, describe on Schedule F.)

11. Review of Accounts. If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggers factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Investment Supervisory Service client accounts will be reviewed by the CIO or Investment Committee, at least quarterly. More frequent reviews may be triggered by material changes in variables such as the client's circumstances, the market, or the political or economic environment. As of 03/18/2010 there were 50 Investment Supervisory Services client accounts. Pension consulting accounts will be reviewed as contracted for at the inception of the advisory relationship. *Vision* is ProManage's online advisor service which allows ProManage participants to review their accounts as frequently as they choose. It is the responsibility of participants to review and update their accounts on *Vision* to adjust for changes in the investments they own. Participants should also review and update their accounts should significant changes occur in their personal circumstances. ProManage may from time to time provide notifications to participants concerning changes in the value of their investments or the chances of reaching their goals.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

In addition to the statements and confirmations of transactions that Investment Supervisory Service and Pension Consulting clients receive from their custodian or recordkeeper, ProManage will provide annual reports consisting of review of plan funds used to construct ProManage allocations, a plan level picture of ProManage assets allocation by fund, and an analysis of participation in our program. For those clients who are part of a channel of distribution ProManage provides either directly to the plan sponsor the information described above, or ProManage provides information to the channel distributor including the following: a comparison of assets in the ProManage program versus other assets; the number of ProManage participants versus others; and a review of plan funds used to construct ProManage allocations for those clients served by the channel distributor. Participants in *Vision* have the ability to generate their own reports as frequently as they choose. ProManage may from time to time notify participants concerning changes in the value of their investments or the chances of reaching their goals.

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|--|-----------------------|-----------------------|
| (1) securities to be bought or sold? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (2) amount of the securities to be bought or sold? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| (4) commission rates paid? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |

B. Does applicant or a related person suggest brokers to clients? ☐ Yes ☐ No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commission higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|-----------------------|-----------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes | No |
| | <input type="radio"/> | <input type="radio"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? ☐ Yes ☐ No

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: ProManage, LLC	SEC File Number: 801- 63719	Date: 3/24/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: ProManage, LLC	IRS Empl. Ident. No.: 76-0767808
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Item of Form (identify)	Answer
1. D [Item 1.A. (1)]	<p><u>INVESTMENT SUPERVISORY SERVICES</u></p> <p>ProManage, LLC (hereinafter ProManage) provides Investment Supervisory Services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. ProManage provides this service to defined contribution (401(k), 403(b) and 457) plans. ProManage's advisory agreement is always with the plan itself or the plan sponsor, not the individual participant. Through an analysis of specific demographic data from which goals and objectives are set, based on a participant's particular circumstances, (investment time horizon, salary, projected social security benefit, projected defined benefits), ProManage develops an investment strategy for the participant, and creates and manages a portfolio based on that strategy. This service is customized only to the extent that it analyzes the above referenced data.</p> <p>ProManage will create a portfolio which may consist of mutual funds, institutionally managed commingled funds and/or separate accounts. The investments will be selected based on an assessment of the products' investment manager's capabilities, the investment objective of the product, and the products' fit within the client's investment program. This analysis will include both qualitative and quantitative evaluation techniques. The evaluation process may include meetings with investment professionals and an assessment of some or all of the following criteria: investment style, investment philosophy and process, past performance, risk controls, diversification, fee structure, professional resources and expertise, retention of investment professionals and adequacy of back office and trading resources. For those portions of the portfolio allocated to independent investment advisers, the independent adviser will manage the assets according to a model portfolio/investment philosophy according to Rule 3a(4), which provides a non-exclusive safe harbor to exclude certain similarly-managed accounts from the definition of an investment company.</p> <p>To the extent a client delegates authority to ProManage, ProManage will retain full discretionary authority, in writing from the client, to add or replace any independent advisers within the ProManage program. If ProManage believes that a particular independent adviser is performing inadequately, has a concern regarding its resources and/or capabilities, or believes that a different manager is more suitable</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 1

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: ProManage, LLC	SEC File Number: 801- 63719	Date: 3/24/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: ProManage, LLC	IRS Empl. Ident. No.: 76-0767808
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Item of Form (identify)	Answer
	<p>for a client's particular needs, then ProManage will utilize this authority to move to a different manager. Fees charged by independent advisers will be paid by the plan or the sponsor.</p> <p><u>PLAN <i>INSIGHT</i> REPORTING</u></p> <p>As an "add-on" service available to existing plan clients, ProManage offers the <i>Insight</i> program which allows a plan sponsor to see the progress participants are making toward meeting their financial needs in retirement. The report illustrates the diversification, risk, and performance of assets in participant portfolios and their combined savings rates to give each sponsor a complete picture of its plan. An annual report for the plan sponsor analyzes the overall health of their program and the impact of the managed account service. As opposed to traditional "plan health" reports that simply benchmark participant statistics against a plan universe, <i>Insight</i> assesses the percentages of participants that are on track for a successful retirement, including demographic analysis.</p> <p><u><i>VISION</i> ONLINE ADVICE & GUIDANCE</u></p> <p>ProManage also offers its on-line <i>Vision</i> advice and guidance service. <i>Vision</i> provides individualized investment management services by utilizing both conjoint analysis and stochastic modeling. The conjoint analysis involves statistical measurement of participant attitudes that establishes the relative impact on participant satisfaction of one combination of attributes (e.g., retirement age, salary deferral) compared to other combinations. Conjoint analysis provides a deeper understanding of participant preferences than systems that evaluate attributes individually. The stochastic model is a complex Monte Carlo simulation that evaluates up to thousands of combinations of participant objectives and action steps to determine which combinations provide a reasonable probability of achievement. Participants may fine-tune their retirement strategies on-line by personalizing the assumptions (e.g., life expectancy, Social Security benefits, outside retirement assets, pension payments), objectives and preferences.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 2

**Schedule F of
Form ADV
Continuation Sheet for Form ADV
Part II**

Applicant: ProManage, LLC	SEC File Number: 801- 63719	Date: 3/24/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: ProManage, LLC	IRS Empl. Ident. No.: 76-0767808
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Item of Form (identify)	Answer
	<p><u>SELECTION AND MONITORING CONSULTING SERVICES</u></p> <p>ProManage also provides several advisory services separately or in combination. While the primary clients for these services will be pension and profit sharing plans, ProManage will also offer these services, where appropriate, to institutional investors such as foundations and endowments. Selection and monitoring services are comprised of four distinct services. Clients may choose to use any or all of these services.</p> <ul style="list-style-type: none"> • <u>Investment Policy Statement Preparation (hereinafter referred to as "IPS")</u> - ProManage will meet with the plan sponsor or institutional investor (in person or over the telephone) to determine the client's investment needs and goals. ProManage will then prepare a written IPS outlining the objectives of the plan and the roles and responsibilities of various parties to achieve the stated objectives. The IPS will also outline the criteria for monitoring and evaluating the investment performance of the plan and its managers. • <u>Money Manager Selection and Monitoring</u> - ProManage may perform investment manager searches to assist in the selection of qualified independent registered investment advisers. Based on a client's individual circumstances and needs, ProManage will determine which independent adviser's model portfolio management is appropriate for that client. The investments will be selected based on an assessment of the investment manager's capabilities, the investment objective of the product, and the product's fit within the client's investment program. This analysis will include both qualitative and quantitative evaluation techniques. The evaluation process may include meetings with investment professionals and an assessment of some or all of the following criteria: investment style, investment philosophy and process, past performance, risk controls, diversification, fee structure, professional resources and expertise, retention of investment professionals and adequacy of back office and trading resources. The number/types of investment products recommended will be guided by the client's needs and objectives

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 3

**Schedule F of
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Applicant: ProManage, LLC	SEC File Number: 801- 63719	Date: 3/24/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: ProManage, LLC	IRS Empl. Ident. No.: 76-0767808
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Item of Form (identify)	Answer
	<ul style="list-style-type: none"> • <u>Monitoring of Investment Performance</u> - Client investments will be monitored continuously based on the procedures and timing intervals delineated in their Investment Policy Statement. Although ProManage will not be involved in any way in the purchase or sale of these investments, ProManage will make recommendations to the client as market factors and the client's needs dictate. • <u>Employee Communications</u> - For defined contribution, including but not limited to 401(k), 403(b) and 457, plan clients, and profit sharing plan clients where there are individual accounts where participants exercise control over assets/investment decisions in their own accounts ("self-directed plans"), ProManage will assist in targeting where educational support is needed and consult with educational providers to communicate such needs.

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 4

**Schedule F of
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Continuation Sheet for Form ADV
Part II**

Applicant: ProManage, LLC	SEC File Number: 801- 63719	Date: 3/24/2010
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: ProManage, LLC	IRS Empl. Ident. No.: 76-0767808
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Item of Form (identify)	Answer
	<p><u>FEE SCHEDULE</u></p> <p><u>Investment Supervisory Services</u></p> <p>Typically, the annual fee for investment supervisory services or asset allocation will be charged as a percentage of assets under management ranging from 0.10% to 0.65% of the assets under management.</p> <p>A typical fee structure would be, according to the schedule below:</p> <p>Assets under management Annual Fee (%)</p> <p>First \$100,000,000 - 0.35%</p> <p>Over \$100,000,000 - 0.10%</p> <p>ProManage may charge implementation and maintenance fees to recordkeepers. In general, clients' fees will be automatically assessed and paid by the trust at the beginning of each calendar month based upon the market value (market value or fair market value in the absence of market value, plus any credit balance or minus any debit balance) of the client's assets under management or advisement the last day of the preceding month. ProManage's fee will be paid by the plan or the plan sponsor, at the plan's discretion. If a client is billed in advance, fees will generally be payable at the beginning of each calendar quarter. The client or ProManage may terminate the advisory contract with written notice specified in the contract at which time any unearned portion of the previously advanced quarterly fee will be returned.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 5

**Schedule F of
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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: ProManage, LLC	IRS Empl. Ident. No.: 76-0767808
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Item of Form (identify)	Answer
	<p><u>Insight & Vision</u></p> <p>ProManage's fees for <i>Insight & Vision</i> are as follows:</p> <p>Typically, \$10-\$25 for each eligible employee per year. This fee includes parameterization of the system as it currently exists.</p> <p>Fees may vary depending on nature and complexity of customization provided. A more detailed fee quote may be developed based on <i>Vision/Insight</i> services as customized for each client and will reflect such factors as: size of the plan (both assets and number of participants); the recordkeeper used; whether a real-time link to the recordkeeper is desired; etc.</p> <p><u>Selection and Monitoring Consulting Services</u></p> <p>Fees for these consulting services will be billed in one of three ways:</p> <ol style="list-style-type: none"> 1. As a fixed fee, typically ranging from \$25,000 - \$400,000, depending on the nature and complexity of each client's circumstances. The exact fee will be mutually agreed upon with the client at the signing of the advisory agreement, and will be due and payable quarterly in advance. 2. On an hourly basis, ranging from \$100 - \$800 per hour, depending on the nature and complexity of each client's circumstances. An estimate for total hours will be determined at the start of the advisory relationship. Fees will either be billed monthly based on total hours logged or one-half of the estimated fee (not to exceed six months) will be due upon signing the advisory agreement, with the balance (based on actual hours) due upon completion of the work. 3. As a project-based fee, typically ranging from \$5,000 to \$75,000. One-half of these fees will be due upon signing the consulting agreement, with the balance due upon completion of the work.

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 6

**Schedule F of
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Item of Form (identify)	Answer
	<p>ProManage will ensure that any retainer is earned within six months of receipt.</p> <p><u>GENERAL INFORMATION ON FEES:</u></p> <p><u>Negotiability of Fees:</u> In certain circumstances, all fees may be negotiable. The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205(a)(1)).</p> <p><u>Termination of Advisory Relationship:</u> In general, a client agreement may be canceled at any time, by either party, for any reason upon receipt of 30-60 days 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, subject to retention of minimum guarantees that may be part of the contract with the client.</p> <p><u>Mutual Fund Fees and Expenses:</u> All fees paid to ProManage for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds 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 possibly a redemption fee and/or distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.</p> <p>A participant could invest in a mutual fund directly, without the services of ProManage. In that case, the participant would not receive the services provided by the plan or plan sponsor via ProManage which are designed to define the individual's investment time horizon, develop an appropriate investment structure and determine the fund(s) investment vehicles to achieve the defined objective. Accordingly, the client should review both the fees charged by the funds and the fees charged for the ProManage service to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Lower fees for comparable services may be available from other sources.</p>

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 7

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(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Form ADV: ProManage, LLC	IRS Empl. Ident. No.: 76-0767808
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Item of Form (identify)	Answer
2G	<p><u>ProManage in General:</u> This Schedule F narrative provides clients with information regarding ProManage and its advisory services that should be considered before becoming a client of ProManage. This narrative also provides information about the qualifications and business practices of ProManage. The information in this Schedule F narrative has not been approved or verified by the SEC or by any state securities authority. Any representation to the contrary is illegal. Additional information about ProManage is available on the Internet at "www.adviserinfo.sec.gov". You can search this site by a unique identifying number, known as a CRD number. The CRD number for ProManage is 133357.</p> <p><u>Proxies:</u> As a matter of firm policy, ProManage does not vote proxies on behalf of clients. Clients are responsible for voting their own proxies.</p> <p><u>TYPES OF CLIENTS</u></p> <p>ProManage may also provide advice to Taft-Hartley plans and other organizations not previously specified.</p>
3L	<p><u>TYPES OF INVESTMENTS - OTHER</u></p> <p>Investment advice may be offered on any investments held by a client at the start of the advisory relationship. Recommendations for new investments will typically be limited to those items checked under Item 3 of Form ADV, Part II.</p> <p>If ProManage determines that a portion or all of a client's assets should be referred to an independent investment adviser(s), the client should refer to the disclosure document of the independent adviser(s) for further information on the types of investments that investment advice is offered upon by said adviser(s).</p>
4A(5)	<p><u>SECURITIES ANALYSIS METHODS</u></p> <p>While ProManage's primary method of analysis is fundamental in nature, ProManage</p>

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Item of Form (identify)	Answer
4C(7)	<p>will also analyze the independent investment advisers to whom client assets are referred.</p> <p><u>INVESTMENT STRATEGIES - OTHER</u></p> <p>ProManage may manage the unsystematic risk associated with investment in the plan sponsor's own stock in a 401(k) plan, by using derivatives to permit company stock to stay in the plan, with its associated vote.</p> <p>These derivatives can take on a variety of forms, structures and devices and may require sophisticated timing of trades. ProManage relies on professionals outside of ProManage to design and create these investment strategies used to implement ProManage's advice.</p>
5	<p><u>EDUCATION AND BUSINESS STANDARDS</u></p> <p>Generally, a bachelor's degree from an accredited university, and a minimum of three to five years experience in the financial industry are required; however, if employees are unable to satisfy these criteria, ProManage will also take into consideration other factors, such as prior relevant employment/experience and educational background.</p> <p>ProManage's executive officers are James Simmons, Dale Butterfield, Carl Londe, Anthony Sabos, and Michael Chard. Its Investment Committee consists of Michael Falk, Anthony Sabos, James Simmons, Greg Eisen, Kyle Knigge, Torsten Lippoldt and Spencer Shelman. Listed below for each of these individuals are their year of birth, education after high school and business background.</p>

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Item of Form (identify)	Answer
6	<p><u>EDUCATION AND BUSINESS BACKGROUND</u></p> <p>CARL L. LONDE Born: 1952</p> <p><u>Education:</u> Washington University, 1974, A.B. Philosophy Washington University School of Law, 1977, J.D.</p> <p><u>Business Background:</u> ProManage, LLC, Member, CEO & CCO from 04/09 to Present ProManage, LLC, Member, Chairman, CEO & CCO from 10/04 to 04/09 ProManage, Inc., CEO, Chairman from 04/01 to 10/04 Strategic Financial Concepts, Inc., (Inactive) CEO, Chairman, from 06/98 to Present. Kendall College, Member of Board of Trustees from 4/07 to 5/08 Kendall College Charitable Trust, President from 5/08 to 7/09.</p> <p>ANTHONY SABOS Born: 1960</p> <p><u>Education:</u> University of Oklahoma, 1983, B.B.A. Finance/Accounting</p> <p><u>Business Background:</u> ProManage, LLC, Member, President & Investment Committee Member from 10/04 to Present. ProManage, Inc., President, Director, from 04/01 to 10/04. Strategic Financial Concepts, Inc., (Inactive) President, Director from 06/98 to Present</p>

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Item of Form (identify)	Answer
	<p>DALE BUTTERFIELD Born: 1940</p> <p><u>Education:</u> Whitworth College, Spokane, WA, 1967, B.A. Business Administration Pacific Coast Banking School, University of Washington, 1976</p> <p><u>Business Background:</u> ProManage, LLC, General Manager and Assistant to Chairman, 04/09 to Present. ProManage, LLC, Sales, 03/08 to Present. ICM Asset Management, Senior VP and COO, 09/97 to 04/06.</p> <p>MICHAEL M. CHARD Born: 1960</p> <p><u>Education:</u> Illinois State University, 1982, B.S. Economics</p> <p><u>Business Background:</u> ProManage, LLC, Executive Vice President Account Management from 1/24/08 to Present ProManage, LLC, Vice President Account Management from 10/04 to 1/24/08 ProManage, Inc., Account Manager from 10/01 to 10/04 SBC Communications, Inc., Associate Director, 401(k) from 5/98 to 7/01 Ameritech Corporation, Manager 401(k) from 11/93 to 5/98 Towers Perrin, Consultant from 1/89 to 10/93</p>

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Item of Form (identify)	Answer
	<p>GREG ALAN EISEN Born: 1956</p> <p><u>Education:</u> Rutgers University, New Brunswick, NJ, 1974-1978, B.A. Accounting Holds the Chartered Financial Analyst designation from CFA Institute obtained in 1995.</p> <p><u>Business Background:</u> ProManage, LLC, Investment Committee Member from 03/08 to Present ICM Asset Management, Inc., Vice President from 08/05 to Present ICM Asset Management, Inc., Sr. Portfolio Manager from 06/05 to Present Safeco Asset Management, Portfolio Manager from 01/96 to 08/04 Safeco Corporation, Portfolio Manager from 02/86 to 08/04</p> <p>MICHAEL S. FALK Born: 1967</p> <p><u>Education:</u> University of Illinois, 1989, B.S. Finance Holds the Chartered Financial Analyst designation from CFA Institute obtained in 1998</p> <p><u>Business Background:</u> ProManage, LLC, Chief Investment Officer, Investment Committee Member from 10/04 to Present. ProManage, Inc., V.P. & CIO, from 04/01 to 10/04 The Financial Concepts Co., CEO from 3/99 to 12/03</p>

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Item of Form (identify)	Answer
	<p>KYLE THOMAS KNIGGE Born: 1968</p> <p><u>Education:</u> Washington State University, Pullman, WA, 1992, B.A. Business Mgmt. Washington State University, Pullman, WA, 1997, M.B.A. Finance Holds the Chartered Financial Analyst designation from CFA Institute obtained in 2001.</p> <p><u>Business Background:</u> ProManage, LLC, Investment Committee Member from 03/08 to Present ICM Asset Management, Inc., Sr. Portfolio Mgr. from 07/07 to Present ICM Asset Management, Inc., Vice President from 05/07 to Present ICM Asset Management, Inc., Sr. Research Analyst from 08/05 to Present</p> <p>TORSTEN LIPPOLDT Born: 1977</p> <p><u>Education:</u> Eastern Washington University, Cheney, WA, 2006, MBA Eastern Washington University, Cheney, WA 2004, B.A. Business Administration and Economics Professional Business School Chemnitz, Chemnitz, Germany, 2000, Professional Financial Advisor Degree</p> <p><u>Business Background:</u> ProManage, LLC, Investment Committee Member from 3/09 to Present. ICM Asset Management, Inc., Vice President from 03/09 to Present. ICM Asset Management, Inc., Portfolio Manager from 03/09 to Present. ICM Asset Management, Inc., Fixed Income Research Analyst from 01/07 to Present. Western United Life Assurance Co., Bond Analyst from 08/04 to 12/06.</p>

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Item of Form (identify)	Answer
	<p>JAMES MARVIN SIMMONS Born: 1949</p> <p><u>Education:</u> Michigan State University, East Lansing, MI, 1967-1971, B.A. Economics Holds the Chartered Financial Analyst designation from CFA Institute obtained in 1985.</p> <p><u>Business Background:</u> ProManage, LLC, Chairman, Director Strategic Development, Marketing and Sales, 04/09 to Present. ProManage, LLC, Investment Committee Member, 10/04 to Present ProManage, Inc., Investment Committee Member, 10/01 to 10/04; ICM Asset Management, Inc., Director, CIO, 11/81 to Present ICM Asset Management, Inc. CEO, 6/05 to Present Koyah Ventures, LLC, Manager and President, from 01/98 to Present Raven Ventures, LLC, Manager and President, from 06/00 to Present ACB's Aluminum Chambered Boats, Inc., Director, 07/01 to Present Win Partners, LLC, Director, from 07/03 to Present Pacific Northwest Biotech, Director, 04/06 to 10/07 Isothermal Systems Research, Inc., Director, from 07/02 to 08/05 RedChip Companies, LLC, Chairman, from 10/01 to 10/05</p> <p>SPENCER T. SHELMAN Born: 1983</p> <p><u>Education:</u> Washington State University, 2006, B.A. Business Admin.</p> <p><u>Business Background:</u> ProManage, LLC, Investment Committee Member from 03/09 to Present. ICM Asset Management, Inc., Vice-President and Portfolio Manager from 3/09 to Present. ICM Asset Management, Inc., Research Analyst from 07/06 to Present.</p>

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Item of Form (identify)	Answer
8C(3) and (12)	<p><u>OTHER BUSINESS ACTIVITIES</u></p> <p>ProManage is partially owned by ICM Asset Management, Inc., an SEC-registered investment adviser. Furthermore, ProManage is under common ownership and/or control with the following financial entities:</p> <ol style="list-style-type: none"> 1. ICM Asset Management, Inc. - an SEC-registered investment adviser. 2. Win Partners, LLC - a venture capital fund. ProManage clients are not solicited to invest in this entity. 3. Raven Ventures, LLC - general partner to Raven Ventures Capital Partners, LP. ProManage clients are not solicited to invest in either of these pooled investment vehicles 4. Koyah Ventures, LLC - general partner to Koyah Partners, LP, Koyah Leverage Partners, LP., Raven Ventures Capital Partners, LP. ProManage clients are not solicited to invest in any of these pooled investment vehicles. 5. Strategic Financial Concepts - a shell entity that is a minority owner in ProManage. <p>ProManage is also under common ownership and/or control with the following non-investment related entities:</p> <ol style="list-style-type: none"> 1. ACB's Aluminum Chambered Boats, Inc. <p>Client assets will never be invested in any of these related entities. ProManage may conceivably refer clients to any of the investment advisers listed above and vice versa and referral fees may be paid for any such referrals. In such a case ProManage will ensure that all of the requirements under Rule 206(4)-3 of the Investment Advisers Act of 1940 are met and maintained.</p> <p>It is anticipated that Carl Londe, Michael Chard, Michael Falk, and Anthony Sabos will spend substantially all of their time on ProManage activities.</p>

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Item of Form (identify)	Answer
9E	<p>PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS</p> <p>ProManage has adopted a Code of Ethics which sets forth high ethical standards of business conduct that ProManage requires of its employees, including compliance with applicable federal securities laws. ProManage's Code of Ethics also 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 ProManage's covered persons. Among other things, ProManage's 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. ProManage's code also includes oversight, enforcement and recordkeeping provisions. A copy of ProManage's Code of Ethics is available to ProManage's advisory clients upon request to the Chief Compliance Officer at ProManage's principal office address.</p> <p>ProManage or individuals associated with ProManage may buy or sell securities identical to those recommended to clients for their personal accounts. 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.</p>
10	<p><u>CONDITIONS FOR MANAGING ACCOUNTS</u></p> <p>ProManage does not require a minimum account size. ProManage will ensure no client pays more than 3% of assets under management per year.</p>
12A(1) & 12A (2)	<p><u>INVESTMENT OR BROKERAGE DISCRETION</u></p> <p>For discretionary clients, ProManage requests that it be provided with written authority to determine which securities and the amounts of securities that are bought and sold.</p> <p>Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be submitted in writing.</p>

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Item of Form (identify)	Answer
12B	<p>For advisory clients, ProManage may be granted the discretionary authority to add and replace the independent investment adviser managing the account, which may be extended to ProManage having the ability to select the broker dealer to be used for advisory account trades. By means of this discretionary authority, ProManage would be able to affect the use of a particular broker through the adding or replacing of a particular manager. Under no circumstances will ProManage take the authority to determine the broker dealer that one of the selected independent investment advisers must use.</p> <p><u>INVESTMENT SUPERVISORY SERVICES & Vision</u></p> <p>For the purchase or sale of mutual fund shares on behalf of the plan participants, the appropriate plan officer, normally the plan trustee or administrator, places the trades with the broker dealer of their choice. Clients whose assets are invested with one or more independent investment advisers should refer to the disclosure documents of the appropriate adviser for further information of brokerage practices.</p>
13B	<p>ProManage pays a marketing incentive to certain employees based on new clients obtained.</p> <p>ProManage is aware of the special considerations promulgated pursuant to Rule 206(4)-3 under the Investment Advisers Act of 1940. As such, appropriate disclosure shall be made, all written instruments will be maintained by ProManage and all applicable Federal and/or State laws will be observed.</p> <p>ProManage may pay third parties for bundled services including but not limited to marketing, communications, coordination and oversight of record-keepers, training, education, and fee collection/remittance. Disclosure will be provided to client plan sponsors and their participants.</p>

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