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This Brochure provides information about the qualifications and business practices of Actium LLC. If you have any questions about the contents of this Brochure, please contact us at 616.871.0751 or at service@bemanaged.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.

Actium LLC is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Actium LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There were no material changes to our business operation from the previous brochure prepared on March 13, 2012.

We will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Currently, our Brochure may be requested by contacting John C. Whaley, CFA, one of our partners, at 616.871.0751 or jwhaley@bemanaged.com. Our Brochure is also available on our web site, www.bemanaged.com, also free of charge.

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

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Under the BeManaged and BeAdvised product names, Actium LLC offers investment management services for participants in defined contribution plans. We began our business in February, 2006 from our current offices in Grand Rapids, Michigan. Our principal owners are Chad J. Griffeth and John C. Whaley.

BeManaged and BeAdvised are only available to employees of plan sponsors that engage our service. Participants work with a BeManaged or BeAdvised Risk Counselor to determine the proper level of risk tolerance, retirement goals, and to discuss any questions or concerns about their retirement. We actively manage your defined contribution account (using only the investment options offered by the plan's sponsor) on a discretionary basis under the BeManaged program, or recommend changes to your portfolio based on the same criteria under the BeAdvised program.

After going through an optional free 401(k) consultation, you decide whether to enroll in our service. If you do, you can expect the following:

1. **Investment Policy Statement:** We outline your risk tolerance, the manner by which we will manage that risk, and a before and after report of the changes we implement on your behalf.
2. **Portfolio Adjustments:** We generally will make two to five changes per year to your investment options in order to control the overall risk in your portfolio.
3. **Ongoing, Personalized Updates:** We keep you informed of developments in your account via four to six personalized updates, in addition to generic monthly newsletters forwarded to existing clients.
4. **Personal Annual Review:** We provide you with an update of your Investment Policy Statement (IPS), including retirement projections and your portfolio performance compared to an appropriate benchmark.

As of December 31, 2012, we manage on a discretionary basis a total of \$252,838,239 in assets for 1,594 BeManaged clients. In addition, we offer investment advice for assets totaling \$11,550,393 for 26 BeAdvised clients.

Approximately 75% of revenues generated by our company come from account management fees charged to individual participants who choose our service. We do not receive compensation from the sale of individual securities in your portfolio or from the sale of other investment products.

The maximum charge over any twelve-month period is \$500. The fee is charged in advance and calculated based on the beginning account balance for the chargeable period. Our maximum charge is 0.225% quarterly, (0.90% annually) on that beginning balance. A plan sponsor may negotiate a lower percentage fee based on average plan-wide balances, travel reimbursement, or other factors. The sponsor may also arrange for fee processing on other than a quarterly basis; some sponsors process fees twice a year or even annually. All fees are deducted from your account balance; there is currently no separate arrangement to pay our fees directly.

Any fees charged in advance for more than one three month period are refundable on a pro-rata basis should the individual participant choose to terminate the relationship prior to the end of the chargeable period. For example, if your account is charged \$500 for twelve months of management services, and you choose to cancel after three months, we will refund \$375, either to your account, if arrangements can be made with the platform provider, or directly to you via check.

In 2011, Actium LLC, under our BeManaged product name, began offering financial counseling services for individuals relative to various employee benefits offered by their employer. Our services are offered by the contracting company as a company-paid employee benefit; individuals do not provide us with any compensation for the delivery of these services.

The services include financial advice related to contribution rates for their defined contribution plans and health savings accounts. We also assist employees with retirement income projections, including potential income to be received from assets held outside the employee's defined contribution plan and from Social Security. Such advice is delivered in group settings and/or individual participant meetings.

Revenue for our firm for this service represented approximately 25% of total revenue for the LLC in 2012.

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

In this section, if we charged you performance-based fees, we would let you know. Also, if we did not charge you fees based on the performance of your account but did have other accounts where we charged such fees, we would tell you here. An adviser charging performance fees to some accounts, but not to others face a variety of conflicts of interest. For example, if we managed an account that is charged performance-based fees and your account is not, we could potentially receive greater fees from that account, giving us an incentive to direct the best investment ideas to that account.

Actium LLC does not have any performance-based fee arrangements and have no intention to begin such fee arrangements in the future. Therefore, this section is not applicable to our firm.

Our client base is overwhelmingly individuals who are participants in defined contribution accounts such as 401(k) plans and profit sharing plans. We do not have any arrangements to manage assets in company pension plans, endowment funds, or any other type of investment management arrangement.

There is no minimum account size required to utilize our services. For example, our smallest account balance is less than \$1,000 and our largest account size exceeds \$1 million. Our only requirement to maintain an account with us is that the employer sponsoring your defined contribution account has engaged us in a fiduciary relationship and agrees to process directly through your account the investment management fees we charge you.

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The services include financial advice related to contribution rates for their defined contribution plans and health savings accounts. We also assist employees with retirement income projections, including potential income to be received from assets held outside the employee's defined contribution plan and from Social Security. Such advice is delivered in group settings and/or individual participant meetings.

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

BeManaged and BeAdvised investment processes utilize returns-based mutual fund style analysis and holdings-based mutual fund style analysis utilizing data available through Morningstar, Inc. and other subscription services. The use of these tools in the implementation of Modern Portfolio Theory practices are independently reviewed as part of the Fiduciary Adviser certification process through the Centre for Fiduciary Excellence.

Our investment management strategy is best defined as a fundamental strategy. We build diversified portfolios designed to address your appetite for risk and your long term investment goals. Portfolio allocations across equity funds, fixed income funds, and cash/stable value offerings are adjusted in response to changes to our 18-24 month outlook for the various investment markets available to you in your defined contribution plan. We would also change our asset class allocations should you notify us of changes in your appetite for risk, employment status, or retirement goals. We do not utilize different strategies for different clients.

As with almost all investment strategies, there is a risk of loss of principal value in all of our management relationships. For example, in calendar year 2008, all accounts under an investment management agreement with us lost some principal value.

In this section, we would disclose material facts about any legal or disciplinary event that is material to your evaluation of our integrity or the integrity of our management personnel.

There are a series of disciplinary events, either against a firm or one of their management personnel, which are presumed to be material if they occurred in the previous ten years. That list includes, but is not limited to, convictions for:

- Theft
- Fraud
- Bribery
- Perjury
- Forgery
- Counterfeiting
- Extortion
- Violation of Securities laws

Events such as these reflect on the integrity of the adviser and its management personnel. In fact, if the event is so serious that it remains material to your evaluation of the adviser and the integrity of its management, it should be disclosed even if it happened more than ten years ago.

Actium LLC has no such events in our history. Neither do any of the personnel who work for our firm, including our executive management.

Item 10 – Other Financial Activities and Affiliations

In this section, we would disclose to you any arrangements either our firm or any of our management personnel has with related financial industry participants. We would tell you about any material conflicts of interest that these relationships or arrangements create. In addition, we would tell you how we would address these conflicts.

In addition, if we recommended other advisers for clients, we would let you know about any compensation arrangements or other business relationships between us and the recommended adviser, along with any conflicts created, and explain how we address those conflicts. These disclosures are designed to highlight for you any affiliations that may create conflicts of interest and may impair the objectivity of our investment services to you.

Actium LLC has no such financial activities or affiliations and has no intention to establish such relationships. Therefore, this section is not applicable to our firm.

The management and personnel of Actium LLC are required to adhere to the Code of Ethics and Standards of Professional Conduct published by the CFA Institute. In brief, our management and personnel must:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets.
- Place the integrity of the investment profession and the interests of clients above their own personal interests.
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities.
- Maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals.

The entire CFA Code of Ethics and Standards of Professional Conduct are available online at <http://www.cfainstitute.org/ethics/codes/ethics/Pages/index.aspx> or you may contact us directly to receive the complete copy.

In this section, if we (or a related person) recommend to you, or buy or sell for your account, securities in which we have a material financial interest, we would discuss this practice, the nature of the conflicts of interest presented, and how we would address those conflicts.

Neither Actium LLC, or any of its management personnel, have any conflicts of interest concerning any participation or interest in client transactions.

We would also disclose in this section if we (or our personnel) invest in or recommend to you the same securities we purchase or sell for our own accounts. This allows you to evaluate any conflicts of interest which may develop under such a scenario.

We only purchase or sell for you shares in open-end investment companies registered in the United States, or in insurance company separate accounts organized as unit investment trusts, depending on the offerings of your plan sponsor. This section, therefore, does not apply to Actium LLC or our personnel.

Item 12 – Brokerage Practices

In this section, we would describe to you how we select brokers for transactions in your account and determine the reasonableness of their compensation. We would also disclose how we address conflicts of interest arising from their receipt of soft dollar benefits (i.e., research or other products or services we might receive in connection with transactions in your account).

Our trading activity is limited to a request for transactions through the platform provider your sponsor firm selects. We have no control over the methods utilized to execute those transactions, including the selection of brokers or the compensation they receive. Therefore, this section is not applicable to our firm.

Under the BeManaged and BeAdvised product offerings, Actium LLC provides you with a formal review of your portfolio(s) upon inception of the relationship and yearly thereafter. More frequent informal reviews are provided when discretionary changes are made to an account allocation or when you provide us updated personal circumstances.

The formal review process is focused on the defined contribution portfolio being managed. We include in the review:

- A statement of your investment objectives, including an analysis of your tolerance for risk
- An analysis of your current investment portfolio upon inception of the relationship
- Our asset allocation strategy for your assets
- An analysis of your new investment portfolio after the initial changes, including a style analysis of the equity and fixed income portion of your account
- Our procedures to monitor the progress of your account
- A review of the risk assessment questionnaire you completed for us
- A review of your performance scorecard, including comparisons to an appropriate benchmark

Informal reviews include descriptive analysis of any portfolio changes we make on your behalf. We supply informal reviews approximately two to four times a year as market and portfolio conditions dictate.

Formal and informal reviews are conducted by your portfolio manager and may also include research and trading associates, customer service representatives and/or customer service associates. All reviews are conducted under policies and procedures developed under the responsibility of the Investment Committee and the Director of Client Services. Reviews are conducted under a team approach; there are no standards for the number of accounts assigned per reviewer.

**Item 14 – Client Referrals
and Other Compensation**

In this section, we would let you know if we accept any benefits from a non-client for providing services to you. We would describe the arrangement, any conflicts of interests that arise from the arrangement, and how we would address those conflicts. We would also tell you if we compensate someone else for client referrals.

Our only compensation is the account management fees we receive from you as a client. Also, we do not compensate any third party for client referrals.

Item 15 - Custody

We do not take custody of your assets under any of our client relationships. Your account statements will continue to be generated and sent to you by the platform provider chosen by your plan sponsor.

We encourage you to review your account statements on a regular basis to determine whether account transactions, including deductions to pay advisory fees, are proper.

Item 16 – Investment Discretion

We offer two types of services to our clients. Under our BeManaged service, we take limited discretionary authority (for trading purposes only) over your account, which means we make all changes on your behalf. Each client has the authority to place additional constraints on our discretion, such as constraints on holdings of company stock.

Under our BeAdvised service, you retain the discretionary authority – we suggest portfolio changes to you and it is your obligation to analyze and implement our recommendations.

Item 17 – Voting Client Securities

We do not vote proxies with respect to your investments. You will continue to receive your proxies and other solicitations in the manner you chose prior to engaging our investment management services.

Item 18 – Financial Information

We do not collect or require prepayment of fees in excess of \$1,200 per client more than six months in advance. We also do not take discretionary authority or custody of your funds or securities. Otherwise, in this section we would provide you with a balance sheet for Actium LLC for our most recent fiscal year.