
Item 1 – Cover Page

Prime Advisors, Inc.
22635 NE Marketplace Drive
Redmond, WA 98053
425.202.2000
www.primeadvisors.com

March 28, 2013

This Brochure provides information about the qualifications and business practices of Prime Advisors, Inc. [“Prime Advisors,” “Prime,” or “ADVISER”]. If you have any questions about the contents of this Brochure, please contact us at 425.202.2000 and/or ComplianceGroup@primeadvisors.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission [“SEC”] or by any state securities authority.

Prime Advisors, Inc. 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 Prime Advisors, Inc. also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the SEC published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC rules. This Brochure dated March 28, 2013 amends the last update which was dated December 17, 2012.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material 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.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Blaine O’Kelley, Prime’s Chief Administrative Officer, Chief Financial Officer & Chief Compliance Officer at 425.202.2000 or blaine.okelley@primeadvisors.com.

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

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Item 4 – Advisory Business

Prime was founded in 1988 with the idea of facilitating a more efficient structure and execution of insurance company fixed income portfolios. Since then, Prime’s business has expanded to include non-insurance company portfolios, including the portfolios of high net worth family offices. However, the advice Prime offers remains limited to core and core-plus fixed income investments. Prime is majority owned by certain of its employees, though none of those employees meet the definition of a “principal owner.”

Prime customizes portfolios for insurance companies by understanding each client’s underlying business through proprietary financial modeling and analysis. We analyze both the business environment and the company’s financial position to help design a comprehensive investment policy, develop or refine investment guidelines and create an appropriate mix between taxable and tax-advantaged investments. We believe that managing investment portfolios for an insurance company requires an understanding of a variety of key factors. These factors include the business and regulatory environment, liquidity, earnings, surplus, cash flow, accounting and rating agency requirements and the insurance company’s specific tax situation. The purpose of our insurance business analyses and asset allocation strategy is to develop customized performance benchmarks and investment guidelines that support each client’s specific objectives and risk tolerances. Prime uses many of these same techniques to customize portfolios for non-insurance entities and high net worth family offices. In addition, Prime offers our clients investment reporting and accounting as a compliment to this investment process.

Prime provides its investment advisory and portfolio accounting services subject to each client’s investment objectives and guideline restrictions, which may be amended. Prime’s investment advisory responsibility is limited to the assets in the accounts that it manages. Its advice may vary as market conditions and its long- and short-term market projections indicate. Moreover, clients are free to direct the purchase or sale of any securities in portfolios.

As of February 28, 2013, Prime’s assets under management amounted to:

\$12,120,540,593.99 in discretionary assets under management
 \$83,322,828.13 in non-discretionary assets under management
 \$12,203,863,422.12 in total assets under management

Item 5 – Fees and Compensation

Prime's compensation for its investment advisory services is calculated in accordance with a fee schedule. Prime's fee schedule is in part:

<u>Value of Account Assets</u>	<u>Annual Fee</u>
First \$10,000,000	0.5%
Second \$10,000,000	0.4%
Above \$20,000,000	0.3%

Under certain circumstances, fees, including fixed fees, may be negotiated. Prime's fees are not deducted from client assets. Rather, it is Prime's practice to bill clients one quarter in advance, based on account valuations at the end of the previous quarter. In the event that assets are transferred into or out of an account in between quarterly valuation dates, the fee shall be adjusted to include or exclude as appropriate the prorated portion for the period from the date of such transfer to the end of that quarterly period. Prime's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses that may be incurred by clients. Clients also may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Private placements have SVO fees for initial filings and annual rating maintenance fees. They may also have fees for a restructuring or work-out if they become distressed. Such charges, fees and commissions are exclusive of and in addition to Prime's fee, and Prime shall not receive any portion of these commissions, fees, and costs. Clients may pay an additional fee for customized reports. Fees unpaid after thirty days are subject to a monthly past due charge of 1.5% per month. Also, if applicable, accounting fees for non-Account assets will be charged at a rate of 2-5 basis points/year, with a minimum annual fee of \$5,000-12,500, depending on the complexity of the instruments accounted for.

In the event a client terminates its Investment Management Agreement with Prime during a quarter, the client's fee will be prorated until the end of the termination notice period. It is Prime's present policy to allow termination of the Investment Management Agreement upon the expiration of 90 days written notice by either party.

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

Prime currently does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). However in the future, Prime may enter into performance fee arrangements with qualified clients. Such fees are subject to individualized negotiation with each such client. Prime will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Investment Advisers Act of 1940 in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. In measuring clients' assets for the calculation of performance-based fees, Prime shall include realized and unrealized capital gains and losses. Performance based fee arrangements may create an incentive for Prime to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. Prime has procedures designed and implemented to ensure that all clients are treated fairly and equally, and to prevent analogous conflicts from influencing the allocation of investment opportunities among clients.

Item 7 – Types of Clients

Prime generally provides portfolio management services to insurance companies, high net worth family offices, foundations, and trusts.

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

Prime's credit research process begins at the Investment Committee level. The Investment Committee sets broad risk parameters and mandates that are applied across all portfolios. Then, on the security level, Prime performs independent credit research for securities that we manage. Prime's credit research team performs bottom-up individual security analysis and must approve an issuer prior to purchase. This team works with the portfolio

managers to determine relative value within the corporate bond market, but ultimately the portfolio managers determine if an issuer is appropriate for a client's portfolio.

In addition to conducting fundamental credit analysis, Prime strives to achieve our investment objectives by emphasizing high-quality issuers, diversification and liquidity among market leaders.

The primary sources of information used in determining both fundamental and technical credit opinions include:

- Issuers' SEC filings: 10K, 10Q and 8K;
- Company information: Quarterly earnings news, conference calls and industry conference presentations;
- Bloomberg for up to the minute news, bond information, market prices and analytics;
- Major credit rating agency analysis from Moody's, S&P and Fitch. The agencies have first-hand access to upper management, their views and philosophies. The agencies compare credit metrics of different issuers in a sector to determine their ratings. However, the recent credit crisis has highlighted the limitations of the ratings by the agencies;
- Capital markets observations: Both the fixed income and equity markets are monitored daily to evaluate rich versus cheap offerings, new issues, and the market's reaction to news; and
- Wall Street research: Leveraging sell side research is an efficient way to assemble information and can provide another unique perspective.

"Investing in securities involves risk of loss that clients should be prepared to bear." All investments balance risk and return. Fixed income risks include, but are not limited to:

- Interest rate or duration risk, which increases the longer it takes a bond to mature;
- Reinvestment risk, which hurts investor returns in declining interest rate environments;

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- Inflation risk, which reduces the buying power of fixed income cash flows, and lessens the market value of most bonds;
 - Market risk, which hurts investors when the whole bond market declines;
 - Selection risk, which occurs when a portfolio security underperforms;
 - Timing risk, which means that a security performs poorly once it has been bought into a portfolio, and/or performs better once it is sold;
 - Transaction risk, which occurs when an investment's costs and fees are so high that they detract from an investor's returns;
 - Legislative risk, which occurs when a legislative body changes a tax code and affects the value of interest income;
 - Call risk, which occurs when issuers redeem bonds with call provisions before their maturity date;
 - Liquidity risk, which occurs when buyers do not purchase a bond, causing a sale at a significant discount;
 - Credit risk and default risk, which occurs when an issuer is unable to make its interest or principal payments;
 - Event risk, which occurs when events unforeseen at the time of the bond's issuance interferes with an issuer's ability to make timely interest or principal payments;
 - Prepayment risk and contraction risk, which occurs when interest rates decline, spurring mortgagors to refinance or repay their loans sooner than expected; and
 - Extension risk, which occurs when interest rates rise, slowing the presumed prepayment speeds of mortgages.

Item 9 – Disciplinary Information

Prime has not had any legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

Prime provides portfolio accounting services and asset/liability management consulting services to its clients. Approximately 20% of the time and effort of the firm's staff is devoted to these tasks.

Item 11 – Code of Ethics

Prime has adopted a Code of Ethics for all supervised persons of the firm describing its standards of business conduct and fiduciary duty owed to its clients. The Code of Ethics includes provisions relating to personal securities transactions, the confidentiality of client information, a prohibition on insider trading and tipping, among other things. All supervised persons at Prime must acknowledge the terms of the Code of Ethics at the time of employment, when there is a material change, and also annually during their employment. Prime's Code of Ethics is furnished to clients and potential clients upon their request.

Prime's Code of Ethics is designed to assure that the personal securities transactions, activities and interests of Prime's directors and employees will not interfere with (i) making decisions in its clients' best interests and (ii) implementing such decisions. It requires Prime's directors and employees to receive permission from its Chief Compliance Officer or his designee, before executing any trades in fixed income instruments for their personal trading accounts. They may purchase, sell or hold securities that Prime recommends to its clients, but because such investment activities could conflict with client interests, this permission will be denied if Prime's portfolio strategists are trading for client accounts -- or planning to trade in the next 48 hours -- the specific security an employee or director wishes to trade. In addition, Prime's directors and employees receive permission from Prime's Chief Compliance Officer, or his designee, before executing trades for their personal trading accounts in initial public offerings and private placements. Neither Prime's directors nor its employees may purchase any instrument issued by one of its clients. They may sell such instruments only with permission.

It is Prime's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Principal transactions are generally defined as

transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells a security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. Prime is neither of these.

Item 12 – Brokerage Practices

Prime seeks to avoid conflicts of interest in its brokerage practices. As a result, Prime does not accept soft dollar credits generated by trades it executes on its Clients' behalves. Nor does Prime have any affiliations, ownership or financial arrangements with broker/dealers, banks, insurance or reinsurance companies, other investment managers or any other financial firms.

Under most circumstances, Prime will determine the broker/dealers to be used to execute client orders, consistent with Prime's duty to pursue best execution on behalf of its clients. Prime's efforts to obtain best execution begin with the client for which a given trade is to be executed. Before initiating the intended trade, Prime's portfolio strategists will examine the client's portfolio, investment guidelines, and issues unique to the client, including risk tolerance, tax consequences, and the need for yield and duration. Prime's portfolio strategists will take this information to the fixed income marketplace, and will search for the bonds that they, in light of their knowledge and experience, believe are most appropriate for the client's portfolio. Once a particular bond has been selected, Prime's portfolio strategists will examine broker/dealer inventories and seek other sources of natural liquidity. Additionally, they will examine the bond's recent trading history and its present market momentum. They will also consult various sources of research, and compare prices. After accumulating and analyzing all of this information, Prime's portfolio strategists will place the client's trade with a broker/dealer. When deciding which broker/dealer should execute the trade, Prime's portfolio strategists will consider not only the factors noted above, but also the order type and size, transaction costs, and each

broker/dealer's execution speed, execution quality, and the quality of research they provide. Research provided by broker/dealers may benefit all or some of Prime's clients, and not necessarily just the account on whose behalf the trade was executed, and may result in transaction charges that are higher than could have been obtained from other broker/dealers. Prime has formed a best execution committee to review its trading practices for quality of execution.

Clients may place any specific limitations on Prime's authority to determine securities to be bought or sold, the amount thereof, or the broker/dealers to be used to execute trades on their behalves. Clients agree to provide Prime with written notice of any such investment direction. Clients that direct Prime to place transactions through particular broker/dealers may not realize the most favorable execution. Indeed, such transactions may cost those clients more money than if their transactions had been placed through other brokers. Prime will use its best efforts to consider the effects of directed investments on Clients' portfolios and Prime's investment advice, but Prime assumes no responsibility for any investment activity directed by Client, or the effects it may have on Prime's overall investment advice.

Finally, the aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely, equitable and efficient manner. Prime's Portfolio Strategists may aggregate trades when such aggregation is consistent with Prime's principles of customization for every portfolio.

Item 13 – Review of Accounts

Prime's Portfolio and Investment Strategists review client accounts, investment guidelines and market conditions daily. Under the direction of Prime's Chief Investment Officer, Prime's Investment Committee meets regularly to discuss investment strategy, execution and performance. Prime sends its clients quarterly summaries of accounts, including profit and loss analysis, and the amount of the next quarter's investment advisory fee. Clients may request to receive monthly reports too. Finally, clients may also ask to receive confirmations of trades executed for their accounts.

Item 14 – Client Referrals and Other Compensation

Prime receives no economic benefit for referring clients to other entities, nor does Prime compensate any person or entity (other than Prime employees) for referring clients to Prime.

Item 15 – Custody

Prime does not custody its clients' assets. Prime's clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains their assets. Prime urges its clients to review such statements carefully and compare them to the account statements that Prime provides. Prime's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies.

Item 16 – Investment Discretion

Prime usually receives discretionary authority through the investment management agreement to select the identity and amount of securities to be bought or sold for its clients. Such discretion is exercised in a manner consistent with the investment objectives that clients give Prime.

Item 17 – Voting Client Securities

Prime does not file responses to class action notices nor vote proxies for its clients. Rather, Prime's sole responsibility is limited to forwarding any proxy voting materials or class action notices to the appropriate client.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial conditions. Prime has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

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Donald L. McDonald
Prime Advisors, Inc.
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860.331.3000

March 28, 2013

This Brochure Supplement provides information about Donald L. McDonald that supplements the Prime Advisors, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Blaine O'Kelley, Prime's Chief Administrative Office, Chief Financial Officer & Chief Compliance Officer at 425.202.2000 or blaine.okelley@primeadvisors.com if you did not receive Prime's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Donald McDonald was born in 1962; and he graduated from Princeton University in 1984 with a Bachelor of Arts in Economics. Before joining Prime in 2009, he was Executive Vice President and Chief Investment Officer for Jefferson Pilot Financial. Before that he held various positions at Conning Asset Management, including President and Chief Investment Officer.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Registered investment advisers are required to disclose all material facts regarding any other business activities engaged in by supervised persons that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 5- Additional Compensation

Registered investment advisers are required to disclose all material facts regarding any compensation supervised persons receive that would be material to your evaluation of those supervised persons providing investment advice. Prime has a commission plan under which Mr. McDonald may qualify for a commission of up to 10% of a new client's first year investment management fee. Whether to award some or all of this commission is within Prime management's sole discretion.

Item 6 - Supervision

Supervision of investment advice begins with Prime's Investment Committee, to which Mr. McDonald belongs. The Investment Committee is headed by Marc Tollefson, who is Prime's Chief Investment Officer, and includes all Portfolio Strategists and Investment Strategists, all Analysts and Prime management. It meets weekly to discuss research and market perspectives, major news, and the opinions of economists and analysts. Once a consensus on any issue has been reached in these meetings, the Portfolio Strategists bring this perspective to the individual client portfolios and have a sound relative value framework with which to evaluate opportunities within the marketplace. In the event that a consensus is not reached, Mr. Tollefson, as Chief Investment Officer, has the final responsibility to determine the appropriate course of action.

Mr. McDonald's investment decisions are reviewed by Blaine O'Kelley, Prime's Chief Administrative Officer, Chief Financial Officer & Chief Compliance Officer, or his designee, for compliance with client investment guidelines. His telephone number is 425.202.2000. Finally, Mr. McDonald reports to Prime's Board of Directors.

Item 1- Cover Page

Frank Conde, CFA, FCAS, MAAA

Prime Advisors, Inc.

22635 NE Marketplace Drive

Redmond, WA 98053

860.331.3000

March 28, 2013

This Brochure Supplement provides information about Frank Conde that supplements the Prime Advisors, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Blaine O'Kelley, Prime's Chief Administrative Office, Chief Financial Officer & Chief Compliance Officer at 425.202.2000 or blaine.okelley@primeadvisors.com if you did not receive Prime's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Frank Conde, CFA, FCAS, MAAA, was born in 1968; and graduated from Cornell University with a Bachelor of Science in Operations Research and Industrial Engineering. Before joining Prime in 1994, Mr. Conde was employed at Tillinghast, a Towers Perrin Company.

The following minimum qualifications are required for Mr. Conde's professional designations:

CFA - Chartered Financial Analyst

Issued by: CFA Institute

Prerequisites/Experience Required:

Candidate must meet one of the following requirements:

- Undergraduate degree and 4 years of professional experience involving investment decision-making, or
- 4 years qualified work experience (full time, but not necessarily investment related)

Educational Requirements: Self-study program (250 hours of study for each of the 3 levels)

Examination Type: 3 course exams

Continuing Education/Experience Requirements: None

FCAS - Fellow of the Casualty Actuarial Society

Issued by Casualty Actuarial Society (CAS)

Requirements

- Completion of 10 exams (currently 9)
- Completion of the CAS course on professionalism
- References from a current member of the CAS on work history

There are no continuing educational requirements

MAAA - Member of the American Academy of Actuaries

Issued by the American Academy of Actuaries

Requirements

- Associateship level in the Casualty Actuarial Society
- A resident of the United States for at least 3 years

Item 3- Disciplinary Information

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Item 4- Other Business Activities

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Item 5- Additional Compensation

Registered investment advisers are required to disclose all material facts regarding any compensation supervised persons receive that would be material to your evaluation of those supervised persons providing investment advice. Prime has a commission plan under which Mr. Conde may qualify for a commission of up to 10% of a new client's first year investment management fee. Whether to award some or all of this commission is within Prime management's sole discretion.

Item 6 - Supervision

Supervision of investment advice begins with Prime's Investment Committee. The Investment Committee is headed by Mr. Tollefson, who is Prime's Chief Investment Officer, and includes all Portfolio Strategists and Investment Strategists, all Analysts and Prime management. It meets weekly to discuss research and market perspectives, major news, and the opinions of economists and analysts. Once a consensus on any issue has been reached in these meetings, the Portfolio Strategists bring this perspective to the individual client portfolios and have a sound relative value framework with which to evaluate opportunities within the marketplace. In the event that a consensus is not reached, Mr. Tollefson, as Chief Investment Officer, has the final responsibility to determine the appropriate course of action.

Supervision also comes from Prime's use of a team approach to managing each client's investment portfolio. The team is comprised of a lead Investment Strategist and a lead Portfolio Strategist. Prime's team approach creates a framework for the efficient flow of information, communication and the broad implementation of the best investment ideas. This portfolio management structure facilitates dialogue, improves overall client service, provides a backup system, and creates a natural monitoring system for the advice Prime's supervised persons provide to its clients.

Mr. Conde's investment decisions are reviewed by Blaine O'Kelley, Prime's Chief Administrative Officer, Chief Financial Officer & Chief Compliance Officer, or his designee, for compliance with client investment guidelines. His telephone number is 425.202.2000. Finally, Mr. Conde reports to Don McDonald, Prime's President and CEO, whose telephone number is 860.331.3000.

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Marc W. Tollefson
Prime Advisors, Inc.
22635 NE Marketplace Drive
Redmond, WA 98053
425.202.2000

March 28, 2013

This Brochure Supplement provides information about Marc W. Tollefson that supplements the Prime Advisors, Inc.'s Brochure. You should have received a copy of that Brochure. Please contact Blaine O'Kelley, Prime's Chief Administrative Officer, Chief Financial Officer & Chief Compliance Officer at 425.202.2000 or blaine.okelley@primeadvisors.com if you did not receive Prime's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Marc W. Tollefson was born in 1958, and graduated University of Puget Sound in 1981 with a Bachelor of Arts in Business. Before joining Prime in 2004, Mr. Tollefson was a Portfolio Manager with Quellos Fixed Income Advisors. Previous to Quellos, Mr. Tollefson was a Vice President and Head Corporate Trader for GE Financial Assurance.

Item 3- Disciplinary Information

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Item 4- Other Business Activities

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Item 5- Additional Compensation

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Supervision also comes from Prime's use of a team approach to managing each client's investment portfolio. The team is comprised of a lead Investment Strategist and a lead Portfolio

Strategist. Prime's team approach creates a framework for the efficient flow of information, communication and the broad implementation of its best investment ideas. This portfolio management structure facilitates dialogue, improves overall client service, provides a backup system, and creates a natural monitoring system for the advice Prime's supervised persons provide to its clients.

Marc Tollefson's investment decisions are reviewed by Blaine O'Kelley, Prime's Chief Administrative Officer, Chief Financial Officer & Chief Compliance Officer, or his designee, for compliance with client investment guidelines. His telephone number is 425.202.2000. Finally, Marc Tollefson reports to Don McDonald, Prime's President and CEO, whose telephone number is 860.331.3000.

Item 1- Cover Page

Douglas Clark
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22635 NE Marketplace Drive
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Item 2- Educational Background and Business Experience

Douglas Clark was born in 1971; and he graduated from the University of Washington with a Bachelor of Arts in Business Administration (Finance, Economics & Information Systems) in 1992. He has been employed with Prime since 1992.

Item 3- Disciplinary Information

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Item 4- Other Business Activities

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Item 5- Additional Compensation

Registered investment advisers are required to disclose all material facts regarding any compensation supervised persons receive that would be material to your evaluation of those supervised persons providing investment advice. Prime has a commission plan under which Mr. Clark may qualify for a commission of up to 10% of a new client's first year investment management fee. Whether to award some or all of this commission is within Prime management's sole discretion.

Item 6 - Supervision

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Supervision also comes from Prime's use of a team approach to managing each client's investment portfolio. The team is comprised of a lead Investment Strategist and a lead Portfolio Strategist. Prime's team approach creates a framework for the efficient flow of information,

communication and the broad implementation of the best investment ideas. This portfolio management structure facilitates dialogue, improves overall client service, provides a backup system, and creates a natural monitoring system for the advice Prime's supervised persons provide to its clients.

Mr. Clark's investment decisions are reviewed by Blaine O'Kelley, Prime's Chief Administrative Officer, Chief Financial Officer & Chief Compliance Officer, or his designee, for compliance with client investment guidelines. His telephone number is 425.202.2000. Finally, Mr. Clark reports to Mr. Tollefson, whose telephone number is 425.202.2000.

Item 1- Cover Page

Robert J. MacMillan
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Redmond, WA 98053
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Item 2- Educational Background and Business Experience

Robert J. MacMillan was born in 1957; and he graduated from Seattle University in 1982 with a Bachelor of Arts in Business Administration (Finance). Before joining Prime in 1997, he was a Municipal Bond Trader/Underwriter with Dain Bosworth, and with U.S. Bank before that.

Item 3- Disciplinary Information

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Item 4- Other Business Activities

Registered investment advisers are required to disclose all material facts regarding any other business activities engaged in by supervised persons that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 5- Additional Compensation

Registered investment advisers are required to disclose all material facts regarding any compensation supervised persons receive that would be material to your evaluation of those supervised persons providing investment advice. Prime has a commission plan under which Mr. MacMillan may qualify for a commission of up to 10% of a new client's first year investment management fee. Whether to award some or all of this commission is within Prime management's sole discretion.

Item 6 - Supervision

Supervision of investment advice begins with Prime's Investment Committee. The Investment Committee is headed by Marc Tollefson, who is Prime's Chief Investment Officer, and includes all Portfolio Strategists and Investment Strategists, all Analysts and Prime management. It meets weekly to discuss research and market perspectives, major news, and the opinions of economists and analysts. Once a consensus on any issue has been reached in these meetings, the Portfolio Strategists bring this perspective to the individual client portfolios and have a sound relative value framework with which to evaluate opportunities within the marketplace. In the event that a consensus is not reached, Mr. Tollefson, as Chief Investment Officer, has the final responsibility to determine the appropriate course of action.

Supervision also comes from Prime's use of a team approach to managing each client's investment portfolio. The team is comprised of a lead Investment Strategist and a lead Portfolio

Strategist. Prime's team approach creates a framework for the efficient flow of information, communication and the broad implementation of the best investment ideas. This portfolio management structure facilitates dialogue, improves overall client service, provides a backup system, and creates a natural monitoring system for the advice Prime's supervised persons provide to its clients.

Mr. MacMillan's investment decisions are reviewed by Blaine O'Kelley, Prime's Chief Administrative Officer, Chief Financial Officer & Chief Compliance Officer, or his designee, for compliance with client investment guidelines. His telephone number is 425.202.2000. Finally, Mr. MacMillan reports to Mr. Tollefson, whose telephone number is 425.202.2000.