

**Name of Investment
Adviser:**

Acropolis Investment Management, LLC

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This document is a brochure which we provide to clients and prospective clients. It replaces our Form ADV Part 2 which was most recently updated as of March 10, 2014.

This brochure provides information about the qualifications and business practices of Acropolis Investment Management, LLC. If you have any questions about the contents of this brochure, please contact us at 888-882-0072 or dw@acrinv.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Acropolis Investment Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Acropolis Investment Management, LLC is a registered investment adviser with the U.S. Securities and Exchange Commission. This registration does not imply a certain level of skill or training.

The date of this brochure is **March 10, 2015**

Item 2 Material Changes

Acropolis Investment Management, LLC previously filed a brochure with the Investment Adviser Registration Depository dated March 10, 2014. The following material information has been added since the previous filing:

- We recently launched Ullico Retirement Solutions (which we refer to as "URS"), a financial product solution and investment platform for sponsors of defined contribution retirement plans relating to labor organizations, through our new sub-advisory relationship with Ullico Investment Advisors, Inc. *See "Advisory Business," "Fees and Compensation," "Types of Clients" and "Other Financial Industry Activities and Affiliations."*

You may obtain a copy of our current brochure via our website at www.acrinv.com or by sending a written request to:

Acropolis Investment Management, LLC
ATTN: Chief Compliance Officer
14755 North Outer 40, Suite 100
Chesterfield, Missouri 63017

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Item 4 Advisory Business

Acropolis Investment Management, LLC is a fee-only wealth management firm which has been in business since 2002. Our advisory services are described below.

Our Advisory Services. We provide financial advisory and investment management services to:

- Individuals (including trusts and estates);
- Institutional clients including corporations, other business entities, banks, insurance companies, labor organizations, university endowments and charitable organizations;
- Company sponsored retirement plans; and
- Multiemployer and other retirement plans for members of labor organizations.

Individual Investment Management Services. We assist individual investors in formulating their investment objectives, policies and constraints in order to develop individual investment programs. To develop a client's investment program, we first conduct an initial client interview to obtain detailed financial information and other relevant data to determine the appropriate investment guidelines, risk tolerance and other factors pertinent to the client's current financial situation and objectives. Once we have an understanding of the client's investment objectives, investment time horizon and risk tolerance, we develop a recommended investment program to meet their stated goals. The investment program is detailed in an Investment Policy Statement, which we discuss and review with the client, and require the client to sign, prior to making the initial investments. We generally have full trading discretion for our individual investment management services.

The primary investments we employ in the management of client portfolios include individual stocks, bonds, exchange-traded funds and products that are managed by third parties such as mutual funds and separately managed accounts. However, depending upon a client's preferences and our recommendations, other types of investments may be used if deemed suitable for the client and not otherwise restricted by the client as outlined in the client's Investment Policy Statement.

A client's portfolio may be invested in private placement securities, including securities issued by privately-held companies, where suitable for the client. However, as a matter of policy, we will not invest any part of a client's portfolio in a private placement without prior written consent of the client.

Institutional Advisory Services. We provide institutional clients with portfolio management services that include fixed income only securities, equity only securities and blended portfolios of equities and fixed income. These services are available for financial institutions, not-for-profit organizations, pension funds, insurance companies, corporate operating accounts, family offices, and endowment accounts. The execution of these services may be provided on a fully discretionary or non-discretionary basis depending upon the objectives of the institution.

Company Sponsored Retirement Plan Advisory Services. Through our Acropolis Retirement Plan Solutions program, we provide investment advice to various company sponsored retirement plans such as 401(k) plans. As a fiduciary adviser, we assist the plan sponsor with the selection of the investment line-up for plan participants and provide corresponding general information materials and educational sessions to plan participants to enable each participant to direct the investment selection for his or her own plan retirement account. Where we agree to act as a fiduciary solely under ERISA Section 3(21), we do not take discretionary control over the investment selections for the plan, and the plan sponsor makes all decisions regarding the selection of the investment line-up for the plan. Where we also agree to act as a fiduciary under ERISA Section 3(38), we have the discretion to implement and/or change any selection for the investment line-up for the plan. In all cases, we have no authority to make investment decisions on behalf of plan participants. Upon request, we will also meet or speak with participants on an individual basis to provide investment education.

Ullico Retirement Solutions. We offer Ullico Retirement Solutions (which we refer to as "URS") through our sub-advisory relationship with Ullico Investment Advisors, Inc., an SEC-registered investment adviser ("UIA"). URS is a financial product solution and investment platform through which Acropolis and UIA cooperate to provide investment advice relating to defined contribution, individual and pooled account retirement plans to employers that employ bargaining unit employees, labor organizations that employ individuals in furtherance of their exempt activities, and trustees or other sponsors of multiemployer plans. As a sub-adviser through URS, we assist each plan sponsor with the selection of the investment line-up for plan participants and provide corresponding general information materials and educational sessions to plan participants to enable each participant to direct the investment selection for his or her own plan retirement account. Where we agree to act as a fiduciary solely under ERISA Section 3(21), we do not take discretionary control over the investment selections for the plan, and the plan sponsor makes all decisions regarding the selection of the investment line-up for the plan. Where we also agree to act as a fiduciary under ERISA Section 3(38), we have the discretion to implement and/or change any selection for the investment line-up for the plan. In all cases, we have no authority to make investment decisions on behalf of plan participants. Upon request, we will also meet or speak with participants on an individual basis to provide investment education.

Assets Under Management. As of December 31, 2014, we manage total client assets of \$1,000,667,194 including \$874,202,300 of assets we managed on a discretionary basis and \$126,464,893 of assets we managed on a non-discretionary basis.

In addition, to the assets above for which Acropolis provides continuous and regular supervisory or management services, Acropolis also provides investment advice to 29 company sponsored retirement plans with approximately 2,300 participants and over \$164 million in plan assets. Acropolis also provides consulting service to two Bank Portfolios with over \$600 million in investment assets.

Our Principal Owners. We are owned by four of our management employees, who we refer to as our "partners." Our two principal owners, each of whom owns between 25% and 50% of Acropolis, are Christopher B. Lissner and David B. Ott.

Item 5 Fees and Compensation

The fees we charge vary for our three principal categories of clients: (1) individuals (including trusts and estates), (2) institutional clients, and (3) company sponsored retirement plans. Fees may be negotiable based upon portfolio size, level of discretion, the portfolio asset classes to be managed and other factors. Acropolis provides investment supervisory services to full time employees at no fee.

Individual Advisory Fee Schedule. Individual clients pay fees based on the fee schedule set forth in the following table. At our discretion, certain individual positions within a client's account may be excluded from billing, such as a low cost basis legacy position.

Private Client Fee Schedule *			
Tier 1	1.25%	on first	\$ 500,000
Tier 2	1.15%	on next	\$1,000,000
Tier 3	1.00%	on next	\$1,500,000
Tier 4	0.85%	on next	\$2,500,000
Tier 5	0.75%	on next	\$5,000,000
Tier 6	0.40%	on all additional funds	
* Fees may be negotiable			

Institutional Advisory Fee Schedule. Institutional clients pay fees based on the fee schedules set forth in the following tables.

Institutional Fee Schedule *			
Tier 1	0.80%	on first	\$5,000,000
Tier 2	0.50%	on next	\$10,000,000
Tier 3	0.40%	on next	\$25,000,000
Tier 4	0.35%	on next	\$25,000,000
Tier 5	0.30%	on next	\$50,000,000
Tier 6	0.25%	on all additional funds	
* Minimum annual fee \$10,000. Fees may be negotiable			

Institutional Fixed Income Only Fee Schedule *			
Tier 1	0.80%	on first	\$5,000,000
Tier 2	0.50%	on next	\$10,000,000
Tier 3	0.40%	on next	\$25,000,000
Tier 4	0.35%	on next	\$25,000,000
Tier 5	0.30%	on next	\$50,000,000
Tier 6	0.25%	on all additional funds	
* Minimum annual fee \$10,000. Fees may be negotiable			

General Information Regarding Individual and Institutional Advisory Fees. Our individual and institutional clients pay fees for our individual and institutional advisory services based upon the market value of the client's account on the last day of the applicable billing period. Individual advisory fees are adjusted for any deposits and withdrawals during the period that adjust the bill by more than \$100. We generally bill individuals quarterly after the end of the calendar quarter for services performed during the completed quarter. We generally bill institutions monthly after the end of the month for services performed during the completed month. Fees for a partial period at the initiation and termination of the agreement will be prorated based upon the number of days we managed the assets. A client has a right to terminate an agreement without penalty within five business days after entering into the agreement.

For purposes of calculating our fees, we value securities based on the client's custodian. Custodians typically will use the closing price for all listed securities and either a third party pricing service or matrix pricing for non-listed, fixed-income securities. Other securities or investments in a client's account that the custodian does not price will be valued in a manner we determine in good faith to reflect fair market value. For investments in privately-held companies,

we will generally value the investment at its initial cost until circumstances indicate that a new fair market value for the investment is appropriate. The value of fixed income investments includes interest which has been accrued but not yet paid.

Unless we agree otherwise with a client, the client authorizes us to deduct any and all fees when due from the assets held in the client's accounts. A client generally receives a statement of management fees 7-10 business days prior to the fees being debited from the client's accounts. In the event that we have agreed to bill the client directly but the client fails to pay any invoice within 30 days of the date of the invoice, the client authorizes us to debit the fees from the client's accounts.

Our fees do not include additional fees which may be incurred for the implementation of securities transactions or custodial fees. See "Brokerage Practices" beginning on page 11 of this brochure for additional information. Further, in cases where a client owns mutual funds, exchange-traded index funds, or other investment company shares or we have invested client assets in separately managed accounts, the client may pay two levels of management fees: one to Acropolis and one to the entity managing the investment. We will consider such fees prior to investing in any products which would result in the client paying additional advisory fees.

The services we offer may be available from other vendors at higher or lower fees.

Company Sponsored Retirement Plan Fees. Fees for investment advisory services for company sponsored retirement plans are based upon a percentage of the market value of all assets in the plan. We do not retain any 12b-1 fees paid by the mutual fund companies. We refund any 12b-1 or related fees we may receive back to the plan.

The fees for company sponsored retirement are based on whether we act in an ERISA Section 3(21) role ("3(21)") or an ERISA Section 3(38) role ("3(38)"). Depending our role, the fees are as follows subject to a minimum fee of \$9,000 or \$12,000 respectively, depending on whether we are acting in 3(21) or 3(38) roles:

Retirement Plan Fee Schedule				
	3(21)	3(38)		
Tier 1	\$9,000	\$12,000	on first	\$1,000,000
Tier 2	0.40%	0.52%	on next	\$9,000,000
Tier 3	0.30%	0.42%	on next	\$15,000,000
Tier 4	0.25%	0.37%	on next	\$55,000,000
Tier 5	0.20%	0.32%	on next	\$75,000,000
Tier 6	0.15%	0.27%	on all additional funds	

All fees may be negotiable.

Fees for on-site education may be billed separately in addition to the above fee schedule depending on the number and location of offices and frequency of visits.

Fees are billed after the end of the calendar quarter for services performed during the completed quarter. The fee will be based on the account value on the last business day of the preceding quarter or the last day of contractual arrangement and will be due the following business day. We are authorized to invoice the record keeper directly for our fees. The record keeper and/or the custodian do not verify the accuracy of the fee calculation. All investment management fees are deducted from plan assets, unless otherwise requested by the plan sponsor.

Ullico Retirement Solutions

Our fees for URS are based on a fee sharing arrangement with UIA. UIA is responsible for charging and collecting fees from the plan sponsors enrolled in the program, and UIA pays us our portion of the fees upon UIA's receipt of the fees. Fees are based on the market value of all assets in the plan enrolled in URS. The total UIA fees charged are identical to the Retirement Plan Fee Schedule table above, except, we only retain 85% of the fees. UIA may charge additional fees that Acropolis does not participate in. All fees under the URS platform may be negotiable.

Our fees for on-site education may be billed separately in addition to the above fee schedules depending on the number and location for our visits and the frequency of visits, and such fees for our on-site education are not shared with UIA. UIA may also charge a separate, additional fee for a plan enrolled in URS which would not be shared with us.

Fees are billed after the end of the calendar quarter for services performed during the completed quarter. The fee will be based on the account value on the last business day of the preceding quarter or the last day of contractual arrangement and will be due the following business day. We are authorized to invoice the record keeper directly for our fees. The record keeper and/or the custodian do not verify the accuracy of the fee calculation. All investment management fees are deducted from plan assets, unless otherwise requested by the plan sponsor.

Consulting Services

Acropolis provides investment advice on a negotiable retainer or monthly fixed fee for certain institutional clients who do not desire ongoing supervisory investment management services. These fees may be negotiable at Acropolis' sole discretion based upon the complexity of the client situation and the level of services and reporting provided. Consulting services may include, but are not limited to, fixed income execution, asset/liability management, cash management and business feasibility studies.

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

Neither Acropolis nor any of its supervised persons accepts performance-based fees as defined under applicable SEC rules.

Item 7 Types of Clients

We provide investment advisory services to a wide range of clients including:

- Individuals (including trusts and estates)
- Corporations
- Banks
- Pension Plans
- University Endowment funds
- Charitable and Not for Profit Institutions
- Company Sponsored retirement plans (including 401k and 403b plans)
- Multiemployer and other retirement plans for members of labor organizations
- Other pooled investment vehicles (e.g. hedge fund)

Account Minimums. We require a \$1,000,000 minimum account size. Clients introduced to Acropolis through the Schwab Advisor Network™ have a minimum account size of \$500,000. We may reduce or waive such minimums where we think it is appropriate to do so. There is no minimum account size for URS clients.

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

The portfolio decision-making process begins with asset allocation. In general, we seek tax-efficient strategies and securities whenever possible and practicable and seek to keep turnover and the related transaction costs low.

The Investment Committee uses historic long-term commercial and academic data to estimate the risk, return and correlation properties of a variety of asset classes. Various models are then used to create a balanced portfolio with an allocation to stocks and bonds based on the client's situation.

To create the equity allocation, we begin with the MSCI World index and adjust our allocation weights between US and non-US investments to reflect a 'home bias' since our clients are principally US citizens living in the US.

The domestic equity allocation is a combination of large, mid, small and micro-cap allocations. We use various products such as mutual funds and exchange-traded funds (ETFs) to overweight size, value and momentum within our domestic equity allocation. Real Estate Investment Trusts (REITs) are also considered part of our domestic equity allocation.

In large cap, we also invest in individual stocks that we believe are highly profitable businesses using metrics by Novy-Marx that are also priced at a discount. Various metrics are used to evaluate business quality such as return on invested capital, debt-to-equity and earnings-to-growth. Various valuation metrics are also used to estimate relative value such as price-earnings and price-book in addition to Morningstar Equity Select Discounted Cash Flow (DCF) models to estimate intrinsic value.

The non-US equity allocation is created using mutual funds and ETFs for developed and emerging markets and the same process is used to overweight size and value overseas.

For the bond allocation, we focus on interest rate sensitivity and credit quality and use mutual funds, ETFs and individual bonds. We evaluate the tax status of each client account to determine whether bonds with specific tax treatments apply (municipal bonds for example) and invest all clients in a diversified portfolio that includes government, mortgage, corporate and global bond exposure.

Investing in securities of any kind involves a risk of loss. We do not guarantee the future performance of any client's account or any specific level of performance or success of any investment decision, determination or strategy that we may use in the management of a client's account.

Although our asset allocation models are designed to reflect our client's risk tolerance, any investment strategy inherently involves risk. Risks that may have an adverse effect on a client's investments managed by us include the following:

- The success of a client's investment strategy will depend on the management, skill and acumen of the members of our investment team involved in managing the client's account.
- The success of our investment strategy may be significantly and adversely affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of our clients' investments.
- Certain types of investments may be subject to specific risks. For example, bonds may be sensitive to fluctuations in interest rates; CMOs, REMICS and other real estate investments may be subject to risks relating to commercial and residential real estate markets; investments in securities outside the U.S. may be subject to currency exchange rate fluctuations; and equity investments may be subject to volatility in the stock markets.

Item 9 Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Item 10 Other Financial Industry Activities and Affiliations

Neither Acropolis nor any of its management persons have any other financial industry activities or affiliations required to be disclosed in this brochure.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We permit our employees, partners and related persons to engage in personal trading for their own accounts and this includes trading in the same securities as in our client accounts. We have policies to prevent a conflict of interest from occurring in these transactions so that our related persons do not compete with clients, or trade in conflict with, or in any way trade securities to the detriment of, our clients. Employees may only execute such transactions for their own accounts at the same time or after all pending orders for client accounts have been executed.

We have adopted a Code of Ethics that sets forth high ethical standards of business conduct based on the principle that we and our employees owe a fiduciary duty to clients. In complying with this duty, advisory personnel must avoid activities or interests that might interfere with making decisions in the best interests of clients.

Our Code of Ethics also includes policies and procedures for the review of employee transactions as well as initial and annual securities holdings reports that must be submitted by our related persons. Among other things, our Code of Ethics also requires prior approval of any acquisition of securities in a limited offering (e.g. private placement) or an initial public offering. Our Code of Ethics also includes oversight, enforcement and recordkeeping provisions. Each person subject to the Code of Ethics is required to report all violations of which such person becomes aware to our Chief Compliance Officer. A copy of our Code of Ethics is available to our clients free of charge upon written or oral request to the Chief Compliance Officer at our principal office.

Our employees, partners and related persons may place trades for their own personal accounts that differ from advice given to our clients. We are not obligated to buy, sell or recommend a client for any security or other investment that we may buy, sell or recommend for any other client or for our own accounts.

Transactions in a specific security may not be accomplished for all clients' accounts at the same time or at the same price. In the event that an employee account is participating in an aggregated transaction and there is a partial fill, the employee account, regardless of size, will be the last filled.

Where we believe that a financial interest by us or our related persons in an investment may result in a conflict of interest, we will disclose the nature of the potential conflict of interest to the client in writing before the completion of the investment and will obtain the consent of the client prior to such investment.

From time-to-time we may make an error when placing a trade in a client account. Our policy require us to review all errors and determine the cause and if we can amend our procedures to reduce similar errors. In addition, while our policy allows for netting of losses and gains due to trade errors within a specific client account, if a net gain results, the net gain will normally remain in the client account. If a net loss occurs in a client account, Acropolis will reimburse the client for the loss.

Item 12 Brokerage Practices

Brokerage/Custodian Selection. We require all clients to use one of our approved brokerage firms/custodians. All trades of listed stocks are executed online directly with the client's custodian. We do not accept directed brokerage.

Our approved custodians must be able to fulfill all obligations to the client on a competitive basis. When approving a custodian, we consider, among other things, its execution capabilities, financial stability, ability to maintain confidentiality, technology and ability to obtain the best price. We do not accept commissions, equipment, products or research service in exchange for suggesting custodians to clients. We strive to have accounts set up at brokerage firms that offer competitive commission schedules for listed stocks and do not direct order flow to firms charging an above market rate in exchange for research or other services. We do, however, participate in programs with each of our approved custodians that offer additional benefits to Acropolis and its clients. See "Additional Benefits" below for more information.

Our clients may currently choose between two approved custodians:

- Charles Schwab & Co., Inc., a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation (SIPC); or
- TD Ameritrade Institutional, a division of TD Ameritrade, Inc., member FINRA/SIPC/NFA.

Other custodial relationships may be established from time to time to accommodate a client's needs and preferences as in the case of a corporate trustee. Each approved custodian offers services which include custody of securities, trade execution, clearance and settlement of transactions. Even though we may recommend specific custodians, each client should evaluate each custodian to ensure that the custodian selected is best suited for their particular situation.

We may receive client referrals from Schwab and pay compensation for those referrals. See "Client Referrals and Other Compensation" beginning on page 15 for more information.

Other Brokers. Trades other than listed stocks may be executed through a broker other than the client's custodian. With respect to over-the-counter securities, we maintain full discretion on the selection, purchase and sale, and the amount paid for all over-the-counter securities within the guidelines agreed to for each individual client, unless otherwise agreed by both parties. We will also maintain full discretion on the selection of broker/dealers used in the purchase and sale of over the counter securities.

For over-the-counter fixed income and non-dollar trades, we have the discretionary authority to pick a broker other than the client's custodian to execute a trade. Clients must qualify for prime brokerage to participate in these transactions. To qualify for prime brokerage transactions, the client must have and maintain a minimum account value of \$100,000 and sign the appropriate prime brokerage paperwork with the custodian. We use this discretionary authority to trade away from the custodian when purchasing or selling fixed income securities only. It is not used in all cases. Each trade placed at a broker other than the client's selected custodian results in a clearing charge of approximately \$25. We will shop for the best bid and offer on generic products and execute with the best price. For non-generic products, we will shop the market to determine the relative value of securities and will execute based upon the best price and availability.

Additional Benefits. We participate in back office and support programs sponsored by each custodian: referred to as the Schwab Advisor Services (formerly Schwab Institutional) program; and TD Ameritrade Institutional, called the TD Ameritrade Institutional Program. We receive some benefits and additional services through our participation in these programs, including trading platforms and data interfaces, which we believe are essential to our service arrangements and capabilities. As part of our fiduciary duties to our clients, we endeavor at all times to put the interests of our clients first. While there is no direct linkage between the investment advice given and participation in these programs, economic benefits are received which would not be received if we did not give investment advice to clients. This creates a potential conflict of interest and may indirectly influence our choice of custodians for brokerage services.

Schwab Advisor Services. We may recommend that a client establish brokerage accounts with Schwab Advisor Services (formerly Schwab Institutional). Schwab Advisor Services is a business segment of the Charles Schwab Corporation serving independent investment advisers. Charles Schwab & Co., Inc. is a FINRA registered broker-dealer and a member of SIPC. Although we may recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. We are independently owned and operated and not affiliated with Schwab.

Schwab provides us with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Advisor Services. These services are not contingent upon Acropolis committing to Schwab any specific

amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are generally available only to institutional investors or would require a significantly higher minimum initial investment.

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

Schwab Advisor Services also makes available to us other products and services that benefit us but may not directly benefit our client's accounts. Many of these products and services may be used to service all or some substantial number of Acropolis accounts, including accounts not maintained by Schwab. These products and services that assist us in managing and administering clients' accounts include software and other technology that (1) provide access to client account data (such as trade confirmations and account statements); (2) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (3) provide research, pricing and other market data; (4) facilitate payment of our fees from client accounts; and (5) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help us manage and further develop our business enterprise. These services may include: (1) compliance, legal and business consulting; (2) publications and conferences on practice management and business succession; and (3) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to us. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or part of the fees of a third-party providing these services to us. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of our personnel.

In evaluating whether to recommend or require that our clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely the nature, cost or quality of custody and brokerage services provided. Clients should be aware, however, that the receipt of economic benefits by us in and of itself creates a potential conflict of interest because we may have an incentive to recommend.

TD Ameritrade Institutional. Acropolis also participates in the TD Ameritrade institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment Advisors

services which include custody of securities, trade execution, clearance and settlement of transactions.

Acropolis receives some benefits from TD Ameritrade through its participation in the program. The benefits received by us or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. These benefits include the following products and services provided without cost or at a discount: (1) receipt of duplicate statements and confirmations; (2) access to a trading desk serving adviser participants; (3) access to block trading which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts; (4) the ability to have advisory fees deducted directly from client accounts; (5) access to an electronic communications network for client order entry and account information;

Aggregating Trades. We may or may not choose to aggregate orders depending upon the circumstances. Employees may participate in aggregated orders. All non-aggregated trades are executed on a client-by-client basis.

In the event that a security is either added or removed from the approved securities list and multiple client accounts are affected, each client that participates in an aggregated order will participate at the average share price for all transactions for clients at each custodian in that security on a given business day. Given that there may be more than one custodian involved, clients may receive different prices based upon the time the order is entered and executed. We will not favor the clients of any given custodians and will enter orders involving multiple custodians on a random basis.

Transaction costs will be shared pro-rata based on each client's participation in the transaction or as assigned by the custodian for each account. We will prepare, before entering an aggregated order, a written statement (Allocation Statement) specifying the participating client accounts and how it intends to allocate the order among those clients. In the event of a partially filled transaction, we will fill the smallest orders first in whole lots to the extent possible in order to minimize client transaction costs. As there are many possible different partial allocation scenarios, it is our objective to allocate in such a manner as to minimize the transaction costs for a given trade taking into consideration the relative size of the trade and impact upon each individual account. In the event that there is a partial fill on an aggregated transaction in which any employee account was included, the employee account, regardless of size, will be the last filled.

Item 13 Review of Accounts

Individual Portfolio Reviews. We review portfolios for our individual clients on a continuous basis. We have two levels of performance review. First, securities invested in any clients' portfolios are reviewed continuously by one of the firm's equity analysts. Any change in the analyst's opinion with regard to a particular security triggers a review of the accounts holding the security by the portfolio manager assigned to those accounts. The portfolio managers will then determine, based on each client's individual situation, whether the client should continue to hold that security.

Our security analysts monitor for meaningful changes in general market conditions and individual securities held across accounts throughout the trading day. The individual securities may be influenced by press releases, financial reports, analyst and rating agency reports, changes in corporate structure due to debt and equity issuance or the announcement of mergers and acquisitions.

Second, each account is assigned to a Portfolio Manager and a Portfolio Administrator. Together, they are responsible to ensure that the account is invested according to the client's objectives as outlined in the client's Investment Policy Statement. Formal client account reviews are typically performed on a regular basis coordinated with the end of the month results. These reviews may also include a meeting with the client either in person or by telephone to discuss whether or not the client has had any material changes that would warrant a redirection of the client's investment objectives, to discuss possible tax issues and/or to review the past quarter's performance. These reviews may include an analysis of the asset mix, weighting for each category, and a comparison to the stated guidelines for the account. The portfolios will also be reviewed for compliance with asset quality, tax strategy, and diversification and concentration guidelines. Periodic portfolio adjustments may be made to fine tune the asset mix relative to diversification and concentration guidelines based upon the degree of variance from the desired levels.

Adjustments for asset quality will be made in a timely manner if the portfolio experiences a decrease in asset quality. Acropolis seeks to have an average ratio of no more than 100 clients to one portfolio manager. The portfolio manager will perform the portfolio reviews at least quarterly and will consult with the security analyst regarding any investment decisions. Portfolio managers will report to the partners of the firm and are directed to act at all times in the sole interest of the client. The portfolio managers and the partners will meet no less than bi-monthly as a group to discuss general market conditions, issues related to specific asset types or securities, and to address general questions and topics that may come up from time to time.

Institutional Portfolio Reviews. We monitor client portfolios for our institutional clients regularly to ensure compliance with the objectives established by the client. Individual bonds are monitored for structural changes due to embedded options, credit quality, press releases, financial reports, analyst and rating agency reports, changes in corporate structure due to debt and equity issuance, or the announcement of mergers and acquisitions.

We maintain a regular dialogue with the institution to coordinate the portfolio with the stated objectives.

A portfolio manager performs the reviews. Each portfolio manager may be assigned up to 10 institutional portfolios. Portfolio reviews are performed on a regular basis. The portfolio manager reports to our President and is directed to act at all times in the sole interest of the client. Upon performing reviews, the portfolio managers immediately bring any downgrade credit issues to the President's attention so that appropriate action can be taken on a timely basis. The portfolio managers and the President meet weekly as a group to discuss general market conditions, issues related to specific asset types or securities and to address general questions and topics that may come up from time to time.

Investment Management Reporting Service. Our individual clients receive quarterly written reports including the following:

- ***Asset Allocation:*** A comparison of the client's actual asset allocation to target allocation defined in the client's Investment Policy Statement.
- ***Performance Summary:*** A reconciliation of the account since inception, quarter to date and year to date in dollar terms summarizing all contributions and withdrawals and income net of expenses.
- ***Portfolio Statement:*** A consolidated report of all of the client's holdings across all taxable and IRA accounts identified by asset class and industry sector.
- ***Billing Statement:*** A calculation of the asset management fee charged for the quarter.

In addition to the reports we provide, our clients also receive trade confirmations as well as a monthly statement from their custodian showing positions and activity including contributions and withdrawals.

Institutional Reporting Service. We provide written reports to institutional clients as agreed upon and can vary based on each client's individual needs.

Item 14 Client Referrals and Other Compensation

Schwab Advisor Network. We receive client referrals from Schwab through our participation in the Schwab Advisor Network™ (the "Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with us. Schwab does not supervise us and has no responsibility for our management of client portfolios or our other advice or services. We pay Schwab fees to receive client referrals through the Service. Our participation in the Service may raise potential conflicts of interest described below.

We pay Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee we pay equals a percentage of the value of the assets in the client's account. We pay Schwab the Participation Fee so long as the referred client's account remains in custody at Schwab. Schwab bills Acropolis for the Participation Fee quarterly and Schwab may increase, decrease or waive the Participation Fee from time to time.

We pay the Participation Fee, not the client. We do not charge clients referred through the Service fees or costs greater than the fees or costs we charge other clients with similar portfolios.

We generally pay Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from, Schwab. This fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab.

The Non-Schwab Custody Fee is higher than the Participation Fees we generally would have paid in a single year. Thus, we will have an incentive to recommend that client accounts referred through the Service be held in custody at Schwab. The Participation Fee and Non-Schwab Custody Fee will be based on assets in accounts of clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, we will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit our fees directly from the accounts. For accounts of our clients maintained in custody at Schwab, Schwab will not charge the clients separately for custody but will receive compensation from the clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed at broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealers' fees.

Thus, we may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. We, nevertheless, acknowledge our duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for our other clients.

Thus, trades for accounts in custody at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Other Solicitor Arrangements. We may adopt one or more incentive plans which provide for cash payments to our employees who develop and/or refer new business to us. These referral programs and incentives will not change the fees any client pays for advisory services.

Item 15 Custody

Unless we agree otherwise with a client, the client authorizes us to deduct any fees when due from the assets held in the client's accounts. In the event that we have agreed with a client to bill the client directly but the client fails to pay the invoice within 30 days of the date of the invoice, the client authorizes us to debit our fees from the client's account. Other than this authority to deduct our fees from client accounts, we do not maintain any custody over client assets. Instead, all client assets are held with custodians who are "qualified custodians" under applicable SEC rules. See "Brokerage Practices – Brokerage/Custodian Selection" beginning on page 11 for more information about our approved custodians.

Each custodian provides monthly account statements directly to their clients. These statements report all activity in the account and the balance of the account at the end of each month. Clients should carefully review those statements.

On a quarterly basis, we issue reports to clients illustrating the performance of their accounts. Clients are contacted periodically to discuss the reports and review their objectives and situation for any adjustments or changes. We urge clients to compare their account statements from their custodian with those they receive from Acropolis.

Item 16 Investment Discretion

Clients generally agree to grant us full trading discretion. If a client grants us such trading discretion, that authority is granted through the client agreement as well as a limited power of attorney through their custodian. We will then have the authority and ability to determine asset selection, pricing and timing of purchases and sales of individual securities without prior approval from the client. This includes the authority to direct the investment and reinvestment of any and all assets in client accounts in any type of security or any type of program as deemed to be appropriate by us and not prohibited under the client's Investment Policy Statement to achieve the stated goals of the client. This also includes the authority to vote client proxies.

Item 17 Voting Client Securities

We provide all clients with a summary of our proxy voting policies and procedures. We only exercise proxy-voting discretion over client securities in the instances where clients give us discretionary authority to vote on their behalf.

We vote client shares primarily in conformity with Glass, Lewis & Co., LLC recommendations. Glass Lewis is a neutral third party that provides proxy advisory services and issues recommendations based on its own internal guidelines. We may vote client shares inconsistent with Glass Lewis recommendations if we believe it is in the best economic interest of our clients and such a vote was not influenced by, and did not result from, a conflict of interest. We vote client shares via ProxyEdge, an electronic voting platform provided by Broadridge Financial Solutions, Inc. Additionally, ProxyEdge retains a record of proxy votes for each client.

We differentiate proxy issues into two classes: direct financial decisions and corporate governance issues. We define direct financial decisions as those that will have a direct and immediate effect on the value of holdings of our clients such as tender offers, mergers, shares in lieu of cash and share exchange offers. Corporate governance issues include, but are not limited to, issues such as selection of independent auditors, selection of board members, employee compensation issues, corporate structure and shareholder rights and social policy issues.

Any issue that has a direct financial impact on our clients' holdings will be addressed and appropriate action taken to maximize the financial benefit to each of our clients individually. It should be noted that it is possible that we may cast different votes on the same issue for given clients, depending upon what is in each client's best interest as it relates to their individual situation and after-tax impact of the actions taken. We generally vote in conformity with Glass Lewis on all corporate governance issues. Clients and prospective clients may contact us to obtain a copy of the firm's policy and procedures including specific examples of voting guidelines for the types of proposals that are frequently presented.

Item 18 Financial Information

We are not aware of any financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients. We are not required to provide a balance sheet because: 1. we do have discretionary authority or custody of client funds; and 2. we do not require prepayment of fees by clients.