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Form ADV Part 2A Brochure for All Services

3/27/2015

This brochure provides information about the qualifications and business practices of ProManage, LLC. If you have any questions about the contents of this brochure, please contact us at (312) 456-0665. 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.

You should review this brochure and any subsequent revisions for information regarding ProManage, LLC and its advisory services before becoming a client. Registration with the SEC does not imply a certain level of skill or training.

Additional information about ProManage, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You may search this site by a unique identifying number, known as a CRD number. ProManage's CRD number is 133357.

Item 2

Material Changes

Since our March 25, 2014 annual update to our Form ADV Part 2A Brochure for All Services the only material changes have been:

- We revised the sections Advisory Business and Methods of Analysis to correspond to ProManage's latest Investment Methodology Statement.
- In Other Financial Industry Activities and Affiliations, we added information about the Chief Investment Officer's ownership of a state-registered investment advisor and steps taken to prevent conflicts of interest.

Table of Contents

Material Changes	2
Advisory Business	4
Fees and Compensation.....	9
Performance-Based Fees	12
Types of Clients.....	12
Methods of Analysis, Investment Strategies and Risk of Loss	13
Disciplinary Information	15
Other Financial Industry Activities and Affiliations	15
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	16
Brokerage Practices	17
Review of Accounts	18
Client Referrals and Other Compensation	19
Custody	19
Investment Discretion	20
Voting Client Securities	20
Financial Information.....	20

Item 4

Advisory Business

ProManage and Principal Ownership

ProManage has been providing managed account or asset allocation services to retirement plans since 1999, first as Strategic Financial Concepts and then after a merger with ProManage Inc. in 2004, as ProManage, LLC, a Delaware limited liability company. We have been consulting with plan sponsors on Retirement Readiness Statements since 2011.

ICM Asset Management Inc. is ProManage's principal owner.

Types of Advisory Services Offered

ProManage *PROgram*[™]

ProManage provides investment advisory services to defined contribution (401(k), 403(b) and 457) plans and their sponsors. With the ProManage *PROgram*, our asset allocation service, plan sponsors can provide their participants with an investment strategy based on each person's particular circumstances and the investments offered by the plan. Through an analysis of specific demographic data provided by the plan sponsor, the plan's record keeper, and other plan service providers, goals and objectives are set. Using a participant's particular circumstances (age, plan account balance, length of investment time horizon, salary, projected social security benefits, and, if applicable, projected defined benefits), ProManage develops an investment strategy for the participant. ProManage then creates and manages a portfolio based on that strategy. ProManage will choose which investment funds to use among those provided by the plan and in what proportions, based on a person's changing circumstances. ProManage will rebalance their accounts periodically. This service is customized only to the extent that it analyzes the above referenced data.

ProManage creates a portfolio which may consist of mutual funds, institutionally managed commingled funds and/or separate accounts. ProManage assesses these products' investment manager's capabilities, the investment objective of the product, and the products' fit within the client's investment program. This analysis includes both qualitative and quantitative evaluation techniques. Qualitative factors that may be examined include but are not limited to style variance, style consistency, and portfolio construction characteristics. On a quantitative basis, ProManage evaluates current and historical performance and correlation relative to benchmarks along with other statistics such as fees/expenses, active share, downside capture ratio, volatility, information ratio, and rate of return. The evaluation process may include meetings with investment professionals and an assessment of some or all of the following criteria:

- Investment style;
- Investment philosophy and process;
- Past performance;
- Diversification;
- Fee structure;
- Professional resources and expertise; and
- Retention of investment professionals.

ProManage consults another registered investment adviser on investment strategy such as portfolio sector weighting for various risk profiles for at least one plan sponsor client. ProManage will inform plan sponsor clients when another adviser contributes to the design of their plan's portfolio. ProManage retains discretionary authority over a sub-adviser's investment recommendations.

Plan *Insight* Reporting

ProManage offers the *Insight* program which allows a plan sponsor to see the progress their participants are making towards meeting their financial needs in retirement. The report illustrates the diversification, risk, and performance of assets in participant portfolios and their combined savings rates to give each sponsor a better picture of its plan. An annual report for the plan sponsor analyzes the overall health of their program and the impact of the managed account service. As opposed to traditional "plan health" reports that benchmark participant statistics against a plan universe, *Insight* assesses the percentages of participants that are on track for retirement and includes a demographic analysis. *Insight* reporting can encompass customized reports designed to mine data from their plan.

Vision Online Advice & Guidance

ProManage also offers, only through plan sponsor clients and plan providers, its online *Vision* advice and guidance service for use by individual participants. *Vision* focuses on saving and investing for the specific purpose of retiring with a retirement income stream, while balancing the four retirement levers – Retirement Date, Retirement Income, Savings Rate and Investment Risk. Participants may fine-tune their retirement strategies on-line by personalizing the assumptions (e.g., life expectancy, Social Security benefits, outside retirement assets, pension payments), objectives and preferences and by inputting data such as spouse's retirement benefits. Then participants may take the advice and implement it on their own, ignore it, or have ProManage implement it for them (if the Plan provides for this latter service).

Vision provides this individualized investment management service by utilizing stochastic modeling and taking into account the four retirement levers: Retirement Date, Retirement Income, Savings Rate, and Investment Risk. The stochastic model is a complex Monte Carlo simulation that evaluates numerous combinations of participant objectives and action steps to determine which combinations provide a reasonable probability of

achievement. Participants can specify acceptable ranges for Retirement Date, Retirement Income, Savings Rate, and their risk tolerance. They can also let us know how important each of these factors is to them.

The advice generated by the algorithms used within *Vision* also can be incorporated into a benefit statement that is delivered either in print form or online to plan participants.

Employee Benefit Consulting

ProManage can help plan service providers or plan sponsors design, implement and monitor a wide variety of employee benefit plans, including but not limited to services such as employee benefit statements. The benefit statement may be offered without any online access by participants in which case they will not be able to add or modify the information used or express objectives and preferences.

ProManage also provides several advisory services separately or in combination. While the primary clients for these selection and monitoring services will be pension and profit sharing plans, ProManage may also offer these services, where appropriate, to institutional investors such as foundations and endowments. Selection and monitoring services are comprised of five distinct services: Investment Policy Statement Preparation, Money Manager Selection and Monitoring, Investment Performance Monitoring, Employee Communication and Recordkeeper Search and Evaluation. A client may choose to use any or all of those five services.

Retirement Readiness Statements (“RRS”)

ProManage offers Retirement Readiness Statements for defined contribution plan sponsors and service providers who wish to help their participants prepare for retirement. ProManage’s benefit statements serve as a “reality check” on participants’ progress in plan savings and can suggest actions to improve retirement readiness.

A statement can show a participant:

- Where they are with their retirement savings;
- Where they could be; and
- How they may get there by saving and investing in the plan.

ProManage’s RRS methodology incorporates stochastic modeling using numerous Monte Carlo financial simulations to determine with statistical significance which potential outcomes provide a reasonable probability of achievement.

RRS’ methodology can be somewhat similar to our *Vision* online advice service, which stochastically models for a retirement event. *Vision* focuses on saving and investing for the specific purpose of retiring with a retirement income stream, while balancing the four retirement levers – Retirement Date, Retirement In-

come, Savings Rate and Investment Risk. RRS, while focusing on the specific purpose of retiring, may vary two of those retirement levers, Savings Rate and Investment Risk, in order to generate a given level of Retirement Income beginning at a given Retirement Date. ProManage works with our clients to tailor the RRS' approach to meet their needs.

Investment Policy Statement Preparation ("IPS")

ProManage will meet with the plan sponsor or institutional investor (in person or over the telephone) to determine the client's investment needs and goals. ProManage may then prepare a written IPS outlining the objectives of the plan and the roles and responsibilities of various parties to achieve the stated objectives. The IPS will also outline the criteria for monitoring and evaluating the investment performance of the plan and its managers.

Money Manager Selection and Monitoring

ProManage will perform investment manager searches to assist in the selection of qualified independent registered investment advisers. Based on a client's individual circumstances and needs, ProManage will determine which independent adviser's model portfolio management is appropriate for that client. The investments will be selected based on an assessment of the investment manager's capabilities, the investment objective of the product, and the product's fit within the client's investment program. This analysis will include both qualitative and quantitative evaluations techniques. The evaluation process may include meetings with investment professionals and an assessment of some or all of the following criteria: investment style, investment philosophy and process, past performance, risk controls, diversification, fee structure, professional resources and expertise, retention of investment professionals and adequacy of back office and trading resources. The number/types of investment products recommended will be guided by the client's needs and objectives.

Monitoring of Investment Performance

Client investments will be monitored continuously based on the procedures and timing intervals delineated in their Investment Policy Statement. Although ProManage will not be involved in any way in the purchase or sale of these investments, ProManage may make recommendations to the client as market factors and the client's needs dictate.

Employee Communications

For defined contribution plans where participants exercise control over assets/investment decisions in their own accounts ("self-directed plans"), ProManage will assist in targeting educational support and consult with educational providers to communicate such needs.

Recordkeepers

ProManage offers clients assistance in their search for a suitable recordkeeper. ProManage can assist plan sponsors in their search and evaluation of these pro-

viders to meet their varied needs, including ProManage's *PROgram* and other services.

Tailoring of Services

ProManage crafts solutions to meet the needs of plan sponsors and plan service providers and their concern for their participants. ProManage's advisory agreement is with the plan, the plan sponsor or the plan service provider, not the individual participant. Clients can impose restrictions on our investing in certain securities or types of securities. For example, we have worked with clients who were adamant that we not invest in foreign securities. Others have limited our universe of investments based on social investing objectives. In general, ProManage will use the investment funds available as part of the core offerings within a plan, as chosen by the plan sponsor in consultation and negotiation with their administrator, to create diversified portfolios for our clients' participants.

Within the *Vision* service we offer significant choices to plan service providers, plan sponsors and individual participants that allow us to tailor our services to their needs. ProManage's customization for clients extends beyond selecting predefined parameters, such as with the Retirement Readiness Statements.

In designing the Retirement Readiness Statements, we also offer choices to clients. These include retirement readiness targets, objective retirement goals, system set-up assumptions, and the universe of participants, plans and investments used. As a result, the definition of Retirement Readiness varies by client. The benefit statements can be as simple as a compilation of multiple plans' data highlighting savings opportunities. They can be as sophisticated as a stochastically modelled retirement preparedness report that makes both savings and investment suggestions. In general, ProManage will use the investment funds or asset classes available as part of the core offerings for the plan(s), as chosen by the plan sponsor or plan service provider, to assure diversified portfolios for our client's participants. Clients may impose restrictions on the universe of investments used.

The RRS parameters may encompass the retirement levers of retirement income replacement target, retirement age range, suggested savings rate and level of investment risk as well as assumptions addressing salary growth, inflation, capital market, life expectancy. Clients may define the universe of plans and participants. Data used may include participant account balance, employer-match or non-match, defined benefit plan, estimated social security benefits, among others.

For example, a client could define a successful Retirement Readiness scenario as having at least a 75% probability of being able to retire between ages 62 and 67, with at least 75% of final pay for initial retirement income (increased annually by an inflation factor (COLA)), for a stream of payments that lasts through the participant's expected life.

Wrap Fee Programs

ProManage does not participate in any wrap fee programs.

Assets Under Management

Total of clients' assets under management as of December 31, 2014 were:

Discretionary:	\$2,125,411,965
Non-Discretionary:	\$0

Item 5

Fees and Compensation

ProManage PROgram

ProManage charges plan sponsor clients a fee for its asset allocation services as a percentage of assets under management. ProManage's annual fee for this service ranges from 0.10% to 0.65% of the assets under management. While the exact fee is negotiable, ProManage typically charges plans and plan sponsors:

On the first \$100,000,000 of assets – 0.35%
On assets exceeding \$100,000,000 – 0.10%

In general, the plan's recordkeepers will automatically assess and the trust will pay the fees at the beginning of each calendar month based on the market value of the client's assets under management the last day of the preceding month. However, practices may vary by recordkeeper and ProManage cannot control the actual timing of a recordkeeper's execution of fee administration. At the plan's discretion, the plan or the plan sponsor will pay ProManage's fee. If a client elects to be billed in advance for the *PROgram*, the client will pay ProManage's fee at the beginning of each calendar quarter. If the client or ProManage terminate the advisory contract with written notice as specified in the contract, any unearned portion of the previously advanced quarterly fee will be returned. Plan sponsors can choose to pass all or a portion of our fee through to their participants. This is usually done on a pro rata basis on account size and is limited to participants in the ProManage *PROgram*.

ProManage may charge implementation and maintenance fees to recordkeepers. For example, a recordkeeper that chose to implement the ProManage *PROgram* and make it available to their client base might be charged a fee to set up the service and if they chose to integrate it into their recordkeeping system they might be charged a maintenance fee for the ongoing modifications of our *PROgram*.

Where specialized services of another registered investment adviser (e.g. portfolio consulting) are used in designing a plan sponsor client's portfolio, ProManage will incorpo-

rate their fee in the total fee charged to the plan sponsor or plan. Disclosure of these fees will be provided to clients.

Insight & Vision

ProManage may charge a fixed fee of \$10 - \$25 annually for each eligible employee (employees are considered eligible if they can use the online services whether they choose to use them or not). This fee assumes the services will be configured using existing parameters. If ProManage customizes *Insight* or *Vision* for a client, the fee may vary depending on the nature and complexity of the configuration. Configuration factors affecting the fee include size of the plan (both assets under management and number of participants), recordkeeper used, whether a real-time link to the recordkeeper is used, and whether enrollment into the *PROgram* is an automatic default or a positive election.

Retirement Readiness Statements

ProManage charges clients a fee for its benefit statements. Fees may vary based on factors such as: statement and project complexity involving design, technology, timeframe, number of plans and asset classes, vendors used, delivery methods, and data types. At the plan's discretion, the plan or the plan sponsor will pay ProManage's fee. Plan sponsors and service providers can choose to pass all or a portion of our fee through to their participants or clients.

ProManage charges fees for Retirement Readiness Statement projects as a project-based fee, typically ranging from \$5,000 - \$150,000.

ProManage typically bills clients on a monthly or quarterly basis in arrears as the project progresses, or in two installments. If in two installments, approximately one-half of the fees will be due no more than five months prior to the date Retirement Readiness Statements are scheduled to be provided to the client each year, with the balance due upon delivery of the Statements. Another option could be to bill fully in arrears at the end of the project.

ProManage fees as specified in the contract may or may not include outside vendors' expenses such as fulfillment, postage, and travel.

Other Consulting Services

ProManage accepts consulting assignments to help plan sponsors select and monitor investment funds that will be made available to participants for the investment of their retirement assets. ProManage charges fees for these consulting services in one of three ways:

1. As a fixed fee, ranging from \$25,000 - \$400,000, depending on the nature and complexity of each client's circumstances. The exact fee will be mutually agreed upon with

the client at the signing of the advisory agreement, and will be due and payable quarterly in advance.

2. On an hourly basis, ranging from \$100 - \$800 per hour, depending on the nature and complexity of each client's circumstances. An estimate for total hours will be determined at the start of the advisory relationship. Fees will either be billed monthly based on total hours logged or one-half of the estimated fee (not to exceed six months) will be due upon signing the advisory agreement, with the balance (based on actual hours) due upon completion of the work.

3. As a project-based fee, ranging from \$5,000 - \$150,000. One-half of these fees may be due upon signing the consulting agreement, with the balance due upon completion of the work.

ProManage will ensure that any retainer is earned within six months of receipt.

General Information on Fees

Negotiability of Fees: In certain circumstances, all fees may be negotiable.

Termination of Advisory Relationship: In general, either party to an agreement may cancel the agreement at any time for any reason upon giving the other party 30-60 days written notice. Upon termination of any account, ProManage will promptly refund any prepaid fees that were unearned after subtracting any minimum guarantees that may have been provided for in the contract with the client. Also, upon termination of any account, the client will be responsible for any earned unpaid fees and expenses incurred. On the other hand, if fees are assessed in arrears monthly, participants who terminate participation in mid-month will not have their account balances counted in the monthly fee assessment.

Performance-Based Fees: See later section specifically addressing performance-based fees.

Mutual Fund Fees and Expenses: All fees that clients pay for ProManage's services are separate and distinct from the fees and expenses paid by shareholders to mutual funds. A fund's fees will generally include a management fee, other fund expenses, and possibly a redemption fee and/or distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. For more information about mutual funds' fees and expenses, see each fund's prospectus.

PROgram participation and fees: It is not required that all participants in a client's plan use the ProManage *PROgram*. If plan participants choose to make their own investment decisions, they will not have the benefit of ProManage choosing which investment funds to use and in what proportions, based on their changing circumstances. They will also not have the benefit of ProManage automatically rebalancing their accounts. A client and

its participants should review both the fees charged by the funds and the fees charged by ProManage for its services to fully understand and evaluate the total fees to be paid. Other sources may be able to provide comparable services for lower fees.

Other Compensation: Neither ProManage nor any of its supervised persons accepts compensation from mutual funds or from any other investment products.

ProManage will ensure that no client pays more than 3% of assets under management per year.

ProManage also charges an hourly fee or fixed fees for other services such as employee benefit consulting, which plan sponsors and service providers may or may not charge to plans and may or may not pass through to their participants. However, expenses related to settlor functions cannot be charged to the plan.

Item 6

Performance-Based Fees

ProManage does not charge performance-based fees. ProManage's fees are not based on a share of the capital gains or capital appreciation of funds or any portion of the funds of an advisory client.

Item 7

Types of Clients

ProManage provides services to:

- pension and profit sharing plans;
- trusts, estates or charitable organizations;
- corporations or business entities;
- government entities; and/or
- individuals.

ProManage may also provide advice to Taft-Hartley plans and other organizations not otherwise specified.

ProManage does not require a minimum account size.

Item 8

Methods of Analysis, Investment Strategies & Risk of Loss

Methods of Analysis & Investment Strategies

ProManage's methods of analysis include both quantitative and qualitative factors. ProManage's main sources of information for its analysis include financial newspapers and magazines and research materials prepared by others.

ProManage may offer investment advice on any investments held by a client at the start of the advisory relationship. ProManage's recommendations for new investments typically will be limited to the following:

1. Equity Securities: exchange-listed securities, securities traded over-the-counter, foreign issuers;
2. Investment Company Securities: mutual fund shares; and
3. United States Governmental Securities.

ProManage will examine a wide range of qualitative factors as they pertain to each respective investment option. Factors that may be examined include style variance and style consistency, portfolio construction characteristics, et al.

We will also evaluate all investment opportunities on a quantitative basis by examining current and historical performance(s) and correlations relative to their benchmark along with other statistics such as fees/expenses, active share, downside capture ratio, volatility, information ratio, rate of return, etc.

The Chief Investment Officer will examine the quantitative and qualitative information and make the final determination about which funds are chosen within each plan. ProManage aims to invest with long term purchases, where securities are held at least a year.

Then ProManage will determine the balance between equity and fixed income at the participant level by applying an investment time horizon based formula.

Material Risks of Each Significant Investment Strategy

IMPORTANT: Investing in securities involves risk of loss that clients should be prepared to bear. Past performance with respect to an investment or investment adviser is not an indication of future performance.

The ProManage investment methodology is to diversify each participant's investments among the available investment choices offered in their plan so as to give them each exposure to the global equity market. In some cases, the available investment choices may be limited to those funds most uniformly available across the provider's entire book of business rather than each plan sponsor's fund universe. This is then balanced against fixed income investments offered in the plan to set an appropriate balance of risk and reward given the participant's situation. The methodology also calls for periodic rebalancing to institutionalize the practice of buying low and selling high.

The primary risk of this approach is that a well-diversified equity portfolio can have significant short-term drops in value at a time when the participant needs to take their benefits out of the plan. As was the case in 2008, some well-diversified equity portfolios dropped as much as 50% in value. Such a drop is unusual, but possible and manageable so long as there is enough time for the market cycle to recover. ProManage helps manage this risk by offsetting the equity exposure with fixed income investments at an increasing rate as one grows older and closer to retirement. However, we also take into account one's savings, expected Social Security benefits, and any defined benefit pension plan sponsored by their plan sponsor in order to arrive at the balance we feel is most appropriate under the circumstances. Participant can also help manage the downside risk by considering working longer or delaying the distribution from the plan. This has the effect of giving the market a chance to correct itself.

ProManage's approach is not right for everyone; we are focused on retirement investing. Participants who are saving for other goals should consider other investment approaches. We do not take into account in our ProManage *PROgram* and Retirement Readiness Statements, a person's psychological risk tolerance (how much you can watch your account drop in value), or outside assets (such as a spouse's retirement savings). However, our online *Vision* service gives individual participants an opportunity to input these items and more. In addition, with Retirement Readiness Statements, it may not be possible to produce statements for all participants in all plans.

Risk Associated with Particular Types of Securities

ProManage's clients' portfolios primarily consist of open-ended mutual funds, commingled (pooled) funds, and stable value funds or GICs (Guaranteed Investment Certificate). Risk and volatility can vary dramatically from an emerging markets equity fund bearing high risk of volatility to the low-risk fixed rate of return of GICs.

By using a number of techniques ProManage may manage the unsystematic risk associated with investment in the plan sponsor's own stock in a 401(k) plan. ProManage may carve out company stock from its allocations, while considering all or a portion of company stock holdings by a participant in determining how to allocate their non-company stock investments. Another technique ProManage may use is to limit allocations to stock to no more than a certain percentage (e.g. 10% or less). Given periodic rebalancing this should limit the exposure over time. Alternatively, in generating Retirement Readiness

Statements ProManage might choose to produce statements for only those with less than a certain percentage (e.g. 3%) of their account invested in company stock.

ProManage may use derivatives to permit company stock to stay in the plan, with its associated vote. These derivatives can take on a variety of forms, structures and devices and may require sophisticated timing of trades. ProManage relies on professionals outside of ProManage to design and create these investment strategies used to implement ProManage's advice.

If ProManage determines that a portion or all of a client's assets should be referred to another independent investment adviser(s), the client should refer to that investment adviser's disclosure document for further information on the types of investments on which investment advice is offered.

Item 9

Disciplinary Information

There have been 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 ProManage nor its management persons serve as a broker-dealer or a registered representative of any broker-dealer. Neither ProManage nor its management persons serve as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities. It is anticipated that the executives of ProManage, LLC will spend substantially all of their time on ProManage activities.

ProManage, LLC's principal owner is another SEC-registered investment adviser, ICM Asset Management, Inc. ("ICM") of Spokane, WA. ICM's Chief Executive Officer (CEO) and principal owner, James M. Simmons, serves on ProManage's Investment Committee.

ProManage is under common ownership and/or control with these additional financial entities:

1. ICM Asset Management, Inc. - an SEC-registered investment adviser which has created or packaged limited partnerships including the entities in 2 and 3 below.

2. Raven Ventures, LLC – general partner to Raven Ventures Capital Partners, LP. ProManage clients are not solicited to invest in either of these pooled investment vehicles.
3. Koyah Ventures, LLC- general partner to Koyah Partners, LP, Koyah Leverage Partners, LP, and Raven Ventures Capital Partners, LP. ProManage clients are not solicited to invest in any of these pooled investment vehicles.
4. Strategic Financial Concepts – a shell entity that is a minority owner in ProManage.

ProManage clients' assets will never be invested in any of these related entities. It is the Chief Compliance Officer's responsibility to make sure this policy is enforced by means of regular quarterly review of ProManage, and ICM investments, as well as those made by all employees of these organizations involved in the work of ProManage.

ProManage may conceivably refer clients to any of the investment advisers listed above and vice versa and referral fees may be paid for any such referrals. In such a case, ProManage will, in advance, develop procedures to ensure that all of the requirements under Rule 206(4)-3 (Solicitations Rule) of the Investment Advisers Act of 1940 are met and maintained.

In addition to his full-time duties at ProManage, the Chief Investment Officer (CIO) owns and operates Bourbon Financial Management LLC (BFM), a state-registered (IL) investment advisory firm, serving individuals. BFM has agreed not to advise any of ProManage's clients, their employees or participants in those retirement plans. BFM will also not advise any of its individual clients about any of ProManage's publicly traded clients. BFM will not advise any investment fund used by ProManage's clients. ProManage will not refer any clients to BFM.

Item 11

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

ProManage's Code of Ethics sets forth the high ethical standards of business conduct, including compliance with applicable federal securities laws, expected of employees. Through its provisions the Code guides employees to avoid actual or apparent conflicts of interest. Among its provisions, ProManage's Code of Ethics requires covered employees to:

- submit initial and annual securities holdings reports;
- submit quarterly securities transactions reports;
- observe restrictions on political contributions;

- obtain prior approval of any acquisition of securities in a limited offering (e.g. private placement) or an initial public offering;
- avoid/prevent any insider trading;
- observe limits on gifts that can be accepted;
- protect confidential information;
- obtain prior approval before serving on the board of any public company; and
- report violations.

Other provisions provide for maintenance of records and review, oversight, and enforcement of these policies. ProManage provides education on its content to personnel.

ProManage will provide a copy of our Code of Ethics to any client or prospective client upon request. To request a copy of the Code of Ethics, please write the Chief Compliance Officer, Carl L. Londe, at the address on the cover of this brochure.

ProManage or a related person does not participate in, as a principal, buying securities from or selling securities to ProManage's clients. ProManage or a related person does not solicit ProManage's clients for partnerships for which a related person is a general partner. Neither ProManage nor a related person acts as an investment adviser to an investment company that ProManage recommends to clients.

ProManage or a related person invests in the same securities that we or a related person recommends to clients. ProManage's Chief Compliance Officer reviews ProManage employees' and related persons' quarterly brokerage statements to see if there are potential conflicts of interest or other breaches of the Code of Ethics. Should one arise the CCO will assess the situation, discuss it with everyone involved including the ProManage employee as well as our client or prospect, and then take appropriate steps to rectify the situation, including dismissing the offending party and making full restitution, if appropriate. ProManage or a related person may buy or sell for itself securities that it also recommends to clients. In addition, any related person(s) may have an interest or position in certain security (ies) which we may also recommend to a client.

Item 12

Brokerage Practices

ProManage does not select or recommend broker-dealers for client transactions and does not receive any soft dollar benefits from any third party in connection with client securities transactions. ProManage does not participate in directed brokerage.

For the purchase or sale of mutual fund shares on behalf of plan participants, the appropriate plan officer, normally the plan trustee or administrator, places the trades with the broker-dealer of their choice. Clients whose assets are invested with one or more inde-

pendent investment advisers should refer to the disclosure documents of the appropriate adviser for further information on brokerage practices.

Item 13

Review of Accounts

ProManage's Chief Investment Officer reviews each client's *PROgram* accounts at least quarterly. Material changes in variables such as the client's circumstances, the market or the political or economic environment may trigger more frequent reviews.

We will review pension consulting accounts as contracted for at the inception of the advisory relationship.

Vision is ProManage's online advisor service, separate and apart from the benefit statement service. *Vision* participants can review their accounts online as frequently as they choose. It is the responsibility of participants to review and update their accounts on *Vision* to adjust for the investments they own. Participants should also review and update their accounts should significant changes occur in their personal circumstances. ProManage may from time to time notify participants concerning changes in the value of their investment or the chances of reaching their goals.

ProManage's Chief Investment Officer and/or Investment Committee monitor the market and economy throughout the year. If market conditions warrant, the Investment Committee may recommend that *PROgram* accounts be rebalanced outside of the periodic process. Such ad hoc rebalancing of accounts has only occurred twice, after the significant market corrections in the fall of 2001 and 2008.

ProManage provides written reports to *PROgram* and Pension Consulting clients at least annually with:

- a review of plan funds used to construct asset allocations,
- a plan level picture of ProManage asset allocations by fund, and
- an analysis of participation in our *PROgram*.

For those clients who are part of a channel of distribution ProManage either provides the information described above directly to the plan sponsor client or ProManage provides the following information to the channel distributor for sharing with the plan sponsor client:

- a comparison of assets in the ProManage *PROgram* versus other assets,
- the number of ProManage participants versus non-participants, and
- a review of plan funds used to construct ProManage allocations for those clients.

The Retirement Readiness Statement is a one-time reporting service reflecting data at one point in time. On-going monitoring or review of the investment funds or individual accounts with a view toward implementing immediate action during the period between statements is not part of this service, even if ProManage may provide these statements in consecutive years. Clients' participants should refer to the account statements provided by their independent custodian for account information.

Item 14

Client Referrals and Other Compensation

ProManage does not accept any payment or other economic benefit from a non-client for providing investment advice or other advisory services to our clients.

ProManage pays a marketing incentive to certain employees based on new clients obtained. For example, ProManage pays a commission to some employees for their involvement in acquiring a new client.

ProManage may directly or indirectly compensate a person, who is not one of ProManage's supervised persons, for client referrals. For example, ProManage may pay a fee to someone who is not an employee for successfully referring a new client to us. ProManage is aware of the special considerations pursuant to Rule 206(4)-3 under the Investment Advisers Act of 1940. As such, ProManage shall endeavor to ensure that all appropriate disclosures will be made, all written instruments will be maintained by ProManage, and all applicable Federal and/or state laws will be observed.

ProManage may pay third parties for providing bundled services including but not limited to marketing, communications, coordination and oversight of recordkeepers, training, education and fee collection/remittance. Disclosure of this will be provided to our plan sponsor clients and their participants.

Item 15

Custody

ProManage does not have custody of client funds or securities.

Clients are strongly encouraged to ensure that they receive account statements at least quarterly and confirmation of transactions from their custodian or recordkeeper.

While benefit statements such as Retirement Readiness Statements use data from various service providers such as the employer and recordkeepers, they are *not* a replacement for or comparable to the custodian or recordkeeper's account statements.

ProManage relies on a significant amount of data from other entities and cannot guarantee that data is free from errors.

Item 16

Investment Discretion

ProManage accepts, only with written direction, discretionary authority to manage securities accounts on behalf of clients. For discretionary clients, ProManage requests that clients provide ProManage with written authority to determine which securities and the amounts of securities that are bought and sold. Clients will include any limitations on this discretionary authority in this written statement. Clients may only change/amend these limitations, when necessary, in writing.

ProManage does not have authority to determine the broker or dealer to be used or the commission rates paid. See Brokerage Practices.

Advisory clients may grant ProManage the discretionary authority to add and replace the independent investment adviser managing the account, including granting ProManage the ability to select the broker-dealer to be used for advisory account trades. By means of this discretionary authority, ProManage would be able to indirectly affect the particular broker used by adding/replacing the investment adviser/manager. Under no circumstances, however, will ProManage take the authority to determine the broker-dealer that one of the selected independent investment advisers must use.

Item 17

Voting Client Securities

ProManage does not vote proxies on behalf of clients. ProManage's advisory agreements specify that ProManage will not vote proxies. ProManage *strongly* advises clients to include this information in their plan document. Clients are responsible for voting their own proxies for their securities. Clients should consult with their custodian or transfer agent for more information about voting client securities.

Item 18

Financial Information

ProManage does not have any clients for whom it requires or solicits prepayment of more than \$1,200 in fees, six months or more in advance.

ProManage has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to its clients and has not been the subject of a bankruptcy proceeding.