



BROCHURE - FORM ADV PART 2A

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This Brochure provides information about the qualifications and business practices of Stadion Money Management, LLC (“Stadion”). If you have any questions about the contents of this Brochure, please contact us at 800-222-7636 and/or support@stadionmoney.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Stadion also is available on the SEC’s website at www.adviserinfo.sec.gov.

March 11, 2015

Item 2 – Material Changes

The following material changes have occurred since Stadion's last annual update to this Form ADV Part 2A, dated June 6, 2015:

New Product Offering

In April 2016, Stadion expects to begin offering a new product called "StoryLine" under its Retirement Account Management Program. StoryLine is a managed account service that provides retirement plan sponsors and their plan participants with customizable QDIA and related investment products. For more information regarding StoryLine, including, without limitation, a description of certain services, investment strategies, fees, risks and conflicts of interest associated with StoryLine, please see Item 4 (Advisory Business), Item 5 (Fees and Compensation), Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) and Item 10 (Other Financial Industry Activities and Affiliations).

Stadion Alternative Income Fund

As discussed in Stadion's Form ADV Part 2A dated June 6, 2015, Stadion has completed the process of renaming the "Stadion Tactical Income Fund" to the "Stadion Alternative Income Fund", and revising the investment objective and strategies thereof to implement Stadion's "DIVM Strategy". Accordingly, Item 4 (Advisory Business) and Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) have been revised to reflect this change, including removing references to Stadion's "Tactical Income Strategy", which is no longer being offered.

Item 3 – Table of Contents

<i>Item 1 – Cover Page</i>	<i>i</i>
<i>Item 2 – Material Changes</i>	<i>ii</i>
<i>Item 3 – Table of Contents.....</i>	<i>iii</i>
<i>Item 4 – Advisory Business.....</i>	<i>1</i>
<i>Item 5 – Fees and Compensation.....</i>	<i>2</i>
<i>Item 6 – Performance-Based Fees and Side-By-Side Management</i>	<i>6</i>
<i>Item 7 – Types of Clients</i>	<i>6</i>
<i>Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....</i>	<i>6</i>
<i>Item 9 – Disciplinary Information.....</i>	<i>11</i>
<i>Item 10 – Other Financial Industry Activities and Affiliations</i>	<i>17</i>
<i>Item 11 – Code of Ethics.....</i>	<i>18</i>
<i>Item 12 – Brokerage Practices.....</i>	<i>20</i>
<i>Item 13 – Review of Accounts.....</i>	<i>21</i>
<i>Item 14 – Client Referrals and Other Compensation</i>	<i>22</i>
<i>Item 15 – Custody.....</i>	<i>22</i>
<i>Item 16 – Investment Discretion.....</i>	<i>22</i>
<i>Item 17 – Voting Client Securities.....</i>	<i>22</i>
<i>Item 18 – Financial Information</i>	<i>23</i>
Brochure Supplement(s)	

Item 4 – Advisory Business

Stadion Money Management, LLC (“Stadion”) is a privately owned money management firm based in Watkinsville, Georgia. Stadion has been in business since 1993. In June 2011, certain investment entities controlled and managed by TA Associates, LP (“TA”) acquired, in the aggregate, a 54.4% interest in Stadion. Stadion Money Management Inc. (“Stadion, Inc.”) owns the remaining 45.6%. Timothy Chapman is the principal owner of Stadion, Inc. Stadion is an investment adviser registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940 (the “Advisers Act”).

Stadion offers portfolio management for investment companies, portfolio management for individuals and/or small businesses and portfolio management for businesses or institutional clients. These services are offered through Stadion’s Institutional Account Management Program, Retirement Account Management Program and Separate Account Management Program.

Institutional Account Management Program. Stadion is the adviser to the Stadion Tactical Growth Fund, the Stadion Tactical Defensive Fund, the Stadion Defensive International Fund, the Stadion Trilogy Alternative Return Fund, the Stadion Alternative Income Fund and the Stadion Managed Risk 100 Fund (each a “Stadion Fund”), each of which is an open-end management investment company registered with the SEC under the Investment Company Act of 1940, as amended (the “1940 Act”), as a separate series of the Stadion Investment Trust. Stadion also offers advisory and sub-advisory services to third party registered investment companies and other investment vehicles.

Retirement Account Management Program. Stadion offers discretionary money management services to participants in certain 401(k) and similar retirement plans. Stadion Retirement Account Management services are offered in 3 ways:

- QDIA and related arrangements with various 401(k) recordkeeping and administration firms (“Recordkeepers”). These Recordkeepers may enter into an arrangement with Stadion to make Stadion’s money management services available to participants, subject to the agreement of the plan sponsor or fiduciary. In these cases, Stadion enters into an agreement with the plan’s sponsor or fiduciary to permit Stadion to manage participants’ personal 401(k) or similar accounts. Typically, Stadion’s services are offered as a default option (“Qualified Default Investment Alternative” or “QDIA”) within certain retirement plans. Stadion offers two QDIA structures: Target Date funds or managed accounts.
- Direct relationships with employers and plan sponsors. Certain sponsors of 401(k) and similar retirement plans (including, without limitation, those offering Stadion’s services as the QDIA default option) may make Stadion’s services available to participants in their plans. In these cases, participants may also engage Stadion to manage their personal 401(k) or similar accounts by entering into a Stadion advisory agreement.
- StoryLine. Stadion’s StoryLine product line (“StoryLine”) is a managed account service that provides retirement plan sponsors and their plan participants with QDIA and related investment services that have customizable glide paths. Similar to the above two offerings, Stadion may provide QDIA and related arrangements to Recordkeepers and may enter into direct relationships with employers and plan sponsors to make StoryLine available to plan participants. The party that engages Stadion to provide StoryLine will be required to select for the plan the platform of available investment options that Stadion will use to implement StoryLine’s customizable glide paths. This platform is expected to consist primarily of mutual funds, collective investment funds of trust companies

(“Collective Investment Funds”), and may also include third party products or proprietary products sponsored by the Recordkeeper, unless the party engages Stadion to provide the “StoryLine. Built with SPDR ETFs” product, in which case the platform will consist primarily of Collective Investment Funds that invest in exchange-traded funds (“ETFs”) that bear the SPDR® trademark. In either case, Stadion will implement Storyline using the investment options available on the platform, which Stadion will not be able to change subject to the terms of its engagement.

- Direct agreements with employees. In certain cases, Stadion may enter into an agreement with a participant in a plan to manage the plan participant’s account even though Stadion does not have an arrangement in place with the plan or the plan sponsor.

Separate Account Management Program. Stadion also provides investment recommendations and advisory and sub-advisory services to other registered investment advisers and separate accounts, including separate accounts of insurance companies (“Insurance Separate Accounts”) and Collective Investment Funds. In cases where Stadion serves as adviser or sub-adviser to an Insurance Separate Account or Collective Investment Fund, Stadion generally expects the Insurance Separate Account or Collective Investment Fund to be offered as a managed account option under the insurance company sponsor’s 401(k) platform.

Additional Advisory Services. Stadion participates in wrap fee programs as both a sponsor and non-sponsor portfolio manager. The management of the wrap fee programs is generally the same as the management of Stadion’s other accounts. Differences may arise based on investment options available through retirement plan provider platforms and certain fixed income allocations required in certain retirement program objectives. Stadion receives a portion of the wrap fees charged to each account.

Stadion provides non-discretionary investment recommendations, research or trading signals to accounts managed by other registered investment advisers. The timeliness and the ability of other registered investment advisers to execute trades on non-discretionary investment recommendations, research or trading signals provided by Stadion may subject participant accounts to follow the execution of Stadion’s discretionary trades. Participant accounts may be disadvantaged since their trades will generally be made after the discretionary block trades and may result in different execution prices.

Stadion’s assets under management as of December 31, 2015 were as follows:

Discretionary:	\$ 3,733,617,890
Non-Discretionary:	\$ 2,864,638
Total:	\$ 3,736,482,528

Item 5 – Fees and Compensation

General Information Regarding Fees

The specific manner in which fees are charged by Stadion is established in a client’s written agreement with Stadion. Generally, fees are charged quarterly in arrears, but Stadion may enter into arrangements where fees are billed in advance. Typically, fees are charged as a percentage of assets under management and are calculated at the close of each calendar quarter, but Stadion may enter into flat-fee arrangements with certain clients on a case-by-case basis, such as where Stadion charges a minimum fee for accounts falling below specified asset levels. Typically, investment management fees charged as a percentage of assets under management are based on average daily balances provided by the custodian. Typically,

clients authorize Stadion to deduct Stadion's fees directly from their account by sending an invoice to the custodian. The account custodian does not check the fee calculation, percentage or amount to be deducted, so the client is responsible for reviewing fee deductions shown on account statements and informing Stadion of any suspected errors. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Although detailed information about the general fee schedules for each Program is set forth below, fees for each Program are negotiable and may vary from client to client. Except for fees in the Stadion Separate Account Management Program, Stadion's fees are exclusive of brokerage commissions, transaction fees and other related costs and expenses incurred by the client. See "Item 12 – Brokerage Practices". Clients may also incur charges imposed by custodians, brokers, third party investments and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and ETFs also charge internal management fees, which are disclosed in each fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Stadion's fee.

Fee information for Stadion's Retirement Account Management Program

Typically, Stadion's services offered under its Retirement Account Management Program are offered as a default option (QDIA) within third party retirement plans. Annual fees for services under this program generally range from 0.40% to 0.75%. Stadion Retirement Account Management services may also be offered as an individual participant choice with fees typically ranging from 0.75% to 1.50% (depending on certain factors, such as plan size). Fees for services offered under StoryLine are expected to generally range from 0.40% to 0.75%.

As noted above, Storyline is a service offering that will be made available to clients under Stadion's Retirement Account Management Program. Stadion's fees for StoryLine services generally range from 0.40% to 0.75%. In certain circumstances, Stadion may offer StoryLine services at different fee rates through the same plan provider in order to accommodate the plan providers' different arrangements for administrative and marketing support services (*i.e.*, Stadion's gross fee will vary because different portions of the fee are redirected to cover administrative and marketing support service costs of the plan provider).

Fee information for Stadion's Separate Account Management Program

Stadion's Separate Account Management Program is a "wrap fee" program. The fees paid by a client in this program cover Stadion's investment management services, brokerage commissions, transaction fees and other related costs and expenses. Stadion provides a discretionary portfolio management service in which Stadion allocates client's assets among ETFs. The Separate Account Management Program generally includes two types of arrangements with various investment advisory platforms: (i) where Stadion acts as a non-sponsor portfolio manager, and (ii) where Stadion sponsors an arrangement directly with individual investors. Stadion is generally no longer offering its Separate Account Management Program directly to new accounts.

- *Where Stadion acts as a non-sponsor portfolio manager:* Fees are tiered beginning generally at 0.65% of assets under management, although additional fees may be assessed by the investment advisory sponsor. The investment advisory sponsor will determine the custodian of the account. The minimum account size is generally \$150,000.

<u>Assets Under Management</u>	<u>Annual Fees</u>
First \$250,000	0.65% - 0.70% or \$975-\$1050 whichever is greater
Next \$1,750,000	0.50% - 0.55%
Amounts over \$2,000,000	0.40% - 0.45%

For accounts offered through the Fidelity Separate Account Network (“Fidelity SAN”), fees are typically 0.15% higher than those stated above to account for additional costs imposed by Fidelity SAN, such as those related to custody and clearing. Stadion has previously offered this service for fees that range between 0.90% and 0.50% depending on the sponsor. Stadion intends to continue to honor those existing contractual fee arrangements and may enter into similar arrangements in the future. Clients may be charged an additional commission when Stadion executes trades with outside market makers in order to provide favorable execution (step-out trades).

For Single Contract SMA Programs, Stadion receives a portion of the advisory fee charged by the Sponsor. Program Fees vary among Sponsors and Stadion’s portion typically ranges between 0.28% and 0.50%.

- *Where Stadion sponsors an arrangement directly with individual investors:* For accounts custodied through Fidelity Investments Registered Investment Advisor Group (“Fidelity”), fees are typically as follows:

<u>Assets Under Management</u>	<u>Annual Fees</u>
First \$1,000,000	1.25%
Next \$2,000,000	0.95%
Amounts over \$3,000,000	0.85%

Clients may be charged an additional commission when Stadion executes trades with outside market makers in order to provide favorable execution (step-out trades). The minimum account size for Stadion’s Separate Account Management Program is generally \$500,000. Stadion generally invests new client accounts less than \$500,000 in one or more of the Stadion Funds consistent with the client’s investment objective. Assets invested in Stadion Funds will not be charged a separate management fee; however, clients should note that the management fees and expenses of investments in Stadion Funds may be higher than Stadion’s Separate Account Management Program fees.

- For accounts introduced by unaffiliated advisers and custodied at that advisers’ custodian, fees are tiered beginning generally at 0.65% of assets under management, although additional fees may be assessed by the investment advisory sponsor. The investment advisory sponsor will determine the custodian of the account. The minimum account size is generally \$150,000.

<u>Assets Under Management</u>	<u>Annual Fees</u>
First \$250,000	0.65% - 0.70% or \$975-\$1050 whichever is greater
Next \$1,750,000	0.50% - 0.55%
Amounts over \$2,000,000	0.40% - 0.45%

Stadion has previously offered this service for a flat fee of 0.90% and 0.50% depending on the sponsor. Stadion intends to continue to honor those existing contractual fee arrangements and may enter into similar arrangements. Clients may be charged an additional commission when Stadion executes trades with outside market makers in order to provide favorable execution (step-out trades).

- For accounts where Stadion provides investment recommendations under the Separate Account Management Program to other registered investment advisers, fees are tiered beginning generally as follows:

<u>Assets Under Management</u>	<u>Annual Fees</u>
First \$25,000,000	0.40%
Next \$75,000,000	0.35%
Over \$100,000,000	0.30%

- Stadion may also offer to its clients certain of its research services under the Separate Account Management Program, in which case fees are negotiated on a case-by-case basis.

Fee information for Stadion's Institutional Account Management Program

Stadion provides investment advisory or sub-advisory services under its Institutional Account Management Program to the following investment companies, registered investment advisers and pooled investment vehicles:

- Stadion Funds: Stadion charges the Stadion Alternative Income Fund an annualized management fee of 0.85% of the Fund's net asset value. Stadion charges all other Stadion Funds an annualized management fee of 1.25% of the Fund's net asset value up to \$150 million and 1.00% of assets over \$150 million. The management fees paid by each Stadion Fund are more fully described in each Stadion Fund's prospectus. Management fees are calculated as of the last business day of each month based upon average daily net assets and are deducted from each Stadion Fund on a monthly basis. Each Fund also incurs fees and expenses for professional services, administration services, brokerage and transaction changes, and other miscellaneous expenses as outlined in its respective prospectus.
- Investors Master Trust for Employee Benefit Trusts: Fees are 0.35%, 0.40% and 0.55%, depending on share class.
- Portfolio Design Services: Stadion provides portfolio design services to certain third party investment advisers that assist such investment advisers in modifying the risk and return profiles for clients' existing investment portfolios. Stadion generally charges a negotiated flat fee for these services. However, Stadion may negotiate an asset-based fee schedule for such services on a case-by-case basis.
- Advisory and Sub-Advisory Fees: Where Stadion acts as an adviser or sub-adviser for third party investment vehicles, Stadion generally charges an annualized management fee between 0.50% and 1.00% of the net assets under management.
- Research Services: Stadion may also offer certain of its research services similar to the Separate Account Management Program under the Institutional Account Management Program, in which

case fees are negotiated on a case-by-case basis.

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

As of the date of this Brochure, Stadion does not have any performance-based fee arrangements. However, Stadion may enter into performance fee arrangements on a case-by-case basis.

Item 7 – Types of Clients

Under both its Retirement Account Management Program and Separate Account Management Program, Stadion provides portfolio management services to individuals, high net worth individuals and corporate pension, profit-sharing and 401(k) plans. Under its Institutional Account Management Program, Stadion provides portfolio management services to the Stadion Funds, the Investors Master Trust and third party investment advisers and investment vehicles.

The minimum account sizes under Stadion's programs are as follows:

- Separate Account Management Program: Stadion sponsored - \$500,000, non-sponsored - \$150,000.
- Retirement Account Management Program: None.
- Institutional Account Management Program: None.

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

Methods of Analysis and Investment Strategies

Stadion's investment strategies emphasize asset protection as well as asset growth. Stadion's investment decisions are made using a process designed to be disciplined and objective. In general, Stadion's investment approach is designed to react to current market conditions, not predict future market conditions. Investing in securities involves risk of loss that clients should be prepared to bear. Stadion's investment strategies may lose money. Stadion's actively managed portfolios may underperform during bull markets.

Stadion manages most of its portfolios utilizing an active strategy guided by Stadion's principal investment model. Remaining portfolios are managed using Stadion's "Tactical Growth Strategy", one or more of the investment styles used in Stadion's "Trilogy Alternative Return Strategy", or Stadion's "DIVM Strategy".

Stadion determines its clients' appropriate portfolio investment style (e.g., growth, moderate or conservative) based on pertinent and available information provided by clients, such as: age, financial circumstances, investment objectives and risk tolerance. Stadion's clients generally have the ability to impose reasonable restrictions on Stadion's management. However, when a client is introduced by an adviser that has engaged Stadion as a sub-adviser, that adviser is responsible for tailoring the client's needs with Stadion's services and restrictions generally will not be imposed on Stadion's sub-advisory services.

Principal Investment Model. Stadion currently offers its principal investment model through its "Tactical Unconstrained Strategy", "Core/Satellite Strategy" and "Defensive International Strategy", each of which is discussed in more detail below. Stadion's principal investment model is a proprietary, rules-based tactical asset allocation model designed to react to current market conditions. The model uses a basket of

technical measures to determine the overall risk levels in the market place. These levels determine the rules we use to buy and sell investments for client accounts. Stadion's principal investment model seeks to:

- Participate in gains when stock and/or bond market conditions are good
- Reduce exposure to the markets when conditions are poor
- Continually control portfolio risk through tactical asset allocation

Tactical Unconstrained Strategy:

For portfolios managed using the Tactical Unconstrained Strategy, Stadion invests primarily in (a) "Fund Investments", which may include: actively managed and index-based ETFs (exchange traded funds); mutual funds and other investment companies; groups of securities related by index or sector made available through certain brokers at a discount brokerage rate (such as stock baskets, baskets of bonds and other index-or sector-based groups of related securities) and options or futures positions (e.g., options or futures contracts on securities, securities indexes, currencies or other financial instruments) with respect to any of the foregoing intended to match or approximate their performance; and (b) "Cash Positions", which include cash and short-term, highly liquid investments, such as money market instruments, U.S. government obligations, commercial paper, repurchase agreements, and other cash or cash equivalent positions. Assets are allocated among Fund Investments and Cash Positions using Stadion's proprietary, technically driven asset allocation model to determine a weighted average score for "market risk" based on a combination of factors. Examples of technical indicators examined include market breadth, trend determination, sector analysis, and relative strength/performance.

Based on its allocation model, Stadion seeks to evaluate the risk levels for different markets and market sectors. For example, Stadion will use the model to make a technical determination of the risk that different markets or market sectors will decline. Stadion then seeks to participate in markets and market sectors with lower risk scores, and seeks to divest investments in markets and market sectors with high risk scores. Stadion may also invest in Cash Positions (up to 100% of a client's portfolio), and manage such Cash Positions strategically, when it believes markets are overvalued or have too high of a risk. In lieu of Cash Positions, Stadion may utilize fixed income ETFs that invest in U.S. Treasuries or similar types of fixed income securities.

Core/Satellite Strategy:

For portfolios managed using the Core/Satellite Strategy, Stadion invests primarily in Fund Investments and Cash Positions. Assets are allocated using Stadion's proprietary, technically driven asset allocation model to determine a weighted average score for "market risk" based on a combination of factors.

The "Core Position" maintains a core position, comprised of approximately 40% to 60% of the strategy's net assets, in a blend of equity, fixed and short term investments, with the blend for each client depending on the objective. The remaining portion of the strategy, referred to as the "Satellite Position" or the "Flex Position," is allocated using Stadion's Tactically Unconstrained Strategy. The portfolio's Core Position will normally be fully invested in order to blend the benefits of market exposure gained through having approximately 50% of the portfolio's assets invested in broad-based equity or fixed-income market or market sector Fund Investments in varying market conditions. The portfolio's investments within the Core Position may change from time to time as Stadion deems appropriate or necessary based on its analysis and allocation models. However, through the Core Position, the portfolio will be exposed to the performance of selected U.S. or international equity and debt markets as a whole, or sector indexes,

regardless of market conditions or risk.

Defensive International Strategy:

For portfolios managed using the Defensive International Strategy, Stadion invests primarily in Fund Investments that are intended to be generally representative of the performance of international developed and emerging markets and market sectors, as well as Cash Positions. Under normal market conditions, at least 40% of the strategy's net assets will be invested in the equity securities of non-U.S. issuers (or Fund Investments that invest in such securities), and the Defensive International Strategy will typically have exposure to not less than three different countries other than the U.S. The strategy uses a technically-driven asset allocation model to determine current risk in international equity markets (reflected in the Adviser's model by a weighted average score) based on a number of technical indicators. The technical indicators examined by the Adviser are primarily focused on trend analysis of international markets, such as analysis of price trends (e.g., determining risk based on movements of market prices up or down), breadth trends (e.g., the majority of markets trending positively provides confirmation of price trends and the majority of markets trending negatively indicates weakness causing the adviser to be more cautious) and relative strength (i.e., measuring the speculative sentiment of the market participants by looking at the risk profiles of investment alternatives such as emerging markets vs. developed international markets). The Adviser then seeks to participate in markets and market sectors with low risk scores, while divesting its portfolio of investments in markets and market sectors with high risk scores.

Trilogy Alternative Return Strategy:

Stadion's "Trilogy Alternative Return Strategy" is a proprietary model that combines multiple investment strategies and investment techniques that are designed to generate return and manage risk exposure among varying market conditions.

For portfolios managed using this strategy, Stadion will employ three separate investment styles to invest in:

- (i) a diversified portfolio of common stocks and ETFs investing in stock indexes, and options selected to provide protection from market declines (the "Equity Position"),
- (ii) fixed-income securities or ETFs investing in fixed-income securities, and options sold and repurchased to generate net premium income (the "Income Position"), and
- (iii) index options or other securities in an effort to benefit from substantial price changes (up or down) in the markets (the "Market Movement Position").

In executing index options strategies for the Trilogy Alternative Return Strategy, Stadion intends to purchase and write (sell) put and call options on one or more broad-based U.S. stock indices, such as the Standard & Poor's 500 Index, or ETFs that replicate such indices. Index options are typically settled in cash rather than by delivery of securities and reflect price fluctuations in a group of securities or segments of the securities market. Over time, the indices on which Stadion purchases and sells options may vary based on Stadion's assessment of the availability and liquidity of various listed index options, and Stadion's evaluation of equity market conditions and other factors.

In allocating the Trilogy Alternative Return Strategy's assets, Stadion uses a combination of the investment strategies described above and may reduce or limit investments in certain assets, asset classes or strategies in order to achieve the desired composition of the Trilogy Alternative Return Strategy. These strategies are designed to manage risk exposure by seeking opportunities for return under varying

market conditions. Under normal market conditions, the Trilogy Alternative Return Strategy expects that (i) approximately 30% to 70% of assets will be allocated to the Equity Position, (ii) approximately 30% to 50% of assets will be allocated to the Income Position and (iii) approximately 2% to 30% of assets will be allocated to the Market Movement Position; however, these percentages may vary over time or as a result of market fluctuations.

Stadion may offer derivatives of the Trilogy strategy that may incorporate one or more of Trilogy's multiple investment strategies and investment techniques or slight derivations of either.

Dividend Income and Volatility Management ("DIVM" or "Alternative Income") Strategy

Stadion's "Alternative Income Strategy" is a proprietary model that combines multiple investment strategies and investment techniques that are designed to provide income and absolute portfolio returns, with a secondary emphasis on lower risk and volatility than the U.S. equity markets.

For portfolios managed using this strategy, Stadion will employ two strategies designed to generate income while managing risk exposure across varying market conditions:

- (i) a portfolio comprised of common stocks and actively managed or index-based ETFs selected for dividend yield potential, and options selected to provide protection from market movements (the "Equity Position"), and
- (ii) a portfolio comprised of options sold and repurchased to generate premium income (the "Income Position").

Under normal market conditions, and to the extent permitted under applicable regulations, the Income Strategy expects the notional value of the options in the Income Position to equal between 25% and 200% of the notional value of the equity securities in the Equity Position; however, these percentages may vary over time as a result of market conditions and fluctuations and Stadion's periodic determinations of current market volatility.

The Income Strategy will generally invest as follows:

(i) The Equity Position. The Equity Position is designed to generate yield in equity markets while moderating volatility. In the Equity Position, the Income Strategy typically invests in a portfolio of U.S. exchange-listed common stocks and American Depositary Receipts ("ADRs") of companies that the Adviser believes possess attractive valuation characteristics, and the capability for above-average dividend yield, or ETFs that hold such companies. In selecting individual positions, the Adviser generally considers factors such as profitability, revenue growth, gross margins, debt ratios and other financial characteristics that the Adviser believes correlate with potential for above-average yield. The Adviser also looks for companies that possess characteristics that support maintaining market share and earnings power through different market cycles and demonstrate the potential to increase dividends or earnings over time. While the Adviser will typically focus the Equity Position on companies having capitalizations of \$5 billion or more, there are no restrictions on market capitalization. The Adviser may sell a stock from the Equity Position if the Adviser believes the company's fundamentals have deteriorated, the company's dividend or earnings growth has or will decline, or the Adviser otherwise believes that selling the stock is in the Income Strategy's best interest.

The Adviser uses an option technique in the Equity Position called a "collar" to attempt to isolate dividend income by minimizing the effects of market movements. When employing a collar, the

Adviser generally writes index calls above the current value of the applicable index to seek to generate premium income and use the proceeds to purchase index puts below the current value of the applicable index to seek to reduce the Income Fund's exposure to market risk and volatility.

(ii) *The Income Position.* The Income Position is designed to generate additional yield from the receipt of premiums from selling index options. In implementing its options strategy for the Income Position, the Adviser typically writes put and call options on one or more broad-based U.S. stock indices, receiving premiums from the purchasers of the options. The Adviser may then repurchase the options prior to their expiration date, giving up appreciation and avoiding depreciation in between the sale of the option and its repurchase. The difference between the premium received from selling the option and the cost of repurchasing the option will determine the gain or loss realized by the Income Position.

These strategies are designed to manage risk exposure by seeking opportunities for return under varying market conditions. Under normal market conditions, the Alternative Income Strategy expects that (i) approximately 85% to 100% of portfolio assets will be allocated to the Equity Position; and (ii) approximately 0% to 15% of portfolio assets will be allocated to the Income Position.

Tactical Growth Strategy:

The Tactical Growth Strategy seeks long-term capital appreciation by investing in Fund Investments that Stadion believes have the potential for capital appreciation. The Tactical Growth Strategy uses a proprietary quantitative research process to determine current risk in the broad market equity markets, as well as to determine the strategy's:

- optimum cash position;
- weighting between the value and growth segments of the market;
- sector and industry allocation; and
- domestic and international exposure.

In executing the Tactical Growth Strategy, Stadion generally will search for investments that exhibit attractive valuations on several metrics, which may include, without limitation, price movement, volatility, price-to-earnings ratios, growth rates, price-to-cash flow ratios and price-to-book ratios. The Tactical Growth Strategy may include both growth and value style investing. The strategy retains the flexibility to allocate among equity or fixed income Fund Investments. The strategy may invest up to 100% of its assets in Fund Investments that have portfolios comprised of equity securities (including domestic or foreign companies of any size in any sector) or fixed-income securities (including domestic or foreign corporate and/or government bonds issued by any size company, municipality or government body in any sector of any maturity, yield or quality rating). The mix of fixed income and equity Fund Investments may be substantially over-weighted or under-weighted in favor of fixed income or equities, depending on prevailing market conditions. The strategy may participate in a limited number of industry sectors but will not concentrate its investments in any particular sector.

The strategy may hold all or a portion of its assets in cash positions, either due to pending investments or when investment opportunities are limited. Cash positions include cash and short-term, highly liquid investments such as money market mutual funds.

For this strategy, Stadion generally sells a security under one or more of the following conditions:

- the security reaches the Adviser's appraised value;
- there is a more attractively priced Fund Investment or other security as an alternative;
- the optimum Cash Position has changed based on the Adviser's quantitative research;
- the weighting between the value and growth segments of the market have changed based on the Adviser's quantitative research;
- the weighting between sector and industry allocations has changed based on the Adviser's quantitative research; or
- the weighting between domestic and international exposure has changed based on the Adviser's quantitative research.

StoryLine Strategies:

Stadion will seek to implement StoryLine's customizable glide paths by implementing one or more of the above strategies; however, in implementing such strategies, Stadion will be limited in its investable universe to the platform of particular investments selected by the applicable Recordkeeper, employer or plan sponsor engaging Stadion to provide the StoryLine product. This platform is expected to consist primarily of mutual funds, collective investment funds of trust companies ("Collective Investment Funds"), and may also include third party products or proprietary products sponsored by the Recordkeeper, unless the party engages Stadion to provide the "*StoryLine. Built with SPDR ETFs*" product, in which case the platform will consist primarily of Collective Investment Funds that invest in ETFs that bear the SPDR® trademark. In either case, Stadion will implement Storyline using the investment options available on the platform, which Stadion will not be able to change subject to the terms of its engagement.

Risk of Loss

Stadion's strategies are subject to investment risks; therefore you may lose money. There can be no assurance that any of the strategies will be successful in meeting its investment objective. Generally, Stadion's strategies will be subject to the following risks:

Commodity Risk: Investing in commodities through commodity-linked ETFs and mutual funds may subject a portfolio to potentially greater volatility than investments in traditional securities. The value of commodity-linked ETFs and mutual funds will be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or factors affecting a particular industry or commodity, such as drought, floods, weather, livestock disease, embargoes, tariffs and international economic, political and regulatory developments.

Currency Risk: Investments in foreign markets involve currency risk, which is the risk that the values of the Fund Investments and other assets denominated in foreign currencies will decrease due to adverse changes in the value of the U.S. dollar relative to the value of foreign currencies. A Stadion-managed portfolio may, but is not required to, hedge against currency risk through the use of forward foreign currency contracts, which are obligations to purchase or sell a specified currency at a future date at a price established at the time of the contract. Forward foreign currency contracts involve the risk of loss due to the imposition of exchange controls by a foreign government, the delivery failure or default by the other party to the transaction or the inability of a portfolio to close out a position if the trading market becomes illiquid. There can be no assurance that any currency hedging transactions will be successful, and a portfolio may suffer losses from these transactions.

Derivative Risk: Put and call options and futures contracts are referred to as “derivative” instruments since their values are based on (i.e., “derived from”) the values of other securities. Derivative instruments can be volatile and the potential loss to a portfolio may exceed a portfolio’s initial investment. Derivative instruments may be difficult to value and may be subject to wide swings in valuations caused by changes in the value of the underlying instrument. The use of these instruments requires special skills and knowledge of investment techniques that are different than those normally required for purchasing and selling securities. If Stadion uses a derivative instrument at the wrong time or judges market conditions incorrectly, or if the derivative instrument does not perform as expected, these strategies may significantly reduce a portfolio’s return. A portfolio could also experience losses if it is unable to close out a position because the market for an instrument or position is or becomes illiquid. Derivative instruments involve risks different from direct investments in the underlying securities, including: imperfect correlation between the value of the derivative instrument and the underlying assets; risks of default by the other party to the derivative instrument; risks that the transactions may result in losses of all or in excess of any gain in the portfolio positions; and risks that the transactions may not be liquid. Derivative instruments may create economic leverage in a portfolio, which magnifies a portfolio’s exposure to the underlying instrument.

- Futures Contracts. A futures contract is a bilateral agreement to buy or sell a security (or deliver a cash settlement price, in the case of a contract relating to an index or otherwise not calling for physical delivery at the end of trading in the contracts) for a set price in the future. The portfolio will be required to deposit with its custodian in a segregated account cash, U.S. Government securities, suitable money market instruments, or liquid, high-grade fixed income securities, known as “initial margin”, in an amount required for the particular futures contract as set by the exchange on which the contract is traded. This margin amount may be significantly modified from time to time by the exchange during the term of the contract. If the price of an open futures contract changes (by increase in the case of a sale or by decrease in the case of a purchase) so that the loss on the futures contract reaches a point at which the margin on deposit does not satisfy margin requirements, the broker will require an increase in the margin. A portfolio will incur brokerage fees when it purchases and sell futures contracts. Positions taken in the futures markets are not normally held until delivery or cash settlement is required, but are instead liquidated through offsetting transactions, which may result in a gain or a loss. While futures positions taken by a portfolio will usually be liquidated in this manner, the portfolio may instead make or take delivery of underlying securities whenever it appears economically advantageous for the portfolio to do so.
- Options. If a portfolio sells a put option whose exercise is settled in cash, a portfolio cannot provide in advance for its potential settlement obligations by selling short the underlying securities, and a portfolio will be responsible, during the option’s life, for any decreases in the value of the underlying security below the strike price of the put option. If a portfolio sells a call option whose exercise is settled in cash, the portfolio cannot provide in advance for its potential settlement obligations by acquiring and holding the underlying securities, and the portfolio will be responsible, during the option’s life, for any increases in the value of the underlying security above the strike price of the call option. If a portfolio establishes a debit option spread, the potential for unlimited losses associated with the option a portfolio sold will be mitigated, but the potential for unlimited gains associated with the option purchased will be reduced by the cost of, and capped by losses potentially incurred as a result of, the corresponding option sold. Options purchased by a portfolio may decline in value with the passage of time, even in the absence of movement in the price of the underlying security.

- Securities Index Futures Contracts. A securities index futures contract does not require the physical delivery of securities, but merely provides for profits and losses resulting from changes in the market value of the contract to be credited or debited at the close of each trading day to the respective accounts of the parties to the contract. On the contract's expiration date, a final cash settlement occurs and the futures positions are simply closed out. Changes in the market value of a particular index futures contract reflect changes in the specified index of securities on which the future is based.

In general, a portfolio will not purchase or sell futures contracts or related options unless either (i) the futures contracts or options thereon are purchased for "bona fide hedging" purposes (as defined under the CFTC regulations); or (ii) if purchased for other purposes, the sum of the amounts of initial margin deposits on a portfolio's existing futures and premiums required to establish non-hedging positions, less the amount by which any such options positions are "in-the-money" (as defined under CFTC regulations) would not exceed 5% of the liquidation value of the portfolio's total assets.

Dividend Yield Risk: While a portfolio may hold securities of companies that have historically paid a dividend, those companies may reduce or discontinue their dividends, thus reducing the yield of the company's securities. Lower priced securities in a portfolio may be more susceptible to these risks. Past dividend payments are not a guarantee of future dividend payments. Also, the market return of high dividend yield securities, in certain market conditions, may be worse than the market return of other investment strategies or the overall stock market.

Emerging Markets Risk: Investments in emerging markets, which include Africa, Asia, the Middle East and Central and South America, are subject to the risk of abrupt and severe price declines. The economic and political structures of developing countries, in most cases, do not compare favorably with the U.S. and other developed countries in terms of wealth and stability, and financial markets in developing countries are not as liquid as markets in developed countries. The economies in emerging market countries are less developed and can be overly reliant on particular industries and more vulnerable to the ebb and flow of international trade, trade barriers, and other protectionist measures. Certain countries may have legacies or periodic episodes of hyperinflation and currency devaluations or instability and upheaval that could cause their governments to act in a detrimental or hostile manner toward private enterprise or foreign investment. Significant risks of war and terrorism currently affect some emerging market countries.

ETF NAV and Market Price: The market value of an ETF's shares may differ from its net asset value ("NAV"). This difference in price may be due to the fact that the supply and demand in the market for ETF shares at any point in time is not always identical to the supply and demand in the market for the underlying basket of securities. Accordingly, there may be times when an ETF trades at a premium (creating the risk that a portfolio pays more than NAV for an ETF when making a purchase) or discount (creating the risks that the portfolio's value is reduced for undervalued ETFs it holds and that the portfolio receives less than NAV when selling an ETF).

ETF Tracking Risk: Index-based ETFs in which Stadion-managed portfolios may invest may not be able to replicate exactly the performance of the indices they track because the total return generated by the securities will be reduced by transaction costs incurred in adjusting the actual balance of the securities. In addition, these ETFs may incur expenses not incurred by their applicable indices.

Equity Securities Risk: The value of equity securities may decline due to general market conditions which are not specifically related to a particular company and are generally beyond Stadion's control, including fluctuations in interest rates, the quality of Stadion's investments, economic conditions, corporate

earnings, adverse investor sentiment and general equity market conditions. In a declining stock market, stock prices for all companies (including those in a Stadion portfolio) may decline, regardless of their long-term prospects.

Fixed Income Risk: Stadion may purchase fixed income investments of any maturity and credit quality. There are risks associated with fixed income investments, which include interest rate risk, maturity risk and credit risk. These risks could negatively affect the value of investments of Stadion's portfolios.

- Credit Risk. The value of a portfolio's fixed income investments is dependent on the creditworthiness of the issuer. A deterioration in the financial condition of an issuer or a deterioration in general economic conditions could cause an issuer to fail to pay principal and interest when due.
- Interest Rate Risk. The value of a portfolio's fixed income investments will generally vary inversely with the direction of prevailing interest rate movements. Generally when interest rates rise, the value of a portfolio's fixed income investments can be expected to decline.
- Junk Bonds or High Yield Securities Risk. High yield securities and unrated securities of similar credit quality are considered to be speculative with respect to the issuer's continuing ability to make principal and interest payments and are generally subject to greater levels of credit quality risk than investment grade securities. High yield securities are usually issued by companies without long track records of sales and earnings, or by companies with questionable credit strength. These fixed income securities are considered below "investment-grade". The retail secondary market for these "junk bonds" may be less liquid than that of higher-rated fixed income securities, and adverse conditions could make it difficult at times to sell certain securities or could result in lower prices than those used in calculating the Fund's net asset value. These risks can reduce the value of the Fund's shares and the income it earns.
- Liquidity Risk. Liquidity risk is the risk that a fixed income security may be difficult to sell at an advantageous time or price due to limited market demand (resulting from a downgrade, a decline in price, or adverse conditions within the fixed income market).
- Maturity Risk. The value of a portfolio's fixed income investments is also dependent on their maturity. Generally, the longer the maturity of a fixed income security, the greater its sensitivity to changes in interest rates.
- Mortgage-Related Securities Risk. Mortgage-related and other asset backed securities may be particularly sensitive to changes in prevailing interest rates and early repayment on such securities may expose the Fund to a lower rate of return upon reinvestment of principal.
- Prepayment Risk. The debtor on any fixed income obligation may pay its obligation early, reducing the amount of interest payments.
- U.S. Government Securities Risk. Government securities held by a portfolio may not be backed by the "full faith and credit" of the U.S. Government and may be supported only by the credit of the issuer. The guarantee of the U.S. Government does not extend to the yield or value of the U.S. Government securities held by a portfolio.

Foreign Securities Risk: Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For

example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and reporting requirements of U.S. securities laws. Foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations or currency exchange rates, expropriation or confiscatory taxation, limitation on the removal of cash or other assets, political or financial instability, or diplomatic and other developments which could affect such investments. Further, economies of particular countries or areas of the world may differ favorably or unfavorably from the economy of the United States. Foreign securities often trade with less frequency and volume on their respective exchanges than domestic securities and therefore may exhibit greater price volatility than domestic investments. ADRs and ETFs investing in foreign securities are subject to risks similar to those associated with direct investments in foreign securities.

“Fund of Funds” Structure: To the extent that you invest in a Stadion strategy through a Stadion Fund or other fund structure, your cost of investing will generally be higher than the cost of investing directly in the ETFs or other investment company shares held by Stadion Fund or other fund structure, because you will indirectly bear fees and expenses charged by the underlying ETFs and investment companies in which a portfolio invests in addition to the Stadion Fund’s or other funds’ fees and expenses. The use of this “fund of funds” structure could affect the timing, amount, and character of distributions to you and therefore may increase the amount of taxes payable by you.

Growth Investing Risk: A portfolio may invest in companies that appear to be growth-oriented. Growth companies are those that Stadion believes will have revenue and earnings that grow faster than the economy as a whole, offering above-average prospects for capital appreciation and little or no emphasis on dividend income. If Stadion’s perceptions of a company’s growth potential are wrong, the securities purchased may not perform as expected, reducing a portfolio’s return.

Large Capitalization Companies Risk: Large capitalization companies (i.e., companies with more than \$5 billion in capitalization) may be unable to respond quickly to new competitive challenges, such as changes in technology and consumer tastes and may not be able to attain the high growth rate of successful smaller companies especially during extended periods of economic expansion.

Limited Platform of Investments: As described above, parties that engage Stadion to provide the StoryLine product will select for the plan the platform of investment options. This platform is expected to consist primarily of mutual funds, collective investment funds of trust companies (“Collective Investment Funds”), and may also include third party products or proprietary products sponsored by the Recordkeeper, unless the party engages Stadion to provide the “*StoryLine. Built with SPDR ETFs*” product, in which case the platform will consist primarily of Collective Investment Funds that invest in ETFs that bear the SPDR® trademark. In either case, Stadion will implement Storyline using the investment options available on the platform, which Stadion will not be able to change subject to the terms of its engagement.

Accordingly, Participants investing through a StoryLine product should be aware that, when implementing the participant’s customized glide path, Stadion will be limited in its investable universe to those particular investments, which may not perform as well as other investment options utilized by Stadion to implement similar investment strategies for other plans or for clients not investing through the StoryLine product.

Management Style Risk: A portfolio’s performance is based on the performance of the securities in which

it invests. The ability of the portfolio to meet its objective is directly related to the ability of Stadion's allocation model to accurately measure market risk and appropriately react to current and developing market trends. There is no guarantee that Stadion's judgments about the attractiveness, value, and potential appreciation of particular investments in which the portfolio invests will be correct or produce the desired results. If Stadion fails to accurately evaluate market risk or assess market conditions, the portfolio's value may be adversely affected.

Market Risk: Market risk is the risk that the value of securities in a portfolio may decline due to daily fluctuations in the securities markets that are generally beyond Stadion's control. In a declining stock market, stock prices for all companies may decline, regardless of their long-term prospects.

Money Market Mutual Funds: Although a money market fund generally seeks to maintain the value of an investment at \$1.00 per share, there is no assurance that it will be able to do so, and it is possible to lose money by investing in a money market fund. A portfolio will incur additional indirect expenses due to acquired fund fees and other costs to the extent it invests in shares of money market mutual funds. When a portfolio invests in money market funds and other Cash Positions, the portfolio may not participate in stock market advances to the same extent it would had it remained more fully invested in Fund Investments.

Portfolio Turnover: As a result of its trading strategies, Stadion may sell portfolio securities without regard to the length of time they have been held and some of Stadion's portfolios will likely have higher portfolio turnover than other investment options. Since portfolio turnover may involve paying brokerage commissions and other transaction costs, higher turnover generally results in additional portfolio expenses. High rates of portfolio turnover could lower performance of Stadion's portfolios due to these increased costs and may also result in the realization of short-term capital gains. High rates of portfolio turnover in a given year in non-qualified accounts would likely result in short-term capital gains that are taxed at ordinary income tax rates.

Sector Risk: Sector risk is the possibility that securities within the same group of industries will decline in price due to sector-specific market or economic developments. If a portfolio invests more heavily in a particular sector, the value of its shares may be sensitive to factors and economic risks that specifically affect that sector. As a result, a portfolio's share price may fluctuate more widely than the value of shares of a mutual fund that invests in a broader range of industries. Additionally, some sectors could be subject to greater government regulation than other sectors, which may impact the share price of companies in these sectors. The sectors in which any portfolio may invest in more heavily will vary.

Small and Medium Capitalization Companies Risk: A portfolio may, at any given time, invest a significant portion of its assets in securities of small capitalization companies (i.e., companies with less than \$1 billion in capitalization) and/or medium capitalization companies (i.e., companies with between \$1 billion and \$5 billion in capitalization). Investing in the securities of small and medium capitalization companies generally involves greater risk than investing in larger, more established companies. The securities of small and medium companies usually have more limited marketability and therefore may be more volatile and less liquid than securities of larger, more established companies or the market averages in general. Because small and medium capitalization companies normally have fewer shares outstanding than larger companies, it may be more difficult to buy or sell significant amounts of such shares without an unfavorable impact on prevailing prices. Small and medium capitalization companies often have limited product lines, markets, or financial resources and lack management depth, making them more susceptible to market pressures. Small and medium capitalization companies are typically subject to greater changes in earnings and business prospects than larger, more established companies. The

foregoing risks are generally increased for small capitalization companies as compared to companies with larger capitalizations.

Value Investing Risk: Value investing attempts to identify companies selling at a discount to their intrinsic value (i.e., what a company is “really” worth, as determined by analyzing business, financial, and other factors about the company and its market). Value investing is subject to the risk that a company’s intrinsic value may never be fully realized by the market or that a company judged by Stadion to be undervalued may not be undervalued.

Item 9 – Disciplinary Information

Stadion has no disciplinary information to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

Stadion has several affiliations material to its advisory business. A description of each is provided below.

Registered Personnel

Certain of Stadion’s management persons or other personnel of Stadion, or one or more affiliates of Stadion, may be registered from time to time as registered representatives of the principal underwriter for the Stadion Funds (the “Distributor”) to facilitate certain marketing activities on behalf of Stadion and the Stadion Funds. Any activities performed by such persons requiring such registration is supervised by the Distributor. Stadion does not direct any of its brokerage to, or execute any trades through, such persons.

Stadion Funds

Stadion is the investment adviser of the Stadion Funds, each of which is a series of the Stadion Investment Trust. The Stadion Investment Trust is governed by a Board of Trustees. A majority of the Trustees are independent of Stadion.

Collective Investment Funds

Stadion is the sub-adviser to Collective Investment Funds created and administered by Benefit Trust Company as trustee. Stadion is not affiliated with Benefit Trust Company.

Other Registered Investment Companies

Stadion is the sub-adviser to the ALPS/Stadion Tactical Defensive Portfolio and the ALPS/Stadion Tactical Growth Portfolio, each a series of the ALPS Variable Investment Trust. ALPS Advisors, Inc. is the adviser to the ALPS/Stadion Tactical Defensive Portfolio and ALPS/Stadion Tactical Growth Portfolio and is an affiliate of ALPS Distributors, Inc., the principal underwriter for the Stadion Funds.

Insurance Separate Accounts

Stadion is the sub-adviser and investment manager to certain sub-accounts of Insurance Separate Accounts established by Lincoln National Life Insurance Company and Mutual of Omaha Life Insurance Company. Stadion also acts as an investment manager utilizing investments residing in Insurance Separate Accounts and/or Group Variable Annuities established Guardian Life Insurance Company of America, and Nationwide Life Insurance Company.

Related Investment Adviser Entities

Certain investment funds affiliated with TA Associates, L.P. and its subsidiaries (collectively, “TA”) own a significant interest in Stadion and, accordingly, TA may be considered to “control” Stadion and further to be a “related person” of Stadion. Further, TA also controls TA Associates Management, L.P., an investment adviser registered with the Securities and Exchange Commission. Stadion and TA do not conduct joint operations and Stadion does not provide investment advice to its clients that is formulated by TA.

Certain TA-affiliated entities serve as general partners of investment-related limited partnerships and/or advisers of other private funds. A supplementary list of these limited partnerships and other private funds is available upon request. None of Stadion’s clients are solicited to invest in these limited partnerships or other private funds.

Conflicts of Interests

Conflicts of interests may arise where Stadion recommends that clients invest in the Stadion Funds or in Insurance Separate Accounts and Collective Investment Funds for which Stadion serves as adviser or sub-adviser. Stadion receives direct benefits from investments in Stadion Funds, and may receive indirect benefits if a client is introduced to the sponsor of, and invests in, the Collective Investment Funds or an Insurance Separate Account discussed above. To minimize these conflicts, assets invested in Stadion Funds or in a Stadion-managed Insurance Separate Account will not be charged a separate management fee; however, clients should note that the management fees and expenses of investments in Stadion Funds or an Insurance Separate Account may be higher than Stadion’s Separate Account Management Program fees. Stadion’s employees and representatives make recommendations based upon client needs without regard to their own personal benefit.

Conflicts may arise when clients have assets at custodians that are different than the custodian of the Stadion Investment Trust, Collective Investment Funds or Insurance Separate Accounts. Stadion has implemented a block rotation process, so that over time no custodial block will be favored over another when Stadion places orders for execution. Stadion may execute transactions for itself and its employees. Such transactions are included in their appropriate custodial block. Stadion does not include non-discretionary investment recommendations, research or trading signals provided to other registered investment advisers in any trade rotation. As such, the timeliness and the ability of other registered investment advisers to execute trades on a non-discretionary basis may subject participant accounts to follow the execution of Stadion’s discretionary trades. Participant accounts may be disadvantaged since their trades will generally be made after the discretionary block trades and may result in different execution prices. Stadion employees may invest in the Stadion Funds. Stadion has Personal Trading Policies to review employee investments pursuant to its Code of Ethics. See “Item 11 – Code of Ethics”.

Conflicts of interests may arise where Stadion recommends that clients invest in guaranteed income contracts or stable value accounts (“GIC/SVA”) issued by a plan provider sponsor where Stadion’s Retirement Account Management Program services are offered. To minimize these conflicts, Stadion conducts an analysis on the prudence of the investment, the credit quality of the issuer and an arms length, independence analysis for assets invested in GIC/SVA. Stadion does not receive any additional compensation from assets invested in GIC/SVA.

StoryLine. Stadion has entered into an agreement with State Street Global Advisors, a division of State Street Bank & Trust Company, and certain of its affiliates (“State Street”) that obligates Stadion, among other things, to utilize within the “*StoryLine. Built with SPDR ETFs*” product (with certain exceptions)

only ETFs that bear the SPDR® trademark and to market the StoryLine product as “StoryLine Built with SPDR® ETFs” (the “SSGA Agreement”). Under the SSGA Agreement, Stadion is entitled to receive from State Street an annual payment, reimbursement for certain marketing and educational services, marketing and distribution assistance and other benefits. These payments and other benefits create conflicts of interests when Stadion recommends that clients engage Stadion to provide the StoryLine product. These conflicts may be mitigated, however, by the fact that, as described above, the party engaging Stadion to provide the StoryLine product will select and continuously monitor the platform of investments.

Item 11 – Code of Ethics

Stadion has established a Code of Ethics designed to prevent conflict of interest situations. The Code of Ethics provides, among other things, that:

- All Stadion officers, directors and employees (“Stadion Personnel”) must reflect the professional standards expected of persons in the investment advisory business by being judicious, accurate, objective and reasonable in dealing with both clients and other parties.
- All Stadion Personnel must comply with applicable federal securities laws.
- Stadion Personnel will place the interests of Stadion’s clients ahead of any personal interests, except as may otherwise be approved or disclosed to clients.

The Code also requires that Stadion’s investment recommendations and actions, and personal, non-public information regarding clients be kept confidential and not be provided to third parties, other than service providers in the ordinary course of business.

Stadion’s Code of Ethics includes policies on trading on insider information (“Insider Trader Policies”) and policies on personal trading (“Personal Trading Policies”) by Stadion Personnel with access to investment decisions (“Access Persons”). The Insider Trading Policies are designed to detect and prevent the misuse of material non-public information by Stadion Personnel. The Personal Trading Policies are designed to protect the interests of clients by placing restrictions on personal trading by Access Persons. The Personal Trading Policies also require regular reporting of securities transactions by Access Persons, and annual certifications from Access Persons regarding portfolio holdings and compliance with the Code.

Disciplinary actions, including dismissal, may be imposed for violations of the Code of Ethics by Stadion Personnel. You may request a copy of Stadion’s Code of Ethics by contacting Stadion.

Stadion Funds

As explained under “Item 5 – Fees and Compensation”, Stadion may recommend that certain clients in Stadion’s sponsored wrap program (e.g., clients with accounts under \$500,000) invest in one or more of the Stadion Funds. However, client assets invested in a Stadion Fund will not be charged separate management fees by Stadion, and such recommendations will be made when Stadion believes it is the most efficient way to manage a client’s account (e.g., due to the size of the account). Clients should note

that management and other fees for investments in Stadion Funds may exceed Stadion's separate account fees. Unless prohibited by a platform or sponsor, Stadion generally invests in Class I shares of the Stadion Funds.

Stadion Managed Insurance Separate Accounts

As explained under "Item 5 – Fees and Compensation", Stadion may invest assets of retirement plan participants that have engaged Stadion under a "Manage It for Me" agreement, a QDIA arrangement, or StoryLine in Stadion-managed Insurance Separate Accounts that are investment options under applicable insurance company retirement platforms. However, client assets invested in a Stadion managed Insurance Separate Account will not be charged separate management fees by Stadion. Stadion generally no longer offers a "Manage It for Me" program directly to retirement plan participants.

Item 12 – Brokerage Practices

Brokerage Selection

Stadion uses both quantitative and qualitative judgments for best execution. Best price, giving effect to commissions and other transaction costs, is an important factor, but the selection also involves the quality of brokerage services, factoring in such criteria as execution capability, willingness to commit capital, creditworthiness, financial stability, clearance and settlement capability and research.

All securities transactions are executed through brokers, dealers or other financial intermediaries who are unaffiliated with Stadion. In selecting broker-dealers for client transactions, consideration is given to such factors as the rate of commission, the type and price of the security, the size of the order, the execution and operations capability of the broker, and the reliability, effectiveness of communication, the integrity and financial condition of the broker, and other factors. While Stadion generally seeks the best price available under the circumstances, each transaction may not necessarily reflect the best price or lowest commission rate. Stadion and its employees are to focus on establishing processes, disclosures and documentation, which together form a systematic, repeatable and demonstrable approach to seeking best execution in the aggregate.

Stadion may, consistent with its duty of best execution and Stadion's specific agreement with each client, effect trades for client accounts through broker dealers that provide Stadion with access to their respective institutional trading platforms, networks and services, which are typically not available to retail investors ("Institutional Benefits"). These Institutional Benefits may include software, web interfaces and other technology made available to Stadion that assist Stadion in managing and trading client accounts by, without limitation: (i) providing electronic real-time access to client account data (such as trade confirmations and account statements); (ii) facilitating trade execution and allocating aggregated trade orders for multiple client accounts; (iii) providing research, pricing and other market data tools for Stadion's use; (iv) facilitating payment of Stadion's fees from clients' accounts; and (v) assisting with Stadion's back-office functions, recordkeeping and client reporting. Stadion may, in evaluating whether to recommend a broker dealer or trade a client's account with a broker dealer, take into account the broker dealer's provision of Institutional Benefits as part of the total mix of factors it considers.

The foregoing Institutional Benefits do not constitute "soft dollar" arrangements because they are provided without regard to whether Stadion requests them, and without regard to the volume of trading that Stadion does with the broker dealer (i.e., client account trades do not generate soft dollars used to pay for the products and services the broker dealer provides). However, they are products and services that are provided to Stadion to assist Stadion in managing client accounts because its clients use the broker

dealer for custody and/or trading. Accordingly, clients and potential clients should be aware that Stadion may face a conflict of interest in recommending or selecting a broker dealer for trading in order to receive some or all of the Institutional Benefits.

Soft Dollars

Stadion does not engage in soft dollar transactions.

Directed Brokerage

Stadion may accept directed brokerage instructions from clients in writing in its sole discretion. When a client directs brokerage, Stadion, due to a lack of discretion, may not achieve most favorable execution of client transactions, and the client may pay higher brokerage commissions. Generally, clients utilizing Stadion's non-sponsored Separate Account Management Program through various investment advisory platforms will direct Stadion to use the affiliated broker of the client's custodian.

Aggregated Trades

Stadion aggregates blocks across custodians wherever possible. However, some custodial relationships prevent Stadion from including those accounts in the same block. In these cases, Stadion may aggregate trades for client accounts at the same custodian into a "block". If Stadion has multiple blocks making the same trade, Stadion's general policy is to use a block rotation process to enter trade orders for execution. In addition, you should note that Stadion may also aggregate trades for itself or for its access persons with client trades, provided that the applicable account participates in its respective block. Notwithstanding the foregoing, Stadion may, where the portfolio manager or trader determines that it is advisable, consider performing step-out allocations in order to protect the execution for all blocks on a net of commission basis rather than utilize the block rotation process.

End of Day Execution Strategies

Stadion may utilize "market on close" orders or seek execution strategies to trade at, into, or near the market close for its portfolios. A "market on close" order is a market order that is to be executed as close to the closing price as possible. Should Stadion utilize these execution strategies for its portfolios, certain clients utilizing directed brokerage may have their orders entered the following trading day, and at a different price, due to operational limitations with their respective custodians.

Item 13 – Review of Accounts

Stadion reviews client accounts regularly for consistency with the applicable model portfolio. The Director of Operations, Senior Systems Analyst, Account Specialist, Software Engineer, and Portfolio Management Team conduct the reviews. The Portfolio Management Team will make changes, as the Portfolio Management Team determines are appropriate, to bring an account in line with its model portfolio.

Stadion requires that clients select custodians that issue at least quarterly reports. Such reports include a complete listing of account assets priced as of period end, and show all transactions occurring during the period.

Item 14 – Client Referrals and Other Compensation

Solicitor Referrals

Stadion has engaged solicitors to refer potential clients to Stadion for investment advisory services. In these cases, Stadion pays a portion of its advisory fee to the solicitor and complies with the requirements of Rule 206(4)-3 under the Advisers Act.

Retirement Account Administrative and Marketing Services

Stadion will also pay a portion of the investment management fee for managed qualified plan accounts to the plan's administrator as compensation for administrative services associated with the management of qualified plan accounts, for the development and maintenance of transaction interfaces to Stadion, and for providing Stadion with marketing and administrative support services that facilitate the wholesale marketing of Stadion services to plan sponsors.

Other Compensation

Stadion services may be marketed by various third party wholesaling organizations and/or third party administrators who may also receive compensation from Stadion for education, training and sales support services offered on behalf of Stadion. Clients may contact Stadion at any time for additional information regarding the amount of fees paid to any third party.

Item 15 – Custody

Client funds and securities are maintained with an unaffiliated "qualified custodian". It is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify Stadion of any questions or concerns. Clients should promptly notify Stadion if the custodian fails to provide statements on each account held.

Item 16 – Investment Discretion

For client accounts over which Stadion has investment discretion, Stadion has this authority pursuant to the terms of the client's investment management agreement with Stadion.

When selecting securities and determining amounts, Stadion observes the investment policies, limitations and restrictions of the particular client. For registered investment companies, Stadion's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Clients have the opportunity to impose reasonable restrictions on the management of the Client's portfolio, provided such restrictions are provided to Stadion in writing and agreed to by Stadion.

Item 17 – Voting Client Securities

In general, Stadion votes proxies for the Stadion Funds and certain other clients. In voting proxies for clients, Stadion is committed to voting in the manner that serves the best interests of the client (e.g., the fund and its shareholders or individual clients).

Stadion has appointed a proxy voting manager, Brad Thompson (the “Proxy Manager”), and adopted specific voting guidelines (the “Voting Guidelines”) to follow when voting proxies for the Stadion Funds. In determining the appropriate vote for a proxy, the Proxy Manager takes into consideration what vote is in the best interests of clients consistent with the provisions of Stadion’s Voting Guidelines. Stadion will not allow clients to direct Stadion’s vote.

In cases where Stadion is aware of a conflict between the interests of a Stadion Fund or another client and the interests of Stadion or an affiliated person of Stadion (e.g., a portfolio company is a client or an affiliate of a client of Stadion), Stadion will notify the applicable Stadion Fund or the other client (as appropriate) of the conflict and will vote the applicable shares in accordance with the Stadion Fund’s or other client’s instructions.

If you would like a copy of Stadion’s Proxy Voting Policy (which includes Stadion’s Voting Guidelines), you may contact us at the address and phone number below. In addition, if you are a shareholder of a Stadion Fund, we will provide you with a record of how Stadion voted proxies for the Stadion Fund or your client account upon request. Information regarding how Stadion voted proxies for each Stadion Fund will also be available through the SEC’s web site, www.sec.gov.

Item 18 – Financial Information

Stadion does not require or solicit prepayment of fees six months or more in advance, and Stadion currently does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.



PART 2B of Form ADV: Brochure Supplement

Stadion Money Management, LLC

1061 Cliff Dawson Rd.

Watkinsville, GA 30677

800-222-7636

www.stadionmoney.com

Judson P. Doherty, CFA *
John M. Wiens, CFA, CMT *
William McGough, CFA

Bradley A. Thompson, CFA *
Duane L. Bernt, CFA, FSA *
Dale C. Williams

*Investment Committee Member for Stadion Money Management LLC

This Brochure Supplement provides information on our personnel listed above and supplements the Stadion Money Management LLC (“Stadion”) Brochure. You should have also previously received a copy of the Brochure.

If you have not received our firm’s Brochure, have any questions about professional designations or about any content of this supplement, please contact us at 800-222-7636.

Additional information about Stadion and its personnel is available on the SEC’s website at www.adviserinfo.sec.gov.

Additionally, a Summary of Professional Designations is included with this Part 2B Brochure Supplement. The list is provided to assist you in evaluating the professional designations that certain of our investment professionals hold.

Judson P. Doherty, CFA

Chief Executive Officer, President, Investment Committee Member, Board of Managers Member

Item 2 – Educational Background and Business Experience

Year of birth: 1969

Educational background: Vanderbilt University, BA Economics, 1991

Business background:	2001 – present	Stadion Money Management
	1999 – 2000	Aon Investment Consulting
	1994 – 1999	BPS&M

Item 3 – Disciplinary Information

None

Item 4 – Other Business Activities

Judson P. Doherty serves as President for the Stadion Investment Trust, for which Stadion is the investment adviser. The Stadion Investment Trust is governed by a Board of Trustees, a majority of which are independent of Stadion.

Item 5 – Additional Compensation

None

Item 6 – Supervision

Judson P. Doherty reports to Stadion's Board of Managers. Michael Isaac, Stadion's Chief Compliance Officer (706-583-5230), supervises Mr. Doherty's advisory activities. This supervision takes various forms, including: reviewing communications and advertisements, conducting regular meetings and various internal controls related to supervised persons.

Bradley A. Thompson, CFA

Chief Investment Officer, Investment Committee Member

Item 2 – Educational Background and Business Experience

Year of birth: 1964

Educational background: University of Georgia, BBA Finance 1986

Business background:	2006 – present	Stadion Money Management
	1998 – 2006	Global Capital Advisors
	1996 – 1999	AAPG, Inc.

Item 3 – Disciplinary Information

None

Item 4 – Other Business Activities

None

Item 5 – Additional Compensation

None

Item 6 – Supervision

Bradley A. Thompson reports to Judson P. Doherty, Stadion's President (706-583-5207). Michael Isaac, Stadion's Chief Compliance Officer (706-583-5230), supervises Mr. Thompson's advisory activities. This supervision takes various forms, including: reviewing communications and advertisements, conducting regular meetings and various internal controls related to supervised persons.

John M. Wiens, CFA, CMT

Vice President of Portfolio Management, Investment Committee Member

Item 2 – Educational Background and Business Experience

Year of birth: 1955

Educational background: Univ. of Alabama, BA, 1977

Univ. of Alabama, MBA, 1979

Business background:	2011 – present	Stadion Money Management
	2010 – 2011	J.P. Morgan
	2007 – 2010	Barclays / Lehman Brothers
	1996 – 2007	Merrill Lynch
	1994 – 1996	HSBC

Item 3 – Disciplinary Information

None

Item 4 – Other Business Activities

John M. Wiens is a registered representative of ALPS Distributors, Inc., the distributor of the Stadion Funds. Mr. Wiens receives additional compensation in the form of commissions for sales of the Stadion Funds resulting from his role as a registered representative of ALPS Distributors, Inc. John Wiens serves as a Board Member of Preferred Apartment Communities, Inc. Stadion is not affiliated with Preferred Apartment Communities, Inc. and does not engage in any business directly or indirectly with Preferred Apartment Communities, Inc..

Item 5 – Additional Compensation

John M. Wiens receives additional compensation in the form of commissions for sales of the Stadion Funds resulting from his role as a registered representative of ALPS Distributors, Inc. John Wiens will receive company stock for his role as a Board Member of Preferred Apartment Communities, Inc.

Item 6 – Supervision

John M. Wiens reports to Bradley A. Thompson, Stadion's Chief Investment Officer (706-583-5234). Bradley A. Thompson and Michael Isaac, Stadion's Chief Compliance Officer (706-583-5230), supervise Mr. Wiens' advisory activities. This supervision takes various forms, including: reviewing communications and advertisements, conducting regular meetings and various internal controls related to supervised persons.

Duane L. Bernt, CFA, FSA

Chief Financial Officer, Investment Committee Member

Item 2 – Educational Background and Business Experience

Year of birth: 1970

Educational background: University of Nebraska, BS, 1992

University of Pennsylvania - Wharton School, MBA, 2005

Business background:	2011 – present	Stadion Money Management
	1998 – 2011	Lincoln Financial Group
	1992 – 1998	CIGNA

Item 3 – Disciplinary Information

None

Item 4 – Other Business Activities

Duane L. Bernt serves as Treasurer for the Stadion Investment Trust, for which Stadion is the investment adviser. The Stadion Investment Trust is governed by a Board of Trustees, a majority of which are independent of Stadion.

Item 5 – Additional Compensation

None

Item 6 – Supervision

Duane L. Bernt reports to Judson P. Doherty, Stadion's President (706-583-5207). Michael Isaac, Stadion's Chief Compliance Officer (706-583-5230), supervises Mr. Bernt's advisory activities. This supervision takes various forms, including: reviewing communications and advertisements, conducting regular meetings and various internal controls related to supervised persons.

William T. McGough, CFA

Vice President of Portfolio Management

Item 2 – Educational Background and Business Experience

Year of birth: 1981

Educational background: University of Georgia, BBA Finance 2003

Business background: 2003 – present Stadion Money Management

Item 3 – Disciplinary Information

None

Item 4 – Other Business Activities

None

Item 5 – Additional Compensation

None

Item 6 – Supervision

William T. McGough reports to Bradley A. Thompson, Stadion's Chief Investment Officer (706-583-5234). Bradley A. Thompson and Michael Isaac, Stadion's Chief Compliance Officer (706-583-5230), supervise Mr. McGough's advisory activities. This supervision takes various forms, including: reviewing communications and advertisements, conducting regular meetings and various internal controls related to supervised persons.

Dale C. Williams

Sales Director

Item 2 – Educational Background and Business Experience

Year of birth: 1950

Educational background: Gordon College, 1974

Business background:	2005 – present	Stadion Money Management
	1978 – 2005	Delta Airlines

Item 3 – Disciplinary Information

None

Item 4 – Other Business Activities

None

Item 5 – Additional Compensation

None

Item 6 – Supervision

Dale C. Williams reports to David Lacusky, Stadion's Senior Vice President – National Sales Director, Retail (610-731-5404). David Lacusky and Michael Isaac, Stadion's Chief Compliance Officer (706-583-5230), supervise Mr. Williams' advisory activities. This supervision takes various forms, including: reviewing communications and advertisements, conducting regular meetings and various internal controls related to supervised persons.

SUMMARY of PROFESSIONAL DESIGNATIONS

This Summary of Professional Designations is provided to assist you in evaluating the professional designations and minimum requirements of our investment professionals who hold these designations.

CFA - Chartered Financial Analyst

Issued by: CFA Institute

Prerequisites/Experience Required: Candidate must have an undergraduate degree and four years of professional experience involving investment decision-making, or have four years qualified work experience (full time, but not necessarily investment related)

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

Examination Type: 3 course exams

Continuing Education/Experience Requirements: None

FSA – Fellow of the Society of Actuaries

Issued by: Society of Actuaries

Prerequisites/Experience Required: There are no formal prerequisites for taking the Society of Actuaries' fellowship-level examinations and modules.

Educational Requirements: Requirements to attain the FSA designation include examinations, e-Learning courses and modules, validation of educational experiences outside the SOA Education system (VEE), a professionalism seminar and the Fellowship Admissions Course.

Examination Type: Series of course exams covering general and specialty tracks

Continuing Education/Experience Requirements: Annual Society of Actuaries Continuing Professional Development Requirements

CMT – Chartered Market Technician

Issued by: Market Technicians Association

Prerequisites/Experience Required: Candidate must have three years' work experience in a professional analytical or investment management capacity and must be regularly engaged in this capacity at the time of passing all three levels of the CMT exam.

Educational Requirements: Requirements to attain the CMT designation include completion of an education program and examination series in technical analysis.

Examination Type: Series of three course exams

Continuing Education/Experience Requirements: Continuing education is recommended but not required.