

Item 1: Cover Page

Part 2A of Form ADV Firm Brochure

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Main Office

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure provides information about the qualifications and business practices of Blue Prairie Group, LLC. If you have any questions about the contents of this brochure, please contact us at info@blueprairiegroup.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority. Registration with the SEC or State Regulatory Authority does not imply a certain level of skill or expertise.

Additional information about Blue Prairie Group, LLC, is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Firm Brochure is our disclosure document prepared according to regulatory requirements and rules. Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

Item 3: Table of Contents

Item 1: Cover Page.....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents.....	3
Item 4: Advisory Business.....	6
A. Description of Your Advisory Firm.....	6
B. Description of Advisory Services Offered.....	6
C. Client-Tailored Services and Client-Imposed Restrictions.....	9
D. Wrap Fee Programs.....	10
E. Client Assets Under Management.....	10
Item 5: Fees and Compensation.....	11
A. Methods of Compensation and Fee Schedule.....	11
B. Client Payment of Fees.....	14
C. Additional Client Fees Charged.....	14
D. Prepayment of Client Fees.....	15
E. External Compensation for the Sale of Securities to Clients.....	15
Item 6: Performance-Based Fees and Side-by-Side Management.....	16
Item 7: Types of Clients.....	17
Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss.....	18
A. Methods of Analysis and Investment Strategies.....	18
B. Investment Strategy and Method of Analysis Material Risks.....	24
C. Concentration Risk.....	26
Item 9: Disciplinary Information.....	27
A. Criminal or Civil Actions.....	27
B. Administrative Enforcement Proceedings.....	27
C. Self-Regulatory Organization Enforcement Proceedings.....	27
Item 10: Other Financial Industry Activities and Affiliations.....	28
A. Broker-Dealer or Representative Registration.....	28
B. Futures or Commodity Registration.....	28
C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest.....	28

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest.....	28
Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	29
A. Code of Ethics Description.....	29
B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest.....	29
C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest.....	29
D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest.....	30
Item 12: Brokerage Practices	31
A. Factors Used to Select Broker-Dealers for Client Transactions.....	31
B. Aggregating Securities Transactions for Client Accounts.....	35
Item 13: Review of Accounts	38
A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved.....	38
B. Review of Client Accounts on Non-Periodic Basis.....	38
C. Content of Client-Provided Reports and Frequency.....	38
Item 14: Client Referrals and Other Compensation.....	40
A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest.....	40
B. Advisory Firm Payments for Client Referrals.....	40
Item 15: Custody	41
Item 16: Investment Discretion.....	42
Item 17: Voting Client Securities.....	43
Item 18: Financial Information.....	44
A. Balance Sheet.....	44
B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients	44
C. Bankruptcy Petitions During the Past Ten Years	44
Brochure Supplements.....	45
D. Professional Designations - Qualifications and Related Criteria.....	49
D. Professional Designations - Qualifications and Related Criteria.....	64

D. Professional Designations - Qualifications and Related Criteria.....	67
D. Professional Designations - Qualifications and Related Criteria.....	73
Item 1: Cover Page.....	75
Item 2: Educational Background and Business Experience.....	76
A. Educational Background.....	76
B. Professional Designations.....	76
C. Business Background.....	76
D. Professional Designations - Qualifications and Related Criteria.....	76
Item 3: Disciplinary Information.....	76
Item 4: Other Business Activities	76
Item 5: Additional Compensation	77
Item 6: Supervision	77

Item 4: Advisory Business

A. Description of Your Advisory Firm

Blue Prairie Group, LLC ("Blue Prairie Group" and/or "the firm"), is an Illinois limited liability company principally owned by Matthew Gnabasik and Gary Silverman. Blue Prairie Group has been providing investment advisory and consulting services since July of 2005.

B. Description of Advisory Services Offered

Blue Prairie Group is an independent investment advisory and consulting firm that provides objective discretionary and non-discretionary private investment management and financial planning services to individuals and high-net-worth individuals, families, trusts, estates, foundations, pension and profit sharing plans, institutional retirement (both ERISA and non-ERISA) plans and corporations, and other business entities.

For its discretionary asset management services, Blue Prairie Group receives a limited power of attorney to effect securities transactions on behalf of its clients that include securities and strategies as described in Item 8 of this Brochure.

B.1. Asset Management Services

B.1.a. Individual Investment Consulting

Blue Prairie Group first works with the client to develop an overall investment strategy and financial plan. The discovery phase of the process includes an analysis of financial goals, which may include advice regarding capital sufficiency and cash flow, retirement planning, income tax planning, education funding, corporate benefit decisions, and consideration of estate planning issues. The result of this overall analysis serves as the foundation for the client's strategic investment plan, which includes investment education, portfolio design, and ongoing portfolio monitoring and management.

Blue Prairie Group's asset management services are predicated on the client's investment objectives, goals, tolerance for risk, and other personal and financial circumstances. Blue Prairie Group will analyze each client's current investments, investment objectives, goals, age, time horizon, financial circumstances, investment experience, investment restrictions and limitations, and risk tolerance and implement a portfolio consistent with such investment objectives, goals, risk tolerance, and related financial circumstances. Blue Prairie Group's objective is to review the client's tax, financial, and estate planning objectives and goals in connection with the client's investment objectives, goals, tolerance for risk, and other personal and financial circumstances and make appropriate recommendations. Blue Prairie Group may work with third-party service providers to assist with the tax and estate planning portion of the services provided to clients.

Blue Prairie Group's engagement with a client will include, as appropriate, the following:

- Providing assistance in reviewing the client's current investment portfolio against the client's personal and financial circumstances as disclosed to Blue Prairie Group in

response to a questionnaire and/or in discussions with the client and reviewed in meetings with Blue Prairie Group.

- Analyzing the client's financial circumstances, investment holdings and strategy, and goals.
- Providing assistance in identifying a targeted asset allocation and portfolio design.
- Implementing and/or recommending individual equity and fixed income securities, mutual funds, and exchange-traded funds.
- Reporting to the client on a quarterly basis or at some other interval agreed upon with the client, information on contributions and withdrawals in the client's investment portfolio and the performance of the client's portfolio measured against appropriate benchmarks.
- Implementing changes in the client's investment portfolio in consideration of changes in the client's personal circumstances, investment objectives, and tolerance for risk, the performance record of any of the client's investments, and/or the performance of any fund retained by the client, as well as based on changing economic and market outlooks.

In addition to providing Blue Prairie Group with information regarding their personal financial circumstances, investment objectives, and tolerance for risk, clients are required to provide Blue Prairie Group with any reasonable investment restrictions that should be imposed on the management of their portfolio, and to promptly notify Blue Prairie Group of any changes in such restrictions or in the client's personal financial circumstances, investment objectives, goals, and tolerance for risk. On a quarterly basis, or other frequency level mutually agreed upon by the client and Blue Prairie Group, Blue Prairie Group's reports to clients will remind clients of their obligation to inform Blue Prairie Group of any such changes or any restrictions that should be imposed on the management of their accounts. Blue Prairie Group will also contact clients at least annually to determine whether there have been any changes in a client's personal financial circumstances, investment objectives, and tolerance for risk.

Blue Prairie Group may utilize third-party software to analyze individual security holdings and separate account managers held in the client's portfolio. On a quarterly basis, Blue Prairie Group, in connection with a third-party service provider, will provide such clients with reports regarding the performance of their portfolios. In addition, Blue Prairie Group will monitor those portfolios and make additional recommendations and implementation decisions from time to time to rebalance and/or reallocate each client's investments in accordance with such client's investment circumstances, as applicable.

After developing an overall strategy, Blue Prairie Group will aid the client in implementing the plan.

B.1.b. Institutional Investment Consulting

Blue Prairie Group also provides investment consulting and investment advisory services to institutional ERISA (see detailed explanatory note below) and non-ERISA retirement plans, trusts, foundations, estates, charitable organizations, corporations, or other business entities.

Institutional investment management services typically include portfolio design, asset allocation

modeling, preparation of investment policy statements, screening and selection of investment managers, and performance monitoring. Typical services provided to these clients are consistent with the process described above. Depending on the client's unique circumstances, Blue Prairie Group may provide discretionary or non-discretionary investment consulting services for institutions.

B.2. Institutional Retirement Investment Advisory Services

Employees in qualified retirement plans are protected by the Employee Retirement Income Security Act of 1974 (ERISA), which requires employers, investment advisors, and plan administrators to put employees' interests first when managing retirement savings plans. Public retirement systems are governed by similar state laws and often incorporate the protections of ERISA.

In order to demonstrate that a plan fiduciary has operated in a prudent manner, there are certain steps that the fiduciary must take. Blue Prairie Group is committed to helping fiduciaries understand their roles and to assist them in implementing a process that allows them to fulfill their duties and responsibilities.

Blue Prairie Group offers government retirement systems, sponsors of employee benefit plans (defined contribution and defined benefit) qualified under the Internal Revenue Code ("IRC"), and other retirement plans not qualified under the IRC (including Taft-Hartley organizations and "church" plans) a range of discretionary and non-discretionary services, including the selection of registered investment companies or other pooled investment funds to be offered under the plan.

Blue Prairie Group will assist plan fiduciaries in the following:

Investment Selection and Monitoring

- Creating an investment policy statement
- Modeling asset allocations
- Selecting investment managers
- Monitoring the investment options against well-defined risk and return criteria

Plan Evaluation/Benchmarking

Blue Prairie Group also "benchmarks" retirement plans against those of organizations in the same industry and against national normative data. Factors that Blue Prairie Group evaluates include the following:

- Participation, deferral percentage, and asset allocation
- Investment performance
- Plan design
- Total plan costs
- Compliance
- Participant education and communication

- Recordkeeping and administration
- Technology
- Service provider capabilities and profiles

Blue Prairie Group's investment professionals work in partnership with clients to create sound solutions to investment challenges, including:

- Maximizing long-term return while not assuming unnecessary risk
- Creating an optimal portfolio that includes a diverse array of investment options that span the risk/return spectrum
- Keeping plan sponsors current on manager performance and the events that may effect performance

Vendor Search and Selection and Plan Implementation

Blue Prairie Group also assists its retirement plan clients in selecting trustees, custodians, accountants, actuaries, and other service providers. This process involves:

- Generating criteria to identify appropriate service provides
- Developing requests for proposals
- Objectively rating service providers
- Evaluating highly rated service provider candidates

Once a service provider is selected, Blue Prairie Group will assist a client in implementing the client's retirement plan program. In implementing the program, Blue Prairie Group will, among other things, review the plan design, develop performance standards, and review the service provider's contract.

Blue Prairie Group also provides assistance with strategic employee education and communications in connection with client retirement plan programs.

B.3. Financial Planning Services

Blue Prairie Group provides objective financial planning services in addition to investment advisory services. Financial planning services include an analysis of financial goals, which may include advice regarding capital sufficiency and cash flow, retirement planning, income tax planning, education funding, corporate benefit decisions, and consideration of estate plan.

C. Client-Tailored Services and Client-Imposed Restrictions

Each client's account will be managed on the basis of the client's financial situation and investment objectives and in accordance with any reasonable restrictions imposed by the client on the management of the account—for example, restricting the type or amount of security to be purchased in the portfolio.

D. Wrap Fee Programs

Blue Prairie Group does *not* participate in wrap fee programs. (Wrap fee programs offer services for one all-inclusive fee.)

E. Client Assets Under Management

As of December 31, 2016, Blue Prairie Group has \$267,669,740 of discretionary assets under management and \$6,879,005,574 of non-discretionary assets under management.

Item 5: Fees and Compensation

A. Methods of Compensation and Fee Schedule

A.1. Individual Investment Advisory Fee Schedule

Fees for asset management, including portfolio design, implementation, and ongoing review, are generally calculated based on a percentage of client assets under advisement and are recalculated quarterly. Assets under advisement include those mutually agreed upon by the client and Blue Prairie Group.

<u>Assets Under Advisement</u>	<u>Annual Fee Rate*</u>
0 to \$500,000	Up to 1.50%
\$500,000 to \$1,500,000	Up to 1.00%
\$1,500,000 to \$3,000,000	Up to 0.80%
\$3,000,000 to \$7,500,000	Up to 0.60%
\$7,500,000 to \$15,000,000	Up to 0.50%
Over \$15,000,000	Negotiable

* Fees are negotiable.

Blue Prairie Group generally requires a minimum annual fee of \$5,000. This equates to a minimum account size of \$350,000. As such, clients with portfolio values of less than \$350,000 may be able to find comparable services at economically more favorable pricing elsewhere. Blue Prairie Group may waive the required minimum account values in special circumstances and reserves the right to make exceptions to such minimum account values in its sole discretion.

Advisory fees are always subject to the investment advisory and/or financial planning agreement between the client and Blue Prairie Group. Generally, fees will be charged quarterly in advance; subject to approval by Blue Prairie Group, clients may also pay quarterly or monthly in advance or arrears. For clients who pay either monthly or quarterly in advance, the client will be invoiced at the beginning of each calendar month or quarter, based upon the market value (market value plus any credit balance or minus any debit balance) of the client's account at the end of the previous month or quarter. For clients who pay either monthly or quarterly in arrears, the client will be invoiced at the end of each calendar month or quarter based upon the market value (market value plus any credit balance or minus any debit balance) of the client's account at the end of such month or quarter, as mutually agreed upon by the client and Blue Prairie Group.

The client authorizes the qualified custodian to automatically deduct the fee and all other charges payable hereunder from the assets in the account when due, with such payments to be reflected on the next account statement sent to the client. If insufficient cash is available to pay such fees, securities in an amount equal to the balance of unpaid fees will be liquidated to pay for the unpaid balance. Blue Prairie Group may modify the fee at any time upon 30 days' written notice to the client.

A client investment advisory agreement may be canceled for any reason at any time by the client upon receipt of written notice, or by Blue Prairie Group with 30 days' prior written notice.

to the client. Upon termination of any account, any unearned, prepaid fees will be promptly refunded and any earned, unpaid fees will be due and payable. If the client has not received the firm's disclosure documents (Brochure and Brochure Supplements) at least 48 hours prior to signing the investment advisory agreement, the client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

A.2. Institutional Investment Advisory Fees

Blue Prairie Group's fees for its institutional investment consulting services to retirement plan sponsors, corporate trusts, endowments, etc., may be paid by the plan or trust or by the plan sponsor, and may be a flat fee or a fee that is a percentage of the assets in the plan.

A.2.a. Non-Discretionary Asset-Based Fee Alternative

Fees for institutional asset management are generally calculated based on a percentage of client assets under advisement and are calculated quarterly. The asset-based fee ranges from 0.10% to 1.00% of assets under advisement.

<u>Assets Under Advisement</u>	<u>Annual Fee Rate*</u>
Under \$1,000,000	Up to 1.00%
\$1,000,000 to \$5,000,000	Up to 0.80%
\$5,000,000 to \$10,000,000	Up to 0.60%
\$10,000,000 to \$50,000,000	Up to 0.40%
\$50,000,000 to \$150,000,000	Up to 0.20%
\$150,000,000 to \$500,000,000	Up to 0.15%
Over \$500,000,000	Up to 0.10%

* Fees are negotiable.

Blue Prairie Group generally requires a minimum annual fee of \$20,000. This equates to a minimum account size of \$2,000,000. As such, clients with portfolio values of less than \$2,000,000 may be able to find comparable services at economically more favorable pricing elsewhere. Blue Prairie Group may waive the required minimum account values in special circumstances and reserves the right to make exceptions to such minimum account values at its sole discretion. Fees are negotiable.

Fees may be paid monthly, quarterly, semiannually, or annually (but typically quarterly or monthly) in advance or arrears, as negotiated by Blue Prairie Group and the client. Fees that are a percentage of the plan's assets are based on the value of the aggregate assets as of the end of the preceding period for which the fee is being calculated.

An agreement for institutional investment consulting services may be terminated upon 30 days' notice to Blue Prairie Group. If the client has not received the firm's disclosure documents (Brochure and Brochure Supplements) at least 48 hours prior to signing the investment advisory agreement, the client has the right to terminate an agreement without penalty within five business days after entering into the agreement. Any unearned, prepaid fees for the quarter will be promptly refunded, and any earned, unpaid fees will be due and payable.

A.2.b. Discretionary Fee Alternative

Fees for institutional asset management are generally calculated based on a percentage of client assets under advisement and are calculated quarterly. The asset-based fee ranges from 0.10% to 1.00% of assets under advisement.

<u>Assets Under Advisement</u>	<u>Annual Fee Rate*</u>
Under \$1,000,000	Up to 1.00%
\$1,000,000 to \$5,000,000	Up to 0.80%
\$5,000,000 to \$10,000,000	Up to 0.60%
\$10,000,000 to \$50,000,000	Up to 0.40%
\$50,000,000 to \$150,000,000	Up to 0.20%
\$150,000,000 to \$500,000,000	Up to 0.15%
Over \$500,000,000	Up to 0.10%

* Fees are negotiable.

Blue Prairie Group generally requires a minimum annual fee of \$20,000. This equates to a minimum account size of \$1,500,000. As such, clients with portfolio values of less than \$1,500,000 may be able to find comparable services at economically more favorable pricing elsewhere. Blue Prairie Group may waive the required minimum account values in special circumstances and reserves the right to make exceptions to such minimum account values at its sole discretion. Fees are negotiable.

Fees may be paid monthly, quarterly, semiannually, or annually (but typically quarterly or monthly) in advance or arrears, as negotiated by Blue Prairie Group and the client. Fees that are a percentage of the plan's assets are based on the value of the aggregate assets during the preceding period for which the fee is being calculated.

An agreement for institutional investment consulting services may be terminated at any time by the client and terminated by Blue Prairie upon 30 days' notice to the client. If the client has not received the firm's disclosure documents (Brochure and Brochure Supplement(s)) at least 48 hours prior to signing the investment advisory agreement, the client has the right to terminate an agreement without penalty within five business days after entering into the agreement. Any unearned, prepaid fees for the quarter will be promptly refunded, and any earned, unpaid fees will be due and payable.

A.2.c. Fixed-Fee Alternative

The amount of the fee is negotiable and is generally determined by the size of the account, the diversification desired in the portfolio, the scope of services agreed to by the client, pre-existing relationships with Blue Prairie Group, and the number of meetings and consultations Blue Prairie Group expects with the client. A flat fee is generally between \$50,000 and \$250,000, with a minimum fee of \$20,000.

Typical services include:

- Creating an investment policy statement
- Modeling asset allocations
- Selecting investment managers

- Monitoring the investment options against well-defined risk and return criteria

A.3. Financial Planning Fees

Financial planning services and fees are generally project driven and based upon the complexity of the project and the number of hours required to complete the services requested by the client. Blue Prairie Group will provide the client with a good faith estimate of the fees required to complete services prior to formalizing the financial planning agreement. Blue Prairie Group requires the prepayment of 50% of the estimated financial planning fee up front and the balance paid upon completion of the project. Hourly fees are billed at a maximum rate of \$300 per hour and may be negotiable.

Financial planning fees are always subject to the financial planning agreement between the client and Blue Prairie Group. Upon termination of any account, any unearned, prepaid fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

B. Client Payment of Fees

B.1. Payment of Asset-Based Fees for Individual Clients

Unless an alternative fee payment method is agreed upon by the client and the firm, Blue Prairie Group will deduct advisory directly from the client's account provided that (i) the client provides written authorization to the qualified custodian, and (ii) the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account.

The client is responsible for verifying the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

B.2. Payment of Institutional Advisory Fees

Unless an alternative fee payment method is agreed upon by the client and the firm, Blue Prairie Group will deduct advisory directly from the client's account provided that (i) the client provides written authorization to the qualified custodian, and (ii) the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account.

The client is responsible for verifying the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

C. Additional Client Fees Charged

The fees charged by Blue Prairie Group do not include fees charged by any exchange-traded fund, mutual fund, separate account manager, or any broker-dealer or custodian selected by the client. The management fees for exchange-traded funds or mutual funds are disclosed in the respective fund's prospectus. Fees charged by separate account managers are described in the respective manager's disclosure documents (Brochure and Brochure Supplements). Clients are advised to read these materials carefully before investing. If a mutual fund also imposes sales charges, the client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. A client using Blue Prairie Group may be precluded from using certain mutual

funds or separate account managers because they may not be offered by the client's custodian. Please refer to the Brokerage Practices section (Item 12) for additional information regarding the firm's brokerage practices.

D. Prepayment of Client Fees

For Blue Prairie Group clients that prepay their advisory fees, Blue Prairie Group's fees will either be paid directly by the client or disbursed to Blue Prairie Group by the qualified custodian of the client's investment accounts, subject to prior written consent of the client. The custodian will deliver directly to the client an account statement, at least quarterly, showing all investment and transaction activity for the period, including fee disbursements from the account.

A client investment advisory agreement may be canceled at any time by the client, or by Blue Prairie Group with 30 days' prior written notice to the client. If the agreement terminates other than at the end of a calendar month or quarter, Blue Prairie Group will promptly refund all unearned, prepaid fees to the client. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Financial planning services and fees are generally project based and negotiated in advance of finalizing the financial planning agreement. Blue Prairie Group requires the prepayment of 50% of the estimated financial planning fee upfront and the balance paid upon completion of the project.

E. External Compensation for the Sale of Securities to Clients

Blue Prairie Group's advisors are compensated primarily through advisory fees. Blue Prairie Group is not paid any sales, service or administrative fees for the sale of mutual funds or any other investment products with respect to managed advisory assets.

Item 6: Performance-Based Fees and Side-by-Side Management

Blue Prairie Group does not charge performance-based fees and therefore has no economic incentive to manage clients' portfolios in any way other than what is in their best interests.

Item 7: Types of Clients

Blue Prairie Group provides objective discretionary and non-discretionary private investment management and consulting services to individuals including high-net-worth individuals, families, trusts, estates, foundations, pension and profit sharing plans, institutional retirement (both ERISA and non-ERISA) plans and corporations, and other business entities. Although Blue Prairie Group provides investment services to the various types of clients mentioned, the services are conditioned upon meeting certain minimum criteria established by Blue Prairie Group for each of the investment programs it offers.

For individual clients, Blue Prairie Group generally requires a minimum account fee of \$5,000. As such, Blue Prairie Group's services are designed for the investor with a minimum of \$350,000 of portfolio assets at the highest fee tier. Clients with less than \$350,000 in portfolio assets may be able to find similar services at prices more favorable than those charged by Blue Prairie Group. Blue Prairie Group, in its sole discretion, may waive the required minimum fee.

For institutional clients, Blue Prairie Group generally requires a minimum annual fee of \$20,000. This equates to a minimum account size of \$2,000,000. As such, clients with portfolio values of less than \$2,000,000 may be able to find comparable services at economically more favorable pricing elsewhere. Blue Prairie Group may waive the required minimum account values in special circumstances and reserves the right to make exceptions to such minimum account values at its sole discretion. Fees are negotiable.

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

A. Methods of Analysis and Investment Strategies

Blue Prairie Group uses a variety of sources of data to conduct its economic, investment and market analysis, such as financial newspapers and magazines, economic and market research materials prepared by others, conference calls hosted by mutual funds, corporate rating services, annual reports, prospectuses, and company press releases. It is important to keep in mind that there is no specific approach to investing that guarantees success or positive returns; investing in securities involves risk of loss that clients should be prepared to bear.

Blue Prairie Group and its investment adviser representatives are responsible for identifying and implementing the methods of analysis used in formulating investment recommendations to clients. The methods of analysis may include quantitative methods for optimizing client portfolios, computer-based risk/return analysis, technical analysis, and statistical and/or computer models utilizing long-term economic criteria.

- Optimization involves the use of mathematical algorithms to determine the appropriate mix of assets given the firm's current capital market rate assessment and a particular client's risk tolerance.
- Quantitative methods include analysis of historical data such as price and volume statistics, performance data, standard deviation and related risk metrics, how the security performs relative to the overall stock market, earnings data, price to earnings ratios, and related data.
- Technical analysis involves charting price and volume data as reported by the exchange where the security is traded to look for price trends.
- Computer models may be used to attempt the future value of a security based on assumptions of various data categories such as earnings, cash flow, profit margins, sales, and a variety of other company specific metrics.

In addition, Blue Prairie Group reviews research material prepared by others, as well as corporate filings, corporate rating services, and a variety of financial publications. Blue Prairie Group may employ outside vendors or utilize third-party software to assist in formulating investment recommendations to clients.

A.1. Mutual Funds, Exchange-Traded Funds, Separate Account Managers, Individual Equity and Fixed Income Securities

Blue Prairie Group may recommend no-load and load-waived mutual funds and individual securities (including fixed income instruments). Such management styles may include, among others, large-, mid-, and small-cap value, growth, and core; international and emerging markets; and alternative investments. Blue Prairie Group may also assist the client in selecting one or more appropriate manager(s) for all or a portion of the client's portfolio. Such managers typically manage assets for clients who commit to the manager a minimum amount of assets established by that manager—a factor that Blue Prairie Group will take into account when recommending managers to clients.

Strategic investment plans developed for each client emphasize long-term investments in a diversified portfolio intended to provide the highest expected return consistent with the client's risk tolerance. Blue Prairie Group attempts to achieve diversification for its clients by diversifying over time, across asset classes, within asset classes, across investment management styles, and internationally. However, specific holdings and/or recommendations may be non-diversified and carry a relatively high-risk level.

A description of the criteria to be used in formulating an investment recommendation for mutual funds, exchange-traded funds, individual securities (including fixed income securities), and managers is set forth below.

Blue Prairie Group has formed relationships with third-party vendors that

- provide a technological platform for separate account management
- prepare performance reports
- perform due diligence monitoring of mutual funds, and managers
- perform billing and certain other administrative tasks

Blue Prairie Group may utilize additional independent third parties to assist it in recommending and monitoring individual securities, mutual funds, and managers to clients as appropriate under the circumstances.

Blue Prairie Group reviews certain quantitative and qualitative criteria related to mutual funds and managers and to formulate investment recommendations to its clients. Quantitative criteria may include:

- the performance history of a mutual fund or manager evaluated against that of its peers and other benchmarks
- an analysis of risk-adjusted returns
- an analysis of the manager's contribution to the investment return (e.g., manager's alpha), standard deviation of returns over specific time periods, sector and style analysis
- the fund, sub-advisor, or manager's fee structure
- the relevant portfolio manager's tenure
- consistency of performance
- volatility, fees, and expenses
- consistency of investment style
- assets under advisement
- tax efficiency

Qualitative criteria used in selecting/recommending mutual funds or managers include the investment objectives and/or management style and philosophy of a mutual fund or manager, a mutual fund or manager's consistency of investment style, and employee turnover and efficiency and capacity. Blue Prairie Group will discuss relevant quantitative and qualitative factors pertaining to its recommendations with clients prior to a client's determination to retain a manager, or Blue Prairie Group will decide to implement such recommendations directly for accounts over which it has discretion.

Quantitative and qualitative criteria related to mutual funds and managers are reviewed by Blue Prairie Group on a quarterly basis or such other interval as appropriate under the circumstances. In addition, mutual funds or managers are reviewed to determine the extent to which their investments reflect efforts to time the market, or evidence style drift such that their portfolios no longer accurately reflect the particular asset category attributed to the mutual fund or manager by Blue Prairie Group (both of which are negative factors in implementing an asset allocation structure).

Blue Prairie Group may negotiate reduced account minimum balances and reduced fees with managers under various circumstances (for example, for clients with minimum level of assets committed to the manager for specific periods of time, etc.). There can be no assurance that clients will receive any reduced account minimum balances or fees, or that all clients, even if apparently similarly situated, will receive any reduced account minimum balances or fees available to some other clients. Also, account minimum balances and fees may significantly differ between clients. Each client's individual needs and circumstances will determine portfolio weighting, which can have an impact on fees given the mutual funds or managers utilized. Blue Prairie Group will endeavor to obtain equal treatment for its clients with mutual funds or managers, but cannot assure equal treatment.

Blue Prairie Group will regularly review the activities of mutual funds and managers utilized for the client. Clients that engage managers should first review and understand the disclosure documents of those managers, which contain information relevant to such retention or investment, including information on the methodology used to analyze securities, investment strategies, fees, and conflicts of interest.

In identifying investment managers, Blue Prairie Group may utilize an independent service or a proprietary database that maintains a comprehensive list of qualified investment managers. Through the use of this list or otherwise, Blue Prairie Group recommends qualified investment manager candidates. Information regarding investment managers is obtained from various third-party sources, which may include Nelson's Directory of Investment Managers and Morningstar Direct Reports. Blue Prairie Group also bases its assessment of investment managers on qualitative criteria, including the general reputation of the investment manager, stability of the organization and management team, and information obtained through interviews with the managers that Blue Prairie Group recommends.

A.2. Material Risks of Investment Instruments

Blue Prairie Group may invest in equity securities, mutual funds, corporate debt instruments, municipal fixed income instruments, and options on securities as detailed below:

- Equity securities
- Mutual fund securities
- Exchange-traded funds
- Corporate debt securities, commercial paper, and certificates of deposit
- Municipal securities
- U.S. government securities

- Closed-end funds
- Corporate debt obligations
- Option contracts on securities

A.2.a. Equity Securities

Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk, and liquidity risk.

A.2.b. Mutual Fund Securities

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

A.2.c. Exchange-Traded Funds ("ETFs")

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Some examples of ETFs are SPDRs[®], streetTRACKS[®], DIAMONDSSM, NASDAQ 100 Index Tracking StockSM ("QQQsSM"), iShares[®], and VIPERs[®]. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market. The funds, as a shareholder of another investment company, will bear their pro rata portion of the other investment company's advisory fee and other expenses, in addition to their own expenses.

Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral, and the liquidity of the supporting collateral.

Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

A.2.d. Corporate Debt, Commercial Paper, and Certificates of Deposit

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign), and currency risk. If bonds have maturities of 10 years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds also have liquidity and currency risk.

Commercial paper and certificates of deposit are generally considered safe instruments, although they are subject to the level of general interest rates, the credit quality of the issuing bank, and the length of maturity. With respect to certificates of deposit, depending on the length of maturity there can be prepayment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

A.2.e. Municipal Securities

Municipal securities carry additional risks than those of corporate and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax-free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer is domiciled.

A.2.f. U.S. Government Securities

U.S. government securities include securities issued by the U.S. Treasury and by U.S. government agencies and instrumentalities. U.S. government securities may be supported by the full faith and credit of the United States.

A.2.g. Closed-End Funds

Risk factors pertaining to closed-end funds vary from fund to fund. The following list of risk factors provides a review of those associated with generalized closed-end fund investing. Not every risk factor in this list will pertain to each closed-end fund. Based on these risk factors and others, not every fund may be suitable for all investors.

- **Market Risk:** Common shares may trade above (a premium) or below (a discount) the net asset value (NAV) of the trust/fund's portfolio. In other words they have similar trading characteristics as publicly trade equity securities. There is no assurance that discounted trust/funds will appreciate to their NAV.
- **Interest Rate Risk:** Generally, when market interest rates rise, bond prices fall, and vice versa. Interest rate risk is the risk that the bonds and/or other income-related instruments in a trust/fund's portfolio will decline in value because of increases in market interest rates. The prices of longer-maturity securities tend to fluctuate more than those of shorter-term securities.

- **Credit Risk:** One or more securities in a trust/fund's portfolio could decline or fail to pay interest or principal when due. Income-related securities of below investment grade quality are predominately speculative with respect to the issuer's capacity to pay interest and repay principal when due and, therefore, involve a greater risk of default.
- **Concentration Risk:** A trust/fund that invests a substantial portion of its assets in securities within a single industry or sector of the economy may be subject to greater price volatility or adversely affected by the performance of securities in that particular sector or industry.
- **Reinvestment Risk:** Income from a trust/fund's bond portfolio will decline if and when the trust/fund invests the proceeds from matured, traded, or called bonds at market interest rates that are below the portfolio's current earnings rate. A decline in income could affect the common shares' market price or their overall returns.
- **Leverage Risk:** The use of leverage may lead to increased volatility of a trust/fund's NAV and market price relative to its common shares. Leverage is likely to magnify any losses in the trust/fund's portfolio, which may lead to increased market price declines. Fluctuations in interest rates on borrowings or the dividend rates on preferred shares as a result of changes in short-term interest rates may reduce the return to common shareholders or result in fluctuations in the dividends paid on common shares. There is no assurance that a leveraging strategy will be successful.
- **Foreign Investment Risk:** Investment in foreign securities (both governmental and corporate) may involve a high degree of risk. Trusts/funds invested in foreign securities are subject to additional risks such as, but not limited to, currency risk and exchange-rate risk, political instability, and economic instability of the countries from where the securities originate. In regards to debt securities, such risks may impair the timely payment of principal and/or interest.
- **Alternative Minimum Tax (AMT):** A trust/fund's may invest in securities subject to the alternative minimum tax.

A.2.h. Corporate Debt Obligations

Corporate debt obligations include corporate bonds, debentures, notes, commercial paper, and other similar corporate debt instruments. Companies use these instruments to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and must repay the amount borrowed at maturity. Commercial paper (short-term unsecured promissory notes) is issued by companies to finance their current obligations and normally has a maturity of less than nine months. In addition, Blue Prairie Group may invest in corporate debt securities registered and sold in the United States by foreign issuers (Yankee bonds) and those sold outside the U.S. by foreign or U.S. issuers (Eurobonds).

A.2.i. Option Contracts on Securities

A call option is a contract under which the purchaser of the call option, in return for a premium paid, has the right to buy the security (or index) underlying the option at a specified price at any time during the term of the option. The writer of the call option, who receives the

premium, has the obligation upon exercise of the option to deliver the underlying security against payment of the exercise price. A put option gives its purchaser, in return for a premium, the right to sell the underlying security at a specified price during the term of the option. The writer of the put, who receives the premium, has the obligation to buy, upon exercise of the option, the underlying security (or a cash amount equal to the value of the index) at the exercise price. The amount of a premium received or paid for an option is based upon certain factors, including the market price of the underlying security, the relationship of the exercise price to the market price, the historical price volatility of the underlying security, the option period, and interest rates.

B. Investment Strategy and Method of Analysis Material Risks

B.1. Leverage

Although Blue Prairie Group, as a general business practice, does not utilize leverage, there may be instances in which exchange-traded funds, other separate account managers and, in very limited circumstances, Blue Prairie Group will utilize leverage. In this regard, please review the following:

The use of leverage enhances the overall risk of investment gain and loss to the client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So if the price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment. The use of leverage entails borrowing, which results in additional interest costs to the investor.

Broker-dealers who carry customer accounts have a minimum equity requirement when clients utilize leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to satisfy the minimum requirement dissipates, the broker-dealer will require the client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the computation of the minimum equity requirement. In addition, when leverage is utilized and the client needs to withdraw cash or satisfy a margin deposit, the client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal or margin deposit amount based upon similar reasoning as cited above.

Regulations concerning the use of leverage are established by the Federal Reserve Board and vary if the client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

B.2. Short-Term Trading

Although Blue Prairie Group, as a general business practice, does not utilize short-term trading, there may be instances in which short-term trading may be necessary or an appropriate strategy. In this regard, please read the following:

There is an inherent risk for clients who trade frequently in that high-frequency trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

B.3. Short Selling

Blue Prairie Group generally does not engage in short selling but reserves the right to do so in the exercise of its sole judgment. Short selling involves the sale of a security that is borrowed rather than owned. When a short sale is effected, the investor is expecting the price of the security to decline in value so that a purchase or closeout of the short sale can be effected at a significantly lower price. The primary risks of effecting short sales is the availability to borrow the stock, the unlimited potential for loss, and the requirement to fund any difference between the short credit balance and the market value of the security.

B.4. Option Strategies

Various option strategies give the holder the right to acquire or sell underlying securities at the contract strike price up until expiration of the option. Each contract is worth 100 shares of the underlying security. Options entail greater risk but allow an investor to have market exposure to a particular security or group of securities without the capital commitment required to purchase the underlying security or groups of securities. In addition, options allow investors to hedge security positions held in the portfolio. For detailed information on the use of options and option strategies, please contact the Options Clearing Corporation for the current Options Risk Disclosure Statement.

Blue Prairie Group as part of its investment strategy may employ the following option strategies:

- Covered call writing
- Long call options purchases
- Long put options purchases

B.4.a. Covered Call Writing

Covered call writing is the sale of in-, at-, or out-of-the money call option against a long security position held in the client's portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs, and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

B.4.b. Long Call Option Purchases

Long call option purchases allow the option holder to be exposed to the general market characteristics of a security without the outlay of capital necessary to own the security. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

B.4.c. Long Put Option Purchases

Long put option purchases allow the option holder to sell or “put” the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the long put option increases. In this way long puts are often used to hedge a long stock position. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

C. Concentration Risk

Although Blue Prairie Group employs a broad diversification strategy, there may be times when one industry, sector, or company is more heavily weighted than others. In such an instance, there is the possibility that negative performance of the heavily weighted security will have a greater impact on the overall performance of the portfolio. Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

Blue Prairie Group has nothing to disclose for this Item.

B. Administrative Enforcement Proceedings

Blue Prairie Group has nothing to disclose for this Item.

C. Self-Regulatory Organization Enforcement Proceedings

Blue Prairie Group has nothing to disclose for this Item.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer or Representative Registration

Neither Blue Prairie Group nor its employees are registered broker-dealers and do not have an application to register pending.

B. Futures or Commodity Registration

Neither Blue Prairie Group nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator, or commodity trading adviser and do not have an application to register pending.

C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Blue Prairie Group does not have any material relationships to report.

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

Blue Prairie Group does not recommend separate account managers or other securities investment products in which it receives any form of compensation from the separate account manager or investment product sponsor.

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

A. Code of Ethics Description

In accordance with the Advisers Act, Blue Prairie Group has adopted policies and procedures designed to detect and prevent insider trading. In addition, Blue Prairie Group has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of Blue Prairie Group's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the chief compliance officer of Blue Prairie Group. Blue Prairie Group will send clients a copy of its Code of Ethics upon written request.

Blue Prairie Group has policies and procedures in place to ensure that the interests of its clients are given preference over those of Blue Prairie Group, its affiliates, and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Blue Prairie Group does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). In addition, Blue Prairie Group does not recommend any securities to advisory clients in which it has some proprietary or ownership interest.

C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Blue Prairie Group, its affiliates, employees and their families, trusts, estates, charitable organizations and retirement plans established by it may purchase the same securities as are purchased for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which Blue Prairie Group specifically prohibits. Blue Prairie Group has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest
- prohibit fraudulent conduct in connection with the trading of securities in a client account

- prohibit employees from personally benefitting by causing a client to act, or fail to act in making investment decisions
- prohibit the firm or its employees from profiting or causing others to profit on knowledge of completed or contemplated client transactions
- allocate investment opportunities in a fair and equitable manner
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a client.

Advisory representatives and employees must follow Blue Prairie Group's procedures when purchasing or selling the same securities purchased or sold for the client.

D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Blue Prairie Group, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other Blue Prairie Group clients. Blue Prairie Group will make a reasonable attempt to trade securities in client accounts at or prior to trading the securities in its affiliate, corporate, employee, or employee-related accounts. Trades executed the same day will likely be subject to an average pricing calculation. It is the policy of Blue Prairie Group to place the clients' interests above those of Blue Prairie Group and its employees.

Item 12: Brokerage Practices

A. Factors Used to Select Broker-Dealers for Client Transactions

A.1. Custodian Recommendations

Blue Prairie Group considers the financial strength, reputation, operational efficiency, cost, execution capability, level of customer service, and related factors in recommending broker-dealers or custodians to advisory clients.

Blue Prairie Group may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA-registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although Blue Prairie Group may recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. Blue Prairie Group is independently owned and operated and not affiliated with Schwab. Clients are advised that there is a potential conflict of interest as Blue Prairie Group may have an incentive to recommend Schwab based on its own interests rather than the clients'. Clients are also advised that Blue Prairie Group places the clients' interests above those of Blue Prairie Group.

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

A.1.a. How We Select Brokers/Custodians to Recommend

Blue Prairie Group seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, the following:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength, and stability of the provider

- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below

A.1.b. Client's Custody and Brokerage Costs

For client accounts that the firm maintains, the custodian generally does not charge clients separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into the custodian's accounts. The custodian's commission rates applicable to the firm's client accounts were negotiated based on the firm's commitment to maintain a certain minimum amount of client assets at the custodian. This commitment benefits the client because the overall commission rates paid are lower than they would be if the firm had not made the commitment. In addition to commissions, the custodian charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that the firm has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's custodian account. These fees are in addition to the commissions or other compensation the client pays the executing broker-dealer. Because of this, in order to minimize the client's trading costs, the firm has the custodian execute most trades for the account.

A.1.c. Soft Dollar Arrangements

Blue Prairie Group does not utilize soft dollar arrangements. Blue Prairie Group does not direct brokerage transactions to executing brokers for research and brokerage services.

A.1.d. Institutional Trading and Custody Services

Schwab provides Blue Prairie Group with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a certain minimum amount of the adviser's clients' assets are maintained in accounts at Schwab. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Recon has entered into an agreement with Schwab whereby Schwab will reimburse client transfer exit fees provided clients transfer their accounts to Schwab within a specified timeframe. This creates an economic incentive for Recon to recommend Schwab over other custodians. Clients are advised that there is a potential conflict of interest as Blue Prairie Group may have an incentive to recommend Schwab based on its own interests rather than the clients'. Clients are also advised that Blue Prairie Group places the clients' interests above those of Blue Prairie Group.

A.1.e. Other Products and Services

Schwab also makes available to Blue Prairie Group other products and services that benefit Blue Prairie Group but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of Blue Prairie Group's

accounts, including accounts not maintained at Schwab. Schwab also makes available to Blue Prairie Group its managing and administering software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide research, pricing, and other market data
- facilitate payment of Blue Prairie Group's fees from its clients' accounts
- assist with back-office functions, recordkeeping, and client reporting

Schwab also offers other services intended to help Blue Prairie Group manage and further develop its business enterprise. These services may include

- compliance, legal, and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants, and insurance providers

Schwab may also provide other benefits, such as educational events or occasional business entertainment of Blue Prairie Group personnel. In evaluating whether to recommend that clients custody their assets at Schwab, Blue Prairie Group may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely the nature, cost, or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

A.1.f. Independent Third Parties

Schwab may make available, arrange, and/or pay third-party vendors for the types of services rendered to Blue Prairie Group. Schwab may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third-party providing these services to Blue Prairie Group.

A.1.g. Additional Compensation Received from Custodians

Blue Prairie Group may participate in institutional customer programs sponsored by broker-dealers or custodians. Blue Prairie Group may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between Blue Prairie Group's participation in such programs and the investment advice it gives to its clients, although Blue Prairie Group receives economic benefits through its participation in the programs that are typically not available to retail investors. These benefits may include the following products and services (provided without cost or at a discount):

- Receipt of duplicate client statements and confirmations
- Research-related products and tools
- Consulting services
- Access to a trading desk serving Blue Prairie Group participants

- Access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts)
- The ability to have advisory fees deducted directly from client accounts
- Access to an electronic communications network for client order entry and account information
- Access to mutual funds with no transaction fees and to certain institutional money managers
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to Blue Prairie Group by third-party vendors

The custodian may also pay for business consulting and professional services received by Blue Prairie Group's related persons, and may pay or reimburse expenses (including travel, lodging, meals and entertainment expenses for Blue Prairie Group's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may benefit Blue Prairie Group but may not benefit its client accounts. These products or services may assist Blue Prairie Group in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help Blue Prairie Group manage and further develop its business enterprise. The benefits received by Blue Prairie Group or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

Blue Prairie Group also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require Blue Prairie Group to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, Blue Prairie Group will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by Blue Prairie Group's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for Blue Prairie Group's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, Blue Prairie Group endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Blue Prairie Group or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Blue Prairie Group's recommendation of broker-dealers such as Schwab for custody and brokerage services.

A.1.h. The Firm's Interest in Schwab's Services

The availability of these services from the custodian benefits the firm because the firm does not have to produce or purchase them. The firm does not have to pay for the custodian's services so long as a certain minimum of client assets is kept in accounts at the custodian. These services are not contingent upon the firm committing any specific amount of business to the custodian in trading commissions or assets in custody. This minimum of client assets may give the firm an incentive to recommend that clients maintain their accounts with the custodian based on the firm's interest in receiving the custodian's services that benefit the

firm's business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. The firm believes, however, that the selection of the custodian as custodian and broker is in the best interest of clients. It is primarily supported by the scope, quality, and price of the custodian's services and not the custodian's services that benefit only the firm.

A.2. Brokerage for Client Referrals

Blue Prairie Group does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

A.3. Directed Brokerage

A.3.a. Blue Prairie Group Recommendations

Blue Prairie Group typically recommends Schwab as custodian for clients' funds and securities and to execute securities transactions on its clients' behalf.

A.3.b. Client-Directed Brokerage

Occasionally, clients may direct Blue Prairie Group to use a particular broker-dealer to execute portfolio transactions for their accounts or request that certain types of securities not be purchased for their accounts. Clients who designate the use of a particular broker-dealer should be aware that they will lose any possible advantage Blue Prairie Group derives from aggregating transactions. Such client trades are typically effected after the trades of clients who have not directed the use of a particular broker-dealer. Blue Prairie Group loses the ability to aggregate trades with other Blue Prairie Group advisory clients, potentially subjecting the client to inferior trade execution prices as well as higher commissions.

B. Aggregating Securities Transactions for Client Accounts

B.1. Best Execution

Blue Prairie Group, pursuant to the terms of its investment advisory agreement with clients, has discretionary authority to determine which securities are to be bought and sold and the amount of such securities. Blue Prairie Group recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. Blue Prairie Group will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include but are not limited to the following:

- The financial strength, reputation, and stability of the broker
- The efficiency with which the transaction is effected
- The ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)
- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future

- The efficiency of error resolution, clearance, and settlement
- Block trading and positioning capabilities
- Performance measurement
- Online access to computerized data regarding customer accounts
- Availability, comprehensiveness, and frequency of brokerage and research services
- Commission rates
- The economic benefit to the client
- Related matters involved in the receipt of brokerage services

Consistent with its fiduciary responsibilities, Blue Prairie Group seeks to ensure that clients receive best execution with respect to the clients' transactions by blocking client trades to reduce commissions and transaction costs. To the best of Blue Prairie Group's knowledge, these custodians provide high-quality execution, and Blue Prairie Group's clients do not pay higher transaction costs in return for such execution.

Commission rates and securities transaction fees charged to effect such transactions are established by the client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, Blue Prairie Group believes that such commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

B.2. Security Allocation

Since Blue Prairie Group may be managing accounts with similar investment objectives, the firm may aggregate orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by Blue Prairie Group in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts.

Blue Prairie Group's allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account the clients' best interests. Blue Prairie Group will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

Blue Prairie Group's advice to certain clients and entities and the action of Blue Prairie Group for those and other clients are frequently premised not only on the merits of a particular investment but also on the suitability of that investment for the particular client in light of his or her applicable investment objective, guidelines, and circumstances. Thus, any action of Blue Prairie Group with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice, or actions of Blue Prairie Group to or on behalf of other clients.

B.3. Order Aggregation

Orders for the same security entered on behalf of more than one client will generally be aggregated (i.e., blocked or bunched) subject to the aggregation being in the best interests of

all participating clients. Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders. Subsequent orders may also be aggregated with filled orders if the market price for the security has not materially changed and the aggregation does not cause any unintended duration exposure. All clients participating in each aggregated order will receive the average price and, subject to minimum ticket charges and possible step outs, pay a pro rata portion of commissions.

To minimize performance dispersion, "strategy" trades should be aggregated and average priced. However, when a trade is to be executed for an individual account and the trade is not in the best interests of other accounts, then the trade will only be performed for that account. This is true even if Blue Prairie Group believes that a larger size block trade would lead to best overall price for the security being transacted.

B.4. Allocation of Trades

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the clients in the order, taking into account all relevant factors including, but not limited to, the size of each client's allocation, clients' liquidity needs, and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

Blue Prairie Group acts in accordance with its duty to seek best price and execution and will not continue any arrangements if the firm determines that such arrangements are no longer in the best interests of its clients.

Item 13: Review of Accounts

A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Client accounts receiving private asset management and allocation services are reviewed by Blue Prairie Group's Manager as well as the account's investment advisor representative at least annually, or more often as agreed. The investment advisor representatives are instructed to review each account's trading activity, performance, allocations, fee calculations, and additions and withdrawals. Investment advisor representative will review only their own accounts and thus have no assigned limit to the number of accounts.

For institutional clients, the investment advisor representative will typically review the account's expenses, style consistency, and performance relative to market benchmarks. The investment advisor representative will also review the asset manager's adherence to the client's stated investment objectives and performance relative to the manager's peer group. The investment advisor representative will meet with retirement plan clients as often as agreed, typically twice each year. The reviews typically consist of the outside manager's adherence to the client's stated investment objectives, the manager's performance relative to market benchmarks, and the manager's peer group, expense ratios, and style consistency.

Principals of Blue Prairie Group are responsible for reviewing the strategic investment plan, the client's overall financial situation, and the performance of the client's portfolio. The number of clients assigned to each principal varies according to the complexities of each individual client account.

The frequency of the financial review varies from client to client as required by each client's unique circumstances, including the client's overall financial situation and investment portfolio. Accounts are reviewed on a quarterly basis, which includes the delivery of written performance reports to clients. Generally, each account is reviewed with the client at least semi-annually. Accounts are reviewed in a sequence determined at the discretion of the principals of the firm.

B. Review of Client Accounts on Non-Periodic Basis

Blue Prairie Group may perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how Blue Prairie Group formulates investment advice.

C. Content of Client-Provided Reports and Frequency

Blue Prairie Group typically provides written reports to clients on a quarterly basis. These reports include changes in market values, current and historical time-weighted performance statistics, and comparison to an appropriate benchmark index.

Blue Prairie Group will provide reports showing the investment performance of a client account and a comparison of such account performance against relevant benchmarks. The client's

independent custodian also provides regular account statements directly to the client. The custodian's statement is the official record of the client's securities account and supersedes any statements or reports created on behalf of the client by Blue Prairie Group.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

In addition to the information described in Items 10 and 12 of this Brochure, Blue Prairie Group may receive from qualified custodians referrals of prospective advisory clients.

Although Blue Prairie Group does not receive any compensation or benefit of any kind from any broker as a result of such suggestions or recommendation, Blue Prairie Group may have an incentive to recommend brokers who refer clients to it in the future or provide research products or services.

In addition, clients may from time to time need services that are outside the scope of services provided by Blue Prairie Group (e.g., legal counsel, accounting advice, and broker-dealer services). Blue Prairie Group may refer clients to such third parties. These same firms may make referrals to Blue Prairie Group when clients need services such as those Blue Prairie Group provides.

B. Advisory Firm Payments for Client Referrals

Blue Prairie Group does not make payment for client referrals.

Item 15: Custody

Clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances, and portfolio holdings in the client's account. Blue Prairie Group urges its clients to compare the account balance(s) shown on their Blue Prairie Group performance review to the quarter-end balance(s) on their custodian's monthly statement. Any discrepancies should be brought to the firm's attention. The custodian's statement is the official record of the account.

Item 16: Investment Discretion

Clients may grant a limited power of attorney to Blue Prairie Group with respect to trading activity in their accounts by signing the appropriate custodian limited power of attorney form. In such cases, Blue Prairie Group will exercise full discretion as to the nature and type of securities to be purchased and sold and the amount of securities for such transactions. Investment limitations may be designated by the client as outlined in the investment advisory agreement.

In addition, Blue Prairie Group, subject to the terms of its investment advisory agreement, may be granted discretionary authority for the retention of independent third-party investment management firms.

Item 17: Voting Client Securities

Blue Prairie Group does not take discretion with respect to voting proxies on behalf of its clients. Blue Prairie Group will endeavor to make recommendations to clients on voting proxies regarding shareholder vote, consent, election or similar actions solicited by, or with respect to, issuers of securities beneficially held as part of Blue Prairie Group supervised and/or managed assets. In no event will Blue Prairie Group take discretion with respect to voting proxies on behalf of its clients.

Except as required by applicable law, Blue Prairie Group will not be obligated to render advice or take any action on behalf of clients with respect to assets presently or formerly held in their accounts that become the subject of any legal proceedings, including bankruptcies.

From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. Blue Prairie Group has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. Blue Prairie Group also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, Blue Prairie Group has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.

Where Blue Prairie Group receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials to the client. Electronic mail is acceptable where appropriate and where the client has authorized contact in this manner.

Item 18: Financial Information

A. Balance Sheet

Blue Prairie Group does not require the prepayment of fees of \$1,200 or more, six months or more in advance, and as such is not required to file a balance sheet.

B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Blue Prairie Group does not have any financial issues that would impair its ability to provide services to clients.

C. Bankruptcy Petitions During the Past Ten Years

There are no bankruptcy petitions to report.

Brochure Supplements

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Matthew Gnabasik

Managing Director

CRD No. 2431648

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-376-8435
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Matthew Gnabasik that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Matthew Gnabasik is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Matthew Gnabasik (b. 1964) is the Managing Director of Blue Prairie Group, LLC.

A. Educational Background

B.S., Business Administration, University of Minnesota	1992
B.A., University of Wisconsin–Madison	1987

B. Professional Designations and Licenses

NASD Series 26 and 65	2000
NASD Series 63	1995
NASD Series 6	1992

C. Business Background

Managing Director, Blue Prairie Group, LLC	08/2002–Present
Director and President, Near North Advisors	08/2001–08/2002
Principal, Near North Financial Services, Inc.	09/2000–08/2002
Vice President and Practice Leader	09/2000–08/2002
Near North National Group Retirement Plan Services	
Corporate Retirement Plan Practice Leader, Marsh USA	1996–2000

Item 3: Disciplinary Information

Matthew Gnabasik does not have any disciplinary action to report. Public information concerning Mr. Gnabasik's registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

There is nothing to report for this item.

Item 5: Additional Compensation

Mr. Gnabasik receives compensation for the activities described above.

Item 6: Supervision

Supervision of Mr. Gnabasik is performed by himself in his capacity as Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Ty Parrish

Managing Partner

CRD No. 2591303

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Ty Parrish that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Ty Parrish is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Ty Parrish (b. 1972) is a Managing Partner with Blue Prairie Group, LLC.

A. Educational Background

University of Florida, B.S.B.A Finance	1994
--	------

B. Professional Designations and Licenses

Certified Investment Management Analyst (CIMA)	2008
Certified 401k Professional (C(k)P®)	2012

C. Business Background

Managing Partner, Blue Prairie Group	2/2013–Present
Director, RidgeWorth Capital Management	10/2006–01/2013
Senior Vice President, SunTrust Banks, Inc.	07/1997–09/2006
Account Representative, Great-West Life	01/1995–06/1997

D. Professional Designations - Qualifications and Related Criteria

D.1. Certified Investment Management Analyst (CIMA)

The Certified Investment Management Analyst (CIMA) certification program is the only credential designed specifically for financial professionals who want to attain a level of competency as an advanced investment consultant. The CIMA professional integrates a complex body of investment knowledge to provide objective investment advice and guidance to individuals and institutions. That knowledge is applied systematically and ethically to assist clients in making prudent investment decisions.

This CIMA designation focuses on asset allocation, ethics, due diligence, risk measurement, investment policy and performance measurement. Only individuals who are investment consultants with at least three years of professional experience are eligible to try to obtain this certification, which signifies a high level of consulting expertise. The Investment Management Consultants Association offers the CIMA courses.

The CIMA certification program requires that candidates meet all eligibility requirements, including experience, education, examination and ethics. There are five steps that must be completed to earn the certification:

1. Submit the CIMA certification program application and fee and undergo a background check.
2. Pass the online qualification examination.
3. Schedule into and complete the education program with a registered education provider over a five-day period.

4. Submit the certification examination application and fee and pass the classroom certification examination.
5. Sign the licensing agreement, submit the initial certification fee, and agree to adhere to IMCA's Code of Professional Responsibility, Standards of Practice, and Rules and Guidelines for Use of the Marks.

Individuals who hold CIMA designations are required to prove their expertise through continual recertification, which requires CIMA designees to complete at least 40 hours of continuing education every two years.

D.2. Certified 401(k) Professional (C(k)P[®])

The Certified 401(k) Professional (C(k)P[®]) designation is administered by The Retirement Advisor University in collaboration with UCLA Anderson School of Management Executive Education. It recognizes financial professionals who have the knowledge and experience to favorably affect the outcome of corporate retirement plans.

The education coursework includes classroom, online, and live online instructor-led courses, as well as periodic assessments, an exam, and a case study. Candidates are expected to develop a high degree of knowledge and ability in the following study areas:

- Technical Competence
- Optimizing Plan Outcomes
- Management and Business
- Sales & Marketing

Candidates must meet the following requirements:

- 10 defined contribution plans under management/advisory
- \$30 million of assets under management/advisory
- 3 years of experience in financial services

Candidates agree to adhere to a code of conduct and ethics. The conduct and ethics codes embrace the core values of integrity, diligence, fairness, and objectivity.

C(k)P[®] professionals are required to complete 24 hours of continuing education every two years.

Item 3: Disciplinary Information

Ty Parrish does not have any disciplinary action to report. Public information concerning his registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

None.

Item 5: Additional Compensation

None.

Item 6: Supervision

Supervision of Ty Parrish is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Gary M. Silverman, CFA[®]

Chief Investment Officer

CRD No. 4405500

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Gary Silverman that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Gary Silverman is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Gary M. Silverman (b. 1960) is the Chief Investment Officer of Blue Prairie Group, LLC.

A. Educational Background

M.B.A., Harvard Graduate School of Business Administration	1991
B.A., Vassar College	1982

B. Professional Designations and Licenses

Chartered Financial Analyst® (CFA®)	1999
NASD Series 65	2001
NASD Series 63	2001
NASD Series 7	2001

C. Business Background

Chief Investment Officer, Blue Prairie Group, LLC	10/2005–Present
Investment Advisor, Moody Investment Advisors	07/2003–10/2005
Principal, Fairview Analytics	01/1999–07/2003
President, Netvestments	09/1999–07/2001
Vice President, Morningstar	04/1996–11/1998
Principal, SV International	03/1994–04/1996
Various technical and managerial positions, IBM Corp.	08/1982–03/1994

D. Professional Designations - Qualifications and Related Criteria

D.1. Chartered Financial Analyst® (CFA®)

The Chartered Financial Analyst® (CFA®) designation is conferred by the CFA Institute. A financial analyst seeking membership to the CFA Institute must:

- meet eligibility requirements
- fully comply with the CFA Code of Ethics and Standards of Professional Conduct
- study books, journal articles, and other readings designated by the Institute
- successfully pass three examinations, each approximately six hours in length and administered by the CFA Institute

The candidate for the CFA designation must have at least a single current and principal engagement:

- in financial analysis of securities investment for a bank, investment company, insurance company, or other financial services or investment management firms
- as an assistant, associate, or full professor or dean of a college or university, who teaches and/or researches

- as an economist involved in financial analysis of securities investment
- as a portfolio manager
- as a financial analyst of securities investment within a public agency
- as a financial analyst of securities investment for a corporate pension, profit sharing or other retirement fund
- as a manager of financial analysts or portfolio managers involved with securities investment and who, before assumption of management obligations, was a financial analyst or portfolio manager

The CFA is awarded to candidates who have passed the examinations and met the other requirements specified by the CFA Institute.

Item 3: Disciplinary Information

Gary M. Silverman does not have any disciplinary action to report. Public information concerning Mr. Silverman's registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

There is nothing to report for this item.

Item 5: Additional Compensation

Mr. Silverman receives compensation for the activities described above.

Item 6: Supervision

Supervision of Mr. Silverman is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Don DeBruin, CFP® **Wealth Management Consultant**

CRD No. 5361763

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Don DeBruin that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Don DeBruin is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Don DeBruin (b. 1947) is a Wealth Management Consultant with Blue Prairie Group, LLC.

A. Educational Background

M.B.A., University of Chicago, Chicago, IL	1979
B.S., Bradley University, Peoria, IL	1970

B. Professional Designations and Licenses

CERTIFIED FINANCIAL PLANNER™ (CFP®) Professional	2007
--	------

C. Business Background

Wealth Management Consultant, Blue Prairie Group, LLC	06/2007–Present
Independent Investment Advisor	2002–2007
Management Consultant	2000–2002
District Manager, Staff Engineer and Engineer Bell System Operating Companies	1973–2000
Member of Technical Staff, Bell Telephone Laboratories	1970–1973

D Professional Designations - Qualifications and Related Criteria

D.1. CERTIFIED FINANCIAL PLANNER™ (CFP®)

The CERTIFIED FINANCIAL PLANNER™ (CFP®) certification process, administered by CFP Board, identifies that those individuals who have been authorized to use the CFP certification marks in the U.S. have met rigorous professional standards and have agreed to adhere to the principles of integrity, objectivity, competence, fairness, confidentiality, professionalism, and diligence when dealing with clients.

CFP certificants must pass the comprehensive CFP Certification Examination; pass CFP Board's Candidate Fitness Standards; agree to abide by CFP Board's Code of Ethics and Professional Responsibility, which puts clients' interests first; and comply with the Financial Planning Practice Standards, which spell out what clients should be able to reasonably expect from the financial planning engagement. These are just some of the reasons why the CFP certification is becoming increasingly recognized.

To become certified, candidates are required to meet the following initial certification requirements:

Education Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk

management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning.

Examination Pass the comprehensive CFP Certification Examination. The examination includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances.

Experience Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year).

Ethics Agree to be bound by CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP professionals.

Continuing Education Individuals who become certified must complete 30 hours of continuing education every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field.

CFP professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP certification.

Item 3: Disciplinary Information

Don DeBruin does not have any disciplinary action to report. Public information concerning Mr. DeBruin's registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

There is nothing to report for this item.

Item 5: Additional Compensation

Mr. DeBruin does not receive any additional compensation outside of his duties at Blue Prairie Group.

Item 6: Supervision

Supervision of Mr. DeBruin is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Deborah Lovett, CFP®
Wealth Management Consultant

CRD No. 6102856

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Deborah Lovett that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Deborah Lovett is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Deborah Lovett (b. 1968) is a Wealth Management Consultant with Blue Prairie Group, LLC.

A. Educational Background

MBA, University of Chicago Booth School of Business	2012
Concentrations in Economics, Managerial and Organizational Behavior, and Entrepreneurship	
BFA, Millikin University	1989

B. Professional Designations and Licenses

CERTIFIED FINANCIAL PLANNER™ (CFP®) Professional	2009
Series 63	1996

C. Business Background

Senior Analyst, Brownson, Rehmus & Foxworth, Inc.	1992–2011
---	-----------

D. Professional Designations - Qualifications and Related Criteria

D.1. CERTIFIED FINANCIAL PLANNER™ (CFP®) Professional

The CERTIFIED FINANCIAL PLANNER™ (CFP®) certification process, administered by CFP Board, identifies that those individuals who have been authorized to use the CFP certification marks in the U.S. have met rigorous professional standards and have agreed to adhere to the principles of integrity, objectivity, competence, fairness, confidentiality, professionalism, and diligence when dealing with clients.

CFP certificants must pass the comprehensive CFP Certification Examination; pass CFP Board's Candidate Fitness Standards; agree to abide by CFP Board's Code of Ethics and Professional Responsibility, which puts clients' interests first; and comply with the Financial Planning Practice Standards, which spell out what clients should be able to reasonably expect from the financial planning engagement. These are just some of the reasons why the CFP certification is becoming increasingly recognized.

To become certified, candidates are required to meet the following initial certification requirements:

Education Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning.

Examination Pass the comprehensive CFP Certification Examination. The examination includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances.

Experience Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year).

Ethics Agree to be bound by CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP professionals.

Continuing Education Individuals who become certified must complete 30 hours of continuing education every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field.

CFP professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP certification.

Item 3: Disciplinary Information

Deborah Lovett does not have any disciplinary action to report. Public information concerning Ms. Lovett's registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

There is nothing to report for this item.

Item 5: Additional Compensation

Ms. Lovett does not receive any additional compensation outside of his duties at Blue Prairie Group.

Item 6: Supervision

Supervision of Ms. Lovett is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Constantine Charles Mulligan

Investment Analyst

CRD No. 5503401

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Constantine Charles Mulligan that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Constantine Charles Mulligan is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Constantine Charles Mulligan (b. 1982) is an Investment Analyst with Blue Prairie Group, LLC.

A. Educational Background

M.B.A., DePaul University	2011
B.S. Finance, Northern Illinois University	2007

B. Professional Designations and Licenses

Series 65, Uniform Investment Advisor License	2008
---	------

C. Business Background

Investment Advisory Representative, RH Financial Group	2010–2012
Investment Advisory Representative, Results One Financial	2008–2010
Paralegal, Neiburger Law	2006–2008

Item 3: Disciplinary Information

Constantine Charles Mulligan does not have any disciplinary action to report. Public information concerning Mr. Mulligan's registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

There is nothing to report for this item.

Item 5: Additional Compensation

Mr. Mulligan does not receive any additional compensation outside of his duties at Blue Prairie Group.

Item 6: Supervision

Supervision of Mr. Mulligan is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Carla Taylor, CFP®

Wealth Management Associate

CRD No. 5519001

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Carla Taylor that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Carla Taylor is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Carla Taylor (b. 1983) is a Wealth Management Associate with Blue Prairie Group, LLC.

A. Educational Background

MBA, The University of Chicago Booth School of Business	2013
MS, Northwestern University	2008
BS, Washington & Lee University	2006

B. Professional Designations and Licenses

Certified Financial Planner™ Professional	2011
---	------

C. Business Background

Wealth Management Associate, Blue Prairie Group	05/2013–Present
Financial Analyst, Quill	12/2012–05/2013
Student	09/2012–12/2012
Associate, Gresham Partners	02/2011–09/2012
Analyst, Brownson, Rehms & Foxworth	01/2008–02/2011

D. Professional Designations - Qualifications and Related Criteria

D.1. CERTIFIED FINANCIAL PLANNER™ (CFP®)

The CERTIFIED FINANCIAL PLANNER™ (CFP®) certification process, administered by CFP Board, identifies that those individuals who have been authorized to use the CFP certification marks in the U.S. have met rigorous professional standards and have agreed to adhere to the principles of integrity, objectivity, competence, fairness, confidentiality, professionalism, and diligence when dealing with clients.

CFP certificants must pass the comprehensive CFP Certification Examination; pass CFP Board's Candidate Fitness Standards; agree to abide by CFP Board's Code of Ethics and Professional Responsibility, which puts clients' interests first; and comply with the Financial Planning Practice Standards, which spell out what clients should be able to reasonably expect from the financial planning engagement. These are just some of the reasons why the CFP certification is becoming increasingly recognized.

To become certified, candidates are required to meet the following initial certification requirements:

Education Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a

regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning.

Examination Pass the comprehensive CFP Certification Examination. The examination includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances.

Experience Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year).

Ethics Agree to be bound by CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP professionals.

Continuing Education Individuals who become certified must complete 30 hours of continuing education every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field.

CFP professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP certification.

Item 3: Disciplinary Information

Carla Taylor does not have any disciplinary action to report. Public information concerning her registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

None.

Item 5: Additional Compensation

None.

Item 6: Supervision

Supervision of Carla Taylor is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Carmela Elco

Managing Director and Senior ERISA Consultant

CRD No. 4171482

65 E. Wacker Place, Suite 1850
Chicago, IL 60601

phone: 312-376-8435
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Carmela Elco that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Carmela Elco is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Carmela Elco (b. 1970) is a Managing Director and Senior ERISA Consultant with Blue Prairie Group, LLC.

A. Educational Background

M.A., Human Resources Management, St. Francis University	1996
B.S., University of Pittsburgh	1992

B. Professional Designations

Accredited Investment Fiduciary (AIF®)	2004
--	------

C. Business Background

Managing Director, Sr. ERISA Consultant, Blue Prairie Group	04/2014–Present
Registered Representative, Calton & Associates, Inc.	05/2014–02/2017
President, Resources for Retirement	03/2011–03/2014
Vice President, Client Services, Resources for Retirement	05/1999–02/2011
Retirement Benefits Manager, Kvaerner	03/1998–05/1999

D. Professional Designations - Qualifications and Related Criteria

D.1. Accredited Investment Fiduciary® (AIF®)

The AIF Designation certifies that the recipient has specialized knowledge of fiduciary standards of care and their application to the investment management process. To receive the AIF Designation, the individual must meet prerequisite criteria based on a combination of education, industry experience, and/or ongoing professional development, complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the Code of Ethics. In order to maintain the AIF Designation, the individual must annually renew their affirmation of the Code of Ethics and complete six hours of continuing education. The Designation is administered by the Center for Fiduciary Studies, the standards-setting body of fi360.

Item 3: Disciplinary Information

Carmela Elco does not have any disciplinary action to report. Public information concerning Carmela Elco's registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

None

Item 5: Additional Compensation

None

Item 6: Supervision

Supervision of Carmela Elco is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Jere L. Cowden

Managing Director & Senior ERISA Consultant

CRD No. 55630

Four Gateway Center, Suite 1900
444 Liberty Avenue
Pittsburgh, PA 15222
phone: 412-394-9303

Main Office

65 E. Wacker Place, Suite 1850
Chicago, IL 60601
phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Jere L. Cowden that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Jere L. Cowden is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Jere L. Cowden (b. 1947) is a Managing Director and Senior ERISA Consultant with Blue Prairie Group, LLC.

A. Educational Background

Indiana University of Pennsylvania, BA Economics	1969
--	------

B. Professional Designations

Certified Employee Benefit Specialist (CEBS)	1979
--	------

C. Business Background

Managing Director & Sr. ERISA Consultant, Blue Prairie Group	12/2014–Present
Cowden Financial Services, LLC	05/2012–Present
Cowden Associates, Inc.	01/1995–Present
Cowden Advisers, Inc.	03/2005–11/2012
Financial Telesis Inc.	11/2007–05/2012

D. Professional Designations - Qualifications and Related Criteria

D.1. Certified Employee Benefit Specialist (CEBS)

The Certified Employee Benefit Specialist program is an eight-course curriculum covering an entire spectrum of employee benefits. It is designed to help individuals develop a comprehensive understanding of employee benefit principles and concepts.

Required Courses

- Group Health Plan Design
- Group Benefits Management
- Retirement Plan Design
- Retirement Plan Management
- Human Resources and Compensation Management
- Compensation Concepts and Principles

Two Electives

(Any two of the following CEBS courses)

- Asset Management
- Health Care Financing and Economics
- Executive Compensation and Compensation Issues
- Personal Financial Planning 1: Concepts and Principles
- Personal Financial Planning 2: Tax and Estate Planning Techniques

CEBS graduates continue their professional development through the International Society of Certified Employee Benefit Specialists (ISCEBS).

Item 3: Disciplinary Information

Jere L. Cowden does not have any disciplinary action to report. Public information concerning his registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

Jere Cowden is currently a minor shareholder and Chairman of the Board of Cowden Associates, Inc., a Human Resources and Actuarial Consulting firm; the firm does not provide investment services.

He is also associated with Cowden Financial Services LLC, which will continue as an investment advisory firm until such time as all currently contracted business is completed, which is anticipated to occur by no later than March 2015.

Item 5: Additional Compensation

Jere Cowden receives additional compensation through his business activities described in Item 4 above.

Item 6: Supervision

Supervision of Jere Cowden is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Matt Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Mark C. Muto

Managing Director & Senior ERISA Consultant

CRD No. 2402056

Four Gateway Center, Suite 1900
444 Liberty Avenue
Pittsburgh, PA 15222
phone: 412-208-0481

Main Office

65 E. Wacker Place, Suite 1850
Chicago, IL 60601
phone: 312-645-1899
email: info@blueprairiegroup.com
website: www.blueprairiegroup.com

This brochure supplement provides information about Mark C. Muto that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a Blue Prairie Group brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Mark C. Muto is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Mark C. Muto (b. 1958) is a Managing Director and Senior ERISA Consultant with Blue Prairie Group, LLC.

A. Educational Background

BS, University of Pittsburgh	1980
MA, University of Minnesota	1986

B. Professional Designations

Accredited Investment Fiduciary® (AIF®)	2006
Certified Investment Management Analyst (CIMA)	2007

C. Business Background

Managing Director & Sr. ERISA Consultant, Blue Prairie Group	12/2014–Present
Cowden Financial Services, LLC	05/2012–Present
Financial Telesis, Inc.	03/2009–04/2012
Wachovia Securities, LLC	03/2006–02/2009
Hunter Associates, Inc.	02/2005–03/2006
Mylan Laboratories	02/2003–02/2005

D. Professional Designations - Qualifications and Related Criteria

D.1. Accredited Investment Fiduciary® (AIF®)

The AIF Designation certifies that the recipient has specialized knowledge of fiduciary standards of care and their application to the investment management process. To receive the AIF Designation, the individual must meet prerequisite criteria based on a combination of education, industry experience, and/or ongoing professional development, complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the Code of Ethics. In order to maintain the AIF Designation, the individual must annually renew their affirmation of the Code of Ethics and complete six hours of continuing education. The Designation is administered by the Center for Fiduciary Studies, the standards-setting body of fi360.

D.2. Certified Investment Management Analyst (CIMA)

The Certified Investment Management Analyst (CIMA) designation focuses on asset allocation, ethics, due diligence, risk measurement, investment policy and performance measurement. Only individuals who are investment consultants with at least three years of professional experience are eligible to try to obtain this certification, which signifies a high level of consulting expertise. The Investment Management Consultants Association offers the CIMA courses.

To receive the CIMA certification, the individual must undergo a background check, pass the qualification examination, complete the education program with a registered education provider, pass the classroom certification examination, and agree to adhere to IMCA's Code of Professional Responsibility, Standards of Practice, and Rules and Guidelines for Use of the Marks. In order to maintain the CIMA designation, the individual must complete at least 40 hours of continuing education every two years.

Item 3: Disciplinary Information

Mark C. Muto does not have any disciplinary action to report. Public information concerning his registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

Mark C. Muto is a shareholder of Cowden Financial Services, LLC. Cowden Financial Services, LLC provides investment advisory services D/B/A Blue Prairie Group.

Item 5: Additional Compensation

Mark Muto receives additional compensation through his business activities described in Item 4 above.

Item 6: Supervision

Supervision of Mark Muto is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.

Item 1: Cover Page

Brochure Supplement

March 16, 2017

Blue Prairie Group, LLC

SEC File No. 801-64437

Richard W. Harris

Managing Director

Individual CRD No. 4608142

1346 Trent Ave N

Keizer, OR 97303

phone: 503-871-4359

email: rick.harris@blueprairiegroup.com

Main Office

65 E. Wacker Place, Suite 1850

Chicago, IL 60601

phone: 312-645-1899

email: info@blueprairiegroup.com

website: www.blueprairiegroup.com

This brochure supplement provides information about Richard W. Harris that supplements the Blue Prairie Group brochure. You should have received a copy of that brochure. If you did not receive a brochure or if you have any questions about the contents of this supplement, please contact us at info@blueprairiegroup.com.

Additional information about Richard W. Harris is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Richard William Harris (b. 1968) is a Managing Director with Blue Prairie Group, LLC.

A. Educational Background

Master of Music, Music Composition, Bowling Green State University	1998
Bachelor of Music, Music Composition, University of Idaho	1992

B. Professional Designations

Accredited Investment Fiduciary Analyst [®] (AIFA [®])	2007
---	------

C. Business Background

Managing Director, Blue Prairie Group	04/2015–Present
Registered Rep, NFP Securities, Inc.	08/2005–03/2015
Financial Advisor, Morgan Stanley Dean Witter, Inc.	09/2002–08/2005

D. Professional Designations - Qualifications and Related Criteria

D.1. Accredited Investment Fiduciary Analyst[®] (AIFA[®])

The AIFA Designation certifies that the recipient has advanced knowledge of fiduciary standards of care, their application to the investment management process, and procedures for assessing conformance by third parties to fiduciary standards. To receive the AIFA Designation, the individual must hold the AIF Designation, meet prerequisite criteria based on a combination of education, industry experience, auditing experience, and/or ongoing professional development, complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the Code of Ethics. In order to maintain the AIFA Designation, the individual must annually renew their affirmation of the AIFA Code of Ethics and complete ten hours of continuing education. The Designation is administered by the Center for Fiduciary Studies, the standards-setting body of fi360.

Item 3: Disciplinary Information

Richard Harris does not have any disciplinary action to report. Public information concerning Richard's registration as an investment advisor representative may be found by accessing the SEC's public disclosure site at www.adviserinfo.sec.gov.

Item 4: Other Business Activities

There is nothing to report for this item.

Item 5: Additional Compensation

There is nothing to report for this item.

Item 6: Supervision

Supervision of Richard Harris is performed by Matt Gnabasik, Chief Compliance Officer, through reviews of internal transaction and security holdings reports, electronic and physical correspondence, and other internal reports as mandated by the firm and its regulatory authorities. Mr. Gnabasik can be reached at 312-376-8435.