

Firm Brochure

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of ProNvest, Inc. If you have any questions about the contents of this brochure, please contact us at: (423)648-1876, or by email at: info@pronvest.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about ProNvest, Inc. is available on the SEC's website at www.advisorinfo.sec.gov.

Registration with the SEC does not imply a certain level of skill or training.

March 2020

ProNvest, Inc.

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes have occurred since the previous release of the Firm Brochure.

Material Changes since the Last Update

Since our last updated Firm Brochure dated March 2019, we have expanded our advisory services to include direct to consumer subscription-based products and services. No other material changes were made.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (423) 648-1876 or by email at: info@pronvest.com.

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Advisory Business

Firm Description

ProNvest, Inc., was founded in 2000.

ProNvest, Inc. (“ProNvest”), provides investment advice and management services to defined contribution retirement plans, deferred compensation plans, individual retirement accounts and their participants. More specifically, ProNvest provides retirement planning, goal-based asset allocation advice, and professionally- managed accounts using a comprehensive web-based Retirement Planner (“retirement planner”), as well as individualized customer service center assistance. The asset allocation and fund selection services involve mutual funds, fixed and variable annuities, guaranteed investment contracts, stable value funds, and similar collective fund vehicles.

Investment advice is provided through the retirement planner, with the client making the final decision on investment strategy.

Participants may hire ProNvest to directly manage their retirement plan assets, in which case ProNvest instructs the participant’s asset custodian to place trades under a limited power of attorney. The custodian has responsibility for processing these trades. ProNvest does not act as the custodian of client assets. The client always maintains asset control.

ProNvest is strictly a fee-only financial planning and investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. No commissions in any form are accepted. No finder’s fees are accepted.

ProNvest’s advice and managed account services may be offered directly to individuals and through strategic partnerships with other institutions such as banks, insurance companies, TPAs or record-keepers of qualified retirement plans. The partners act in the role of a solicitor referring clients to ProNvest for money management service. ProNvest provides training and ongoing support to the marketing staff of each strategic partnership to properly equip them to accurately describe and solicit their clients on behalf of ProNvest. As a result of the solicitor’s marketing efforts, ProNvest compensates the solicitor from the fees collected from client in the managed account program. These fees may vary depending upon the extent of the involvement of the solicitor in the onboarding process of clients referred by the solicitor.

ProNvest does not provide 3(38) fiduciary services at the plan level, but may refer plan sponsors to an Investment Advisor for which ProNvest may be compensated.

ProNvest also provides on a limited basis some individual asset management services to non-qualified accounts, which are primarily individuals and tax-exempt institutions seeking to invest in stocks, taxable bonds and other debt instruments. In these cases, compensation may be provided to persons for referring prospective clients. Brokers or registered representatives may also be compensated for referral of clients by executing trades through such broker or registered representative. However, ProNvest is not presently compensating any person for client referrals and in any subsequent compensation arrangement, the client will be fully advised of such arrangement prior to entering into an agreement with ProNvest. ProNvest seeks best execution for securities transactions executed on behalf of clients.

Principal Owners

ProNvest, Inc. is a privately held C Corporation. Jay Jumper, the CEO and President, is a significant owner with more than 25% ownership in the company.

ProNvest owns 56.43% of SIGNiX Inc. Jay Jumper is also the CEO and President of SIGNiX. His salary is paid primarily by SIGNiX and a majority of his time is spent supporting SIGNiX's business operations.

Jay Jumper serves on the Board of Directors of both ProNvest and SIGNiX.

Types of Advisory Services

ProNvest coordinates the services provided by independent investment advisors and provides the web portal interface by which investment advisory services are provided. ProNvest takes information regarding the menu of funds offered by plan sponsors on their retirement platforms and feeds it to the chosen independent investment advisor to enable them to design the model portfolios. ProNvest also gathers personal and financial data for each participant (including investment objectives, risk tolerance and time horizon) so the appropriate asset allocation model portfolios and funds can be recommended with implementation at the discretion of the client.

ProNvest enables participants to make changes to and review their account information on the website; communicates the recommended asset allocation and fund selection to participants; communicates purchase and sale decisions to the plan sponsor, trustee, custodian or platform provider; provides documentation, forms and information to plans and their participants; and serves as the primary contact to plans and participants.

As of January 31, 2020, ProNvest, Inc. manages approximately \$1,196,808,117 in assets for approximately 29,606 clients.

Approximately \$1,162,891,550 is managed on a discretionary basis, and \$33,916,567 is managed on a non-discretionary basis.

Tailored Relationships

Each investor has a unique financial situation, investment time horizon, funding strategy, investment experience, tax status, risk tolerance, goals, and other life circumstances that influence retirement goals.

Types of Agreements

The following agreements define the typical client relationship.

Participant Advisory Agreement

The retirement planner is available to all participants in plans that have engaged ProNvest. The retirement planner provides planning, advice, and model portfolios with asset allocation recommendations by asset class.

Model portfolios with fund-specific recommendations and discretionary management of participant accounts are provided under a separate Participant Advisory Agreement entered into by or on behalf of the participant. Under this agreement, the retirement planner will provide a recommendation of a particular model portfolio with fund-specific allocations; the participant may select a different portfolio and may, from time to time,

change the portfolio selected. On the basis of the portfolio currently selected by the participant, purchase and sale decisions will be generated by the independent investment advisor, communicated by ProNvest to the plan sponsor, trustee, custodian or platform provider and effected on a discretionary basis, without an obligation to first consult with or to notify the participant.

In the Participant Advisory Agreement, the participant appoints ProNvest as agent and attorney-in-fact with full power and authority to act for and on behalf of the participant to communicate fund purchase and sale decisions generated by the independent investment advisor to the plan sponsor, trustee, custodian or platform provider to be executed, without seeking participant's permission beforehand. Assets in participant's accounts are held by the trustee, custodian, and plan platform provider or, in the case of insurance contracts, the issuer of those contracts, which will furnish the participants with periodic statements setting forth the securities and cash positions in the account and the transactions during the applicable period.

Neither ProNvest nor the independent investment advisors have responsibility for the selection of funds made available by the plan sponsor for investment by participants, the voting of proxies, or for determining any legal matter with respect to the securities in which participants are invested. ProNvest has no responsibility for the model portfolio recommendations made by the independent investment advisor or the fund selections chosen by the independent investment advisor.

Implementation of the recommendations is at the discretion of the client. Although the Participant Advisory Agreement is an ongoing agreement and periodic adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an agreement by written notice to the other party.

Most clients choose to have ProNvest manage their assets in order to obtain ongoing advice and planning. All aspects of the client's financial affairs are reviewed, including those of the spouse, if requested. Realistic and measurable goals are set and an investment objective to reach those goals is defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

For ProNvest's non-qualified individual asset management services, the client enters into an investment management agreement. The client may terminate the agreement at any time by giving written notice to ProNvest, in which case the client will pay the pro-rata portion of the advisory fee for the term of the contract, calculated to the date of termination. The client will at no time be subject to a penalty on termination. ProNvest may also terminate the agreement at any time by giving prior written notice. Advisory fees are payable quarterly in arrears of the management services performed.

Auto-Manage Service Agreement

Alternatively, a plan sponsor and fiduciary may arrange for investment advisory services for all participants who do not affirmatively decline such services. The plan sponsor executes an agreement naming ProNvest as the investment advisor. Participants will be provided access to and encouraged to make use of the retirement planner to select a model portfolio. Accounts of participants who have not selected a model portfolio will be invested in a moderate age appropriate default strategy recommended on the basis of employee information made available to ProNvest, or if such information is insufficient to formulate such a recommendation, a Moderate Portfolio will be used.

Auto-Manage provides plan sponsors with a documented process that ensures every plan participant has been provided access to professional investment advice.

Client Subscription Agreement

ProNvest offers managed retirement account and advisory services directly to clients on a subscription basis. Through the retirement planner, clients receive discretionary asset allocation and fund selection services based on the personal and financial information provided to us by the client. ProNvest buys and sells assets for the client's account without the client's approval of each trade, and rebalance the client's investment portfolio at least once per quarter. We rebalance client's investment portfolio to the target asset allocation at least once per quarter.

ProNvest builds investment portfolios with a diversified mix of mutual funds in an effort to balance risk and return. Recommendations are based on a glide path approach, adjusted for the client's age, retirement horizon, and the investment strategies (aggressive, moderate, or conservative) selected by the client. Recommendations are further adjusted based on current balance, income, contribution level, and other assets which potentially impact the client's ability to reach retirement goals. For clients with a longer retirement horizon, portfolios are created with more volatility and higher return potential, designed for capital appreciation. For clients with a shorter retirement horizon, portfolios are created with lower volatility and lower return potential, designed for capital preservation. If a client does not select a strategy, a default moderate strategy will be implemented based upon age and retirement horizon. At any time, a client may accept, modify, or reject the recommended investment strategy.

Clients have access to a team of professional retirement counselors and other investment and retirement planning resources, including GAP analysis tools, account and market data, and support for any outside accounts.

The Client Subscription Agreement may be terminated by either party at any time by giving notice to the other party.

Distributor Service Agreement

ProNvest is introduced and distributed to plan sponsors, and ultimately to participants, through plan providers and plan administrators. ProNvest is electronically integrated into the providers' record keeping platforms, allowing participant and account information to flow between the two companies, as well as the processing of trade and fee files.

ProNvest offers disclosed revenue sharing opportunities with providers for marketing these services to their clients. Revenue sharing may be passed through to the provider, retained to offset other administration costs, or used to provide a discount to participants. Referral fees may be charged as a onetime fee or ongoing as a percentage of the fee charged to participants.

ProNvest has entered into agreements with various solicitors whereby the solicitors market ProNvest's investment advisory services. If the solicitors' activities result in the initiation of a new client relationship with ProNvest, ProNvest will pay each solicitor a fee out of the investment advisory fees received from the client. ProNvest may also refer current and prospective customers, on a nonexclusive basis, to such solicitors for financial management services not offered by ProNvest.

Independent Investment Advisor

To assist with the services offered in connection with the retirement planner, ProNvest contracts with unaffiliated investment advisors that are registered under the Investment Advisors Act of 1940. Each advisor is responsible for designing and providing asset allocation model portfolios based upon information gathered through the retirement planner and the funds that have been selected by the plan sponsor and made available to participants in the plan. Each advisor monitors returns, risk performance as well as portfolio and manager style on a regular basis.

Current contracts:

Wilshire Associates

The investment advisors have no responsibility for the selection of funds made available by the plan sponsor for investment by participants, voting of proxies, or for determining any legal matter with respect to the securities in which participants are invested. ProNvest has no responsibility for the model portfolio recommendations made by the independent advisors.

ProNvest selects, reviews and is authorized to terminate third party managers in its discretion and without client consent. Reviews of managers by ProNvest are performed on an annual basis based on the nature and quality of services provided.

Asset Management

Funds are chosen by the Plan Sponsor (or representative) and models are created by an independent professional investment advisor. Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus.

For ProNvest's non-qualified individual asset management services, assets are invested in stocks, bonds, preferred stocks convertible bonds no-load or low-load mutual funds and exchange-traded funds, usually through fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus.

Termination of Agreement

The management agreement shall remain in force until terminated by either party within a five (5) day written notice to the other party.

Fees and Compensation

Participant Advisory Agreements

ProNvest fees are based on a percentage of assets under management.

ProNvest does not use a performance-based fee schedule.

ProNvest is compensated through the payment of investment advisory fees under investment advisory agreements. Investment advice fees are charged as a flat fee only. These are charged on a Participant level.

Under a Participant Advisory Agreement, ProNvest will be paid an annual fee up to 1.25% of the fair market value of the securities in the plan account of each participant receiving the service.

Fees are charged quarterly in arrears (up to .3125% per quarter or 1.25% annually) based on the participant's prior quarter end account balance. The fee will be automatically deducted from the participant's account at the beginning of the next quarter or quarter-versary of hire. With respect to the quarter in which the participant first enters the investment advisory agreement, the fee will be pro-rated based on the date the participant is first managed.

Based upon the individual client agreement, participants may have the ability to decline ProNvest's service: (i) within 60 days of enrollment, without the payment of any fees other than trading and administrative charges incurred, upon notice to ProNvest, or (ii) at any time by either party on five (5) days advance notice to the other party. The final investment advisory fee will be prorated based on the number of days managed during the quarter and will be based on the value of the account balance on the termination date. Dependent upon services selected, participants may also be eligible to receive a 30-day free trial of management services.

Effective January 1, 2010 ProNvest may require participants of new plan providers to pay ProNvest fees in advance.

ProNvest will charge this fee quarterly in advance (up to .3125% per quarter or 1.25% annually) based on the participant's prior quarter end account balance or the last business day's fair market value of securities (dependent upon client agreement) and will deduct the fee automatically from the participant's account at the beginning of the next quarter or quarter-versary of hire. With respect to the quarter in which the participant first enters the investment advisory agreement, the fee will be pro-rated based on the date the participant is first managed and may include a one-time referral fee (up to 0.35% dependent upon the individual client agreement).

When a participant initially retains ProNvest, two fees may be charged during the same quarter: the initial pro-rated quarterly fee and the full next quarter fee.

If a participant terminates service and termination does not occur at the end of a quarterly period, the final investment advisory fees are not pro-rated and will not be refunded but will stop accruing for any subsequent quarter.

For participants who utilize fund specific advice only with no active management, an annual fee may be paid to ProNvest equal to the greater of \$299 or 0.10% of the fair market value of the securities in the participant's account. The client makes the final decision on investment strategy, executes trades and updates investment elections.

Participants will be responsible for paying all other fees, such as brokerage and custodial fees, which are in addition to those charged by ProNvest.

ProNvest will compensate the independent investment advisors from the investment advisory fees paid to ProNvest. Participants do not pay any additional amount to the independent investment advisors.

Participants in plans in which ProNvest is offered do not have to retain ProNvest. They may invest directly in the funds without paying advisory fees to ProNvest. Thus, it may be cheaper for a participant to invest in the funds without entering into an advisory agreement

with ProNvest. However, a participant will not receive model portfolios with fund-specific recommendations and discretionary management if they choose not to do so.

Fees are *NEGOTIABLE*

ProNvest, at its sole discretion, may negotiate lesser investment advisory fees based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Maximum participant fees may be implemented and are negotiated with each Distributor. Fees are disclosed in the individual Participant Investment Advisory Agreement. Clients with assets below the maximum account size may pay a higher percentage rate on their annual fees than the fees paid by clients with greater assets under management.

For Non-Qualified Individual Asset Management Services:

Debt Securities Fee Schedule:

Assets Under Management	Advisory Fee
Up to \$5 million	.5% of Assets under Management
\$5,000,001- \$10 million	.4% of Assets over \$5 million
\$10,000,001 - \$20 million	.3% of Assets over \$10 million
\$20,000,001 - \$40 million	.25% of Assets over \$20 million
Over \$40 million	.25% of Assets over \$20 million

Convertible and Equities Securities Fee Schedule:

Assets Under Management	Advisory Fees
\$0 - \$5 million	1% of Assets Under Management
\$5,000,000 - \$30,000,000	.50% of Assets Under Management
\$30,000,000 and Above	.50% of Assets Under Management

Fees are charged at the end of each quarter for the applicable management period. Fees can be charged on a calendar quarter or the quarter-versary from the participant's date of hire. The fee is based upon the quarter-end market value of the portfolio held during the previous quarter multiplied by the pro-rated fee rate. The fee rate is determined by the employer agreement with the plan sponsor and is pro-rated first by dividing the fee rate by 4 to determine a full quarter's fee, then by multiplying this by the ratio of days managed to number of days in the quarter. The formula for determining quarterly fees is as follows:

$$(\text{Market Value of Assets} * \text{Rate}/4) * (\text{Days Managed in Quarter} / \text{Days in Quarter})$$

Client Subscription Agreements

Under a Client Subscription Agreement, ProNvest fees are based on the fair market value of the securities in a client's account. Clients pay a flat monthly fee upon subscribing to the services and the subscription which will automatically renew on the monthly anniversary of the client's initial subscription date, unless and until the Client cancels the subscription.

Clients may cancel at any time by contacting ProNvest. Otherwise, ProNvest will continue to collect the then-applicable fees using any credit card we have on record for the client.

Fees are billed in advance. In the event of cancellation, subscription fees are not pro-rated any will not be refunded.

Subscription fees are: (i) \$20.00 per month for the each \$50,000 under management; and (ii) an additional \$9.00 for any remaining balance under \$50,000. For example, an account with a \$110,000 balance will pay \$49.00 per month.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

Participants should also be aware that collective investment vehicles such as mutual funds typically have operating or distribution fees or expenses that are in addition to the investment advisory fees paid to ProNvest. Participants should read each fund's prospectus or other disclosure material, if available, for a more complete explanation of these fees and expenses.

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid to ProNvest.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

If a ProNvest client becomes delinquent with regard to management fees, ProNvest will follow the account termination process as defined in the applicable agreement.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

ProNvest does not use a performance-based fee structure because of the potential conflict of interest.

Types of Clients

Description

ProNvest generally provides investment advice to individuals in pension and profit sharing plans and other tax exempt employee benefit plans.

ProNvest also provides participants the ability to access the retirement planner to receive portfolio recommendations that at their discretion can affect purchases and sells for their individual accounts.

For the non-qualified individual asset management services, ProNvest provides investment advice primarily to individuals and tax-exempt institutions seeking to invest in stock, taxable bonds and other debt instruments.

Client relationships vary in scope and length of service.

Account Minimums

ProNvest does not have a minimum account fee.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

The retirement planner is designed upon a proprietary investment modeling methodology. The model finds the asset allocation strategy that provides the highest probability of achieving target wealth when simulated over many economic scenarios. This system has been developed independently of any investment company or investment funds for the purpose of assisting the users in making the best investment decisions. The quantitative methodology makes use of historical performance data and sophisticated, widely recognized, simulation methodologies to create a large number of plausible economic scenarios for which to simulate outcomes. Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

Portfolios range from a low acceptable level of risk to a high acceptable level of risk. Advice is provided with the goal of achieving the maximum return given the acceptable level of risk.

To assist with the services offered in connection with the retirement planner, ProNvest has contracted with unaffiliated investment advisors that are registered under the Investment Advisors Act of 1940. Each advisor is responsible for designing and providing asset allocation model portfolios based upon information gathered through the retirement planner or completion of a risk tolerance questionnaire and the funds that have been selected by the plan sponsor and made available to participants in the plan. Each advisor monitors returns, risk performance as well as portfolio and manager style on a regular basis.

The investment advisors have no responsibility for the selection of funds made available by the plan sponsor for investment by participants, voting of proxies, or for determining any legal matter with respect to the securities in which participants are invested. ProNvest has no responsibility for the model portfolio recommendations made by the independent advisors.

For Non-Qualified Individual Asset Management Services:

Methods of Analysis

- Bottom-up, fundamental analysis
- Yield advantage over underlying security
- Credit quality

- Optimizing returns while minimizing risk
 - Sensitivity to movements of the underlying security
-

Investment Strategies

ProNvest is committed to:

- Designing asset allocation models that are broadly diversified to help participants achieve their retirement goals.
- Selecting appropriate investments from the participant's plan lineup using proprietary fund analysis methodology.
- Constructing the models using holdings-based analysis to reduce individual security risk, sector concentrations, and fund overlap.
- Reallocating the models as necessary so they are aligned with their intended objectives and risk profiles.

Dependent upon the clients' choice, ProNvest may design allocation models with either six investment strategies, tiered based on risk level, or three, tiered based on both risk and age.

Individual Investment Portfolios may consist of one of six investment strategies tiered based on risk level:

- Most Conservative
 - Produce stable portfolio values and returns by investing mostly in fixed income mutual funds
- Conservative
 - Balance between investments that are expected to be more stable in value with investments that have more variable, long term returns and the potential for growth
- Moderate Conservative
 - Potential for growth with stock mutual fund investments that have historically delivered more variable, long term returns and potential for growth.
- Moderate Aggressive
 - Potential for growth with stock mutual fund investments that have historically delivered more variable, long term returns and potential for growth. Focused on capital appreciation but includes a modest allocation to fixed income mutual funds.
- Aggressive
 - Provide capital appreciation through stock mutual fund investments that have historically delivered more variable, long term returns and growth. Focused on appreciation and has a minimal fixed income allocation.
- Most Aggressive
 - Provide capital appreciation through stock mutual fund investments that have historically delivered more variable, long term returns and growth.

OR

Individual Investment Portfolios may consist of one of three investment strategies that are tiered based on both risk and age:

- Conservative
 - Seeks to generate income and preserve capital through a diversified asset allocation strategy consistent with a conservative level of risk.
- Moderate
 - Seeks growth of capital through a diversified asset allocation strategy consistent with a moderate level of risk.
- Aggressive
 - Seeks to maximize total return through a diversified asset allocation strategy consistent with an above average level of risk.

For non-qualified individual asset Management services, investment strategies aim to emphasize diversification across a variety of different companies and market sectors. Our goal is to preserve and enhance investment returns through a conservative and disciplined investment strategy.

Risk of Loss

Participants may experience loss in the value of their plan accounts, including loss of principal, due to market fluctuation. There is no guarantee that a client's investment objectives will be achieved by obtaining the investment advisory services described herein.

The investment returns on client accounts will vary and there is no guarantee of positive results or protection against loss. No warranties or representations are made by ProNvest with respect to money that is invested. ProNvest does not provide legal, accounting or tax advice – participants should seek a qualified expert.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

The independent advisor aims to maximize the portfolio's average fund quality while minimizing deviations from the recommended asset mix and other targeted characteristics – such as stock exposure to economic sectors, bond duration, and bond credit quality.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

Neither ProNvest nor any of its executives are registered as a securities broker-dealer or registered representative of a broker-dealer, or a futures commission merchant, commodity pool operator or commodity trading advisor.

Affiliations

ProNvest does not have any arrangements that are material to its advisory business or its clients with a related person who is an investment advisor.

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

Code of Ethics

Rule 204A-1 under the Investment Advisors Act of 1940 (“Advisors Act”) requires all investment advisors registered with the Securities and Exchange Commission (“SEC”) to adopt codes of ethics that set forth standards of conduct and require compliance with federal securities laws. ProNvest, Inc. is an investment advisor registered with the SEC.

The employees of ProNvest have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

ProNvest and its employees may buy or sell securities that are also held by clients. ProNvest agrees to keep complete records of all such securities transactions, as required by SEC and/or state regulation. To address this potential conflict of interest, ProNvest agrees, to the extent within its control, not to favor itself to the Client's financial detriment. Employees comply with the provisions of the ProNvest *Code of Ethics* regarding securities transactions.

Personal Trading

The Chief Compliance Officer of ProNvest is Vickie L. Aragon. She reviews all employee trades each quarter. Her trades are reviewed by Kermit Blank, Controller. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Custodial Firms

ProNvest does not maintain custody of any client assets. Assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. The custodian will hold assets and will buy and sell securities when trade instructions are sent.

ProNvest does not receive any fees based on custodial arrangements.

Best Execution

Except for the non-qualified individual asset management accounts, best execution rules do not apply. No one receives any soft dollar benefit.

Safeguards are in place to let ProNvest and the custodians know if any errors have occurred.

For the non-qualified individual asset management services, brokers chosen to effect transactions in client's accounts are chosen based on the level of services provided and the competitiveness of the broker's commission rates. The Registrant does not receive remuneration from any broker in connection with trades executed on behalf of the client.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

The non-qualified individual asset management service trades are aggregated when possible.

Review of Accounts

Periodic Reviews

ProNvest does not provide reviews of advisory accounts. ProNvest engages one or more unrelated registered investment advisors to construct portfolios for the investment of retirement plan accounts among the investment options made available under the plan. Reviews are provided at least annually by these unrelated advisors.

For the non-qualified individual asset management services, reviews occur on at least a quarterly basis or as requested by a client.

Review Triggers

Other conditions that may trigger a review are changes in tax laws, new investment information, market conditions, and changes in a client's own situation.

Regular Reports

Clients receive periodic communications from ProNvest on at least an annual basis, which includes the ADV Part 2A and Part 2B and Privacy Policy. Advisory clients receive written quarterly updates. The written updates include a summary of their investment objective and trade information.

Clients will have on-demand account balance and information, quarterly statements with any trade activity, and an annual hard copy version through their custodian.

Client Referrals and Other Compensation

Incoming Referrals

ProNvest has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Under a separate agreement, ProNvest compensates solicitors that refer clients to ProNvest for managed account services.

Referrals Out

ProNvest does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

None

Custody

Account Statements

All assets are held by qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. Statements should reflect activity, fees and rates of return.

Activity Reports

Clients are urged to compare the account statements received directly from their custodian to the rebalance letters provided by ProNvest.

Investment Discretion

Discretionary Authority for Trading

ProNvest outsources the discretionary money management to an independent third party investment manager. ProNvest instructs the custodian to place trades for any securities to be bought or sold, and the amount of the securities on behalf of each client. The custodian has full authority for processing any trades on behalf of each client.

ProNvest does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

For the non-qualified individual asset management service clients, ProNvest has either non-discretionary or discretionary authority to manage securities accounts on behalf of clients. For the discretionary clients, ProNvest has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

ProNvest does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in the participant accounts on their behalf so that we may promptly implement the customized investment strategy or the defaulted age-appropriate investment strategy.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose.

Voting Client Securities

Proxy Votes

ProNvest does not have physical custody for any assets, therefore would not have any discretion over proxy voting. Clients are expected to vote their own proxies. Clients may elect to receive and vote proxy materials for any proxies solicited by issuers of securities they beneficially own and make all elections relative to any events pertaining to the securities of the account.

The individual asset management clients do not have physical custody for any assets. Clients may elect to receive and vote proxy materials for any proxies solicited by issuers of securities they beneficially own and make all elections relative to any events pertaining to the securities of the account. In the absence of the client voting proxies, ProNvest may vote them.

Financial Information

Financial Condition

ProNvest does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because ProNvest does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

ProNvest requires that advisors in its employ must have work experience that demonstrates their aptitude for financial planning and investment management.

ProNvest provides discretionary and non-discretionary investment advice to clients. The supervised persons with the most significant responsibility are listed below.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Retirement Services Professional (CRSP):

Certified Retirement Services Professionals are licensed by the ICB Board to use the CRSP mark. CRSP certification requirements:

- Successful completion of the qualifying exam of the CRSP Program that covers knowledge of Plan Type & Design, Laws & Regulations and Investments
- Five (5) years' experience in ERISA and IRS Code/Regulations

- Professional reference attesting to the qualifications for certification including ERISA and IRS Code/Regulations experience.
- Each candidate must sign ICB's Professional Code of Ethics statement
- Each certificant must complete thirty (30) credits of continuing education every three (3) years

Jay Jumper

Educational Background:

- Date of birth: 1963
- Institutions: B.S. University of Tennessee, Knoxville. 1985

Business Experience:

- SIGNiX, Inc. (2002 - Present)
- ProNvest, Inc. (1999 – Present)
- The Jumper Group (1994 – 2013)
- SunGard Data Systems (SunGard ProNvest): (2006 – 2008)
- SunTrust Bank (1989 – 1994)

Disciplinary Information: Not Applicable

Other Business Activities:

- Presently the CEO and President of SIGNiX, Inc. a digital software company located in Chattanooga, TN.

Additional Compensation: None

Supervision: Jay Jumper is the President and Chief Executive Officer of ProNvest, Inc.

Stephen Johnson

Educational Background:

- Date of birth: 1973

Business Experience:

- ProNvest, Inc.: Senior Vice President (2008-Present)
- SunGard Data Systems (SunGard ProNvest): Senior Vice President: (2006-2008)
- USI Consulting Group.: Vice President, Client Relations (2000-2005)
- Golden Isles Underwriters.: Director, Marketing (1998-2000)
- GuideOne Insurance.: Agent/ Agency Owner (1996-1998)
- Primerica Financial Services.: Licensing Specialist (1993-1996)

Disciplinary Information: Not Applicable

Other Business Activities:

None

Additional Compensation: None

Supervision:

Stephen Johnson is supervised by Jay Jumper, President. He reviews Stephen Johnson's work through frequent office interactions as well as regular conducted management meetings. In addition, Mr. Jumper receives weekly activity reports in relation to Mr. Johnson's areas of responsibility.

Jay Jumper's contact information:
423.305.7040; jjumper@pronvest.com

Kermit Blank

Educational Background:

- Date of birth: 1964
- Institutions: B.S. University of Tennessee, Knoxville. 1986
 - M.A. University of North Carolina, Chapel Hill. 1992

Business Experience:

- ProNvest Inc.: Controller: (2008 to Present)
- SunGard Data Systems (SunGard ProNvest): Business Unit Controller: (2006-2008)
- ProNvest Inc.: Controller: (2004-2006)
- Homeportfolio.com: Client Services Manager: (2001-2002)
- Shop121.com: Customer Service Director: (1999-2001)
- SunTrust Bank: Banking Officer: (1986-1989)

Disciplinary Information: Not Applicable

Other Business Activities: None

Additional Compensation: None

Supervision:

Kermit Blank is supervised by Jay Jumper, President. He reviews Kermit Blank's work through frequent office interactions as well as regular conducted management meetings. In addition, Mr. Jumper receives weekly activity reports in relation to Mr. Blank's areas of responsibility.

Jay Jumper's contact information:
423.305.7040; jjumper@pronvest.com

Vickie Aragon, CRSP

Educational Background:

- Date of birth: 1959

Business Experience:

- ProNvest, Inc.: Vice President, Operations Manager (2008 to present)
- SunGard Data Systems (SunGard ProNvest): Vice President, Operations Manager (2006-2008)
- SunTrust Bank: Group Vice President Retirement Services: (1979-2006)

Disciplinary Information: Not Applicable

Other Business Activities: None

Additional Compensation: None

Supervision:

Vickie Aragon is supervised by Jay Jumper, President. He reviews Vickie Aragon's work through frequent office interactions as well as regular conducted management meetings. In addition, Mr. Jumper receives weekly activity reports in relation to Ms. Aragon's areas of responsibility.

Jay Jumper's contact information:

423.305.7040; jjumper@pronvest.com