

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

| | | | | |
|--|--------------------------|----------------------|----------------------------|--|
| Name of Investment Adviser: C-PAS, LLC | | | | |
| Address: (Number and Street) 4086 Legacy Parkway | (City) Lansing | (State) MI | (Zip Code) 48911 | Area Code: Telephone Number: (517) 316-2400 |

This part of Form ADV gives information about the investment adviser and its business for the use of clients. The information has not been approved or verified by any governmental authority.

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

| | | |
|---------------------------------|-----------------------------------|----------------------------|
| Applicant: C-PAS, LLC | SEC File Number: 801-NA | Date: 03/27/2009 |
|---------------------------------|-----------------------------------|----------------------------|

1. **A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | | |
|-------------------------------------|---|-------------|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services | <u>100%</u> |
| <input type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services | _____ % |
| <input type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above | _____ % |
| <input type="checkbox"/> | (4) Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> | (5) Issues special reports about securities not included in any service described above | _____ % |
| <input type="checkbox"/> | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | _____ % |
| <input type="checkbox"/> | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | _____ % |
| <input type="checkbox"/> | (8) Provides a timing service | _____ % |
| <input type="checkbox"/> | (9) Furnishes advice about securities in any manner not described above | _____ % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term? Yes No

C. Applicant offers investment advisory services for: (check all that apply)

- | | | | |
|-------------------------------------|--|--------------------------|-----------------------|
| <input checked="" type="checkbox"/> | (1) A percentage of assets under management | <input type="checkbox"/> | (4) Subscription fees |
| <input type="checkbox"/> | (2) Hourly charges | <input type="checkbox"/> | (5) Commissions |
| <input type="checkbox"/> | (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> | (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of clients** - Applicant generally provides investment advice to: (check those that apply)

- | | | | |
|--------------------------|-------------------------------------|-------------------------------------|--|
| <input type="checkbox"/> | A. Individuals | <input type="checkbox"/> | E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> | B. Banks or thrift institutions | <input type="checkbox"/> | F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> | C. Investment companies | <input checked="" type="checkbox"/> | G. Other (describe on Schedule F) |
| <input type="checkbox"/> | D. Pension and profit sharing plans | | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> A. Equity securities | <input type="checkbox"/> H. United States government securities |
| <input type="checkbox"/> (1) exchange-listed securities | |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (3) foreign issues | <input type="checkbox"/> (1) securities |
| | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|---|
| (1) <input type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input checked="" type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases (securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days) | (7) <input checked="" type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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|---------------------------------|-----------------------------------|----------------------------|
| Applicant: C-PAS, LLC | SEC File Number: 801-NA | Date: 03/27/2009 |
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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes No

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name • formal education after high school
- year of birth • business background for the preceding five years

7. Other Business Activities. (check those that apply)

- A. Applicant is actively engaged in a business other than giving investment advice.
- B. Applicant sells products or services other than investment advice to clients.
- C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:

| | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input checked="" type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input checked="" type="checkbox"/> (3) other investment adviser | <input checked="" type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input checked="" type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?..... Yes No

(If yes, describe on Schedule F the partnerships and what they invest in.)

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Please see the disclosure set forth in Schedule F to this ADV.

B. Describe below the nature and frequency of regular reports to clients on their accounts.

Please see the disclosure set forth in Schedule F to this ADV.

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|---------------------------------|-----------------------------------|----------------------------|
| Applicant: C-PAS, LLC | SEC File Number: 801-NA | Date: 03/27/2009 |
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12. Investment or Brokerage Discretion.

- A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:
- | | | |
|--|---|-----------------------------|
| (1) securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (3) broker or dealer to be used? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (4) commission rates paid? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

- B. Does applicant or a related person suggest brokers to clients? Yes No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? Yes No
- B. directly or indirectly compensates any person for client referrals? Yes No

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities; or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? Yes No

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

| | | |
|---------------------------------|------------------------------------|--------------------------|
| Applicant: C-PAS, LLC | SEC File Number: 801- NA | Date: 5/4/2009 |
|---------------------------------|------------------------------------|--------------------------|

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

| | |
|--|--|
| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: C-PAS, LLC | IRS Empl. Ident. No.: 26-3505295 |
|--|--|

| Item of Form (identify) | Answer |
|---|--|
| Items 1.A.(3) Advisory Services and Items 2.G. Types of Clients | <p>The following provides details regarding questions in the accompanying Form ADV Part II, pages 1-6.</p> <p>C-PAS, LLC ("C-PAS") is an investment management firm providing investment management and investment advisory services through unaffiliated independent investment advisors ("Advisors"). C-PAS also serves institutional clients such as pension or profit-sharing plans, trusts, estates, and corporations. C-PAS offers Advisors various investment programs ("C-PAS Programs") for which such Advisors may recommend to their clients. C-PAS Programs and any other services offered by C-PAS may be modified or terminated by C-PAS upon reasonable notice to the Advisor.</p> <p>C-PAS typically enters into an agreement with each Advisor for the provision of C-PAS Programs and appointment of C-PAS as the "sub-advisor" with respect to each client investing in the C-PAS Program (each, a "Client"). Each Advisor in turn enters into an investment management agreement with each Client whereby the Advisor is granted the authority to appoint one or more sub-advisors for the provision of account management.</p> <p>C-PAS has established relationships with various third-party money managers (and may establish relationships with new money managers (collectively with existing money managers, ("Money Managers") from time to time to make the services of such Money Managers available to Advisor and Clients as part of the C-PAS Program. C-PAS will identify such Money Managers and provide Advisors' Clients with the ability to access the private money management services of one or more of the Money Managers indirectly based on instructions of the relevant Money Manager(s). Established relationships with Money Managers may be terminated and/or replaced by C-PAS as C-PAS believes is in the best interest of the Clients. Advisors shall have no obligation to use any Money Managers.</p> |
| Services Provided | <p>C-PAS has developed and implemented a program to collect and report data on investment style and philosophy, past performance, and personnel information (such as educational background and professional experience) of Money Managers ("Due Diligence").</p> |
| UMA Portfolios | <p>C-PAS offers Advisors a unified managed account investment program ("UMA Program") The UMA Program consists of a consolidated portfolio (the "UMA Portfolio") co-sponsored by C-PAS and Parametric Portfolio Associates ("Overlay Manager") (also an advisor registered with the Securities and Exchange Commission), which is a third party investment manager selected by C-PAS.</p> <p>C-PAS has developed a method of building UMA Portfolios through use of a proposal generator and C-PAS will make that functionality available to the Advisor.</p> <p>The UMA Program consists of the following investment products (the "Investment Products"): (i) individual securities, (ii) exchange traded funds, and/or (ii) other investment vehicles.</p> <p>A UMA Portfolio is a multi-style investment approach that allocates assets in the Account to specific investment strategies. In order to construct the UMA Portfolio, Advisor and Client will select one or more models (each a "UMA Model"), from among investment models pre-defined by C-PAS or create an Advisor-directed custom model. Each of the available UMA Models will represent a different asset allocation appropriate for a different investment objective/risk tolerance. C-PAS will be responsible for setting the asset allocation of each UMA Model, and adjusting the asset allocation from time to time as C-PAS deems</p> |

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

| | | |
|---------------------------------|------------------------------------|--------------------------|
| Applicant: C-PAS, LLC | SEC File Number: 801- NA | Date: 5/4/2009 |
|---------------------------------|------------------------------------|--------------------------|

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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|--|--|
| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: C-PAS, LLC | IRS Empl. Ident. No.: 26-3505295 |
|--|--|

| Item of Form (identify) | Answer |
|--------------------------------|--|
| Tactical Allocation Portfolios | <p>appropriate based on the risk profile for each UMA Model. C-PAS may leave the UMA Model asset allocation unchanged for as long as C-PAS deems appropriate. However, it is anticipated that C-PAS may change the tactical UMA Model asset allocation several times per year (also known as rebalancing). Rebalancing will likely result in transactions in the client account, and these transactions could have tax consequences for a taxable account. The Overlay Manager coordinates the management of multiple asset classes within one UMA Portfolio.</p> <p>The Overlay Manager will seek to manage the Client's Account in a manner consistent with the style of the model portfolio provided by the Money Managers, as qualified by (a) any client instructions accepted by the Advisor, Money Managers, C-PAS and/or the Overlay Manager; and (b) any restrictions arising from any investment banking or other activities of the Client which are communicated by the Advisor to C-PAS in writing.</p> <p>C-PAS may change the Overlay Manager (which change may involve C-PAS selecting an Overlay Manager that is or is not affiliated with C-PAS) in its sole discretion at any time and for any reason.</p> <p>If there is a disruption in the services provided by Overlay Manager for any reason, C-PAS or an affiliate may act as Overlay Manager during the period of the disruption. This may impact account performance. In addition, in the event of a disruption, C-PAS may liquidate the applicable UMA Portfolio (in whole or in part), and invest the proceeds in money market funds or other cash equivalents.</p> <p>The Advisor may also recommend a portfolio which utilizes different investment strategies and asset classes to provide exposure to "non-traditional" areas of the investment universe (a "Tactical Allocation Portfolio"). Such strategies and asset classes may be recommended as a complement to a portfolio containing traditional strategies or asset classes. A Tactical Allocation Portfolio recommended by the Advisor will be based on the then current market expectations. A Tactical Allocation Portfolio may include recommendations for exposure to gold, silver, treasury inflation protected bonds, currencies, commodities, and equities, both in long and short positions. Investments in such assets classes may be implemented through the use of exchange traded funds, and other mutual funds which focus on the assets classes used in a Tactical Allocation Portfolio.</p> <p>The benchmark used with Clients who invest in a Tactical Allocation Portfolio is the S&P 500 Index. The S&P 500 Index is a value weighted index representing 500 large cap common stocks actively traded in the US.</p> <p>Each Advisor assists their Clients in the review and evaluation of investment objectives, risk tolerance and time horizon. Based on a review and evaluation of such of Client's information, the Advisor and the Client shall determine an appropriate investment allocation.</p> |
| General Information | <p>The Client pays an asset-based fee to C-PAS which covers Money Managers' fees and C-PAS Program fees. Fees payable to Advisors are separately charged by such Advisor. The Client pays all trading fees generated by the trading activity of each Money Manager managing any portion of the C-PAS Portfolio. Fees are paid quarterly, in arrears, based on the ending values of all accounts in the C-PAS Program at the end of each quarter. Should the investment advisory agreement between C-PAS and Advisor or Client be terminated,</p> |

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

| | | |
|---------------------------------|------------------------------------|--------------------------|
| Applicant: C-PAS, LLC | SEC File Number: 801- NA | Date: 5/4/2009 |
|---------------------------------|------------------------------------|--------------------------|

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: C-PAS, LLC | | IRS Empl. Ident. No.: 26-3505295 |
|--|--|--|
| Item of Form (identify) | Answer | |
| Custom models | <p>which can occur upon written notice from one party to the other, the fee is prorated based upon the number of days services were provided.</p> <p>In connection with Advisor-directed custom models, Advisor is responsible for determining that it has sufficient information about a Money Manager to select such Money Manager to provide services to Advisor and Clients. Each Client agrees and acknowledges that C-PAS has no liability relating to those selections. However, once the Advisor and the Client have selected the Model or created the custom model, the Advisor and the Client (or Advisor in the event the client has granted the applicable party investment discretion) will construct the Portfolio. C-PAS will enter into agreements with each of the Money Managers who will be responsible for providing model portfolios to Overlay Manager (if applicable) with respect to each asset class.</p> | |
| Program Fees | <p>The standard annual fee of the C-PAS Program is as follows (such fee is subject to negotiation depending on the facts and circumstances of each account):</p> <p>C-PAS Program Fee: .05% Trading Fees: as charged by the custodian UMA Portfolio Manager Fees: will typically range from 0.20% to 1.00%. Tactical Allocation Portfolio Manager Fees will typically range from 0.20% to 2.00%.</p> <p>Any investment in an exchange traded fund or other mutual fund will pay the fees and expenses detailed in such fund's prospectus.</p> <p>Adviser Fees: vary based on Advisors' agreement with its Client and as disclosed in the Advisor's ADV.</p> | |
| Account Minimums | <p>Certain fees are negotiable based on a number of factors, which may result in a particular Client paying a fee greater or lesser than the standard fees.</p> <p>As a condition for starting and maintaining a relationship, C-PAS shall generally impose the following minimum portfolio sizes:</p> <p style="padding-left: 40px;">UMA Portfolios: \$250,000 Tactical Allocation Portfolios: \$25,000</p> <p>Additionally, certain Money Managers may impose more restrictive account requirements than C-PAS. In such instances, C-PAS may alter its corresponding account requirements to accommodate those of the Money Managers.</p> | |
| 5 - Educational & Business Standards | <p>All individuals that render investment advisory services on behalf of C-PAS must have earned a college degree and/or have substantive investment-related experience. In addition, all such individuals shall have attained all required investment-related licenses and/or designations.</p> <p>STEVEN D. KELLY, CPA - Chief Executive Officer - Born 1950 <i>Post-Secondary Education:</i> B. A. in Business Administration - University of Michigan <i>Recent Business Background:</i> The Rehmann Group, Chairman/CEO, 1985 - Present</p> | |

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Continuation Sheet for Form ADV Part II**

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| Applicant: C-PAS, LLC | SEC File Number: 801- NA | Date: 5/4/2009 |
|---------------------------------|------------------------------------|--------------------------|

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

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|--|--|
| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: C-PAS, LLC | IRS Empl. Ident. No.: 26-3505295 |
|--|--|

| Item of Form (identify) | Answer |
|--|--|
| 6 - Education and Business Backgrounds (continued) | <p>ETHAN ANDERSON - Chief Investment Strategist - Born 1977 <i>Post-Secondary Education:</i> B.A., General Studies - University of Michigan <i>Recent Business Background:</i> Rehmann Financial, Advisor, 05/2005 - Present Mutual Service Corporation, Registered Representative, 05/2005 - 07/2005 Wachovia Securities, Financial Advisor, 09/1999 - 05/2005</p> <p>RONALD L. KNIPPING, CFP®, AIF®, MBA - Chief Financial Officer - Born 1965 <i>Post-Secondary Education:</i> Masters in Business Administration - University of Michigan <i>Recent Business Background:</i> Rehmann Financial, Principal, 09/2001 - Present Triad Advisors, Registered Principal, 10/2007 - Present Mutual Service Corporation, Registered Principal, 01/2003 - 09/2007</p> <p>JEFFREY J. PHILLIPS, CFA, CPA - Chief Investment Officer - Born 1975 <i>Post-Secondary Education:</i> M.S., Finance - Walsh College <i>Recent Business Background:</i> Rehmann Financial, Advisor, 01/2005 - Present The Ayco Company, Financial Planner, 10/2000 - 01/2005</p> <p>MITCH A. RENO - Chief Marketing and Sales Officer - Born 1964 <i>Post-Secondary Education:</i> Master of Arts, Advertising / Public Relations - Michigan State University <i>Recent Business Background:</i> The Rehmann Group, Chief Marketing/Sales Officer, 04/2001- Present</p> <p>FREDERICK J. SCHAARD, CFP® - Chief Operations Officer - Born 1957 <i>Post-Secondary Education:</i> B.A., Business Administration - Michigan State University <i>Recent Business Background:</i> Rehmann Financial, Managing Member, 01/2003 - Present Triad Advisors, Registered Principal, 10/2007 - Present Mutual Service Corporation, Registered Principal, 01/2003 - 09/2007</p> <p>NANCY S. WALLS, CFP®, AIF®, MBA - Chief Compliance Officer - Born 1955 <i>Post-Secondary Education:</i> Masters in Business Administration - Spring Arbor University <i>Recent Business Background:</i> Rehmann Financial, Chief Compliance Officer, 01/2003 - Present Triad Advisors, Registered Principal, 10/2007 - Present Mutual Service Corporation, Registered Principal, 01/2003 - 09/2007</p> <p>JOHN H. WALLICK, II, CFP® - Platform Director - Born 1979 <i>Post-Secondary Education:</i> B.B.A., Accounting / Marketing - University of Michigan <i>Recent Business Background:</i> Rehmann Financial, Investment Analyst, 04/2004 - Present The MONY Group, Insurance Agent, 09/2003 - 03/2004 Mutual Service Corporation, Registered Representative, 01/2005 - 08/200</p> |
| 8C(9) Other affiliations | <p>C-PAS is a wholly-owned subsidiary of Rehmann ("Rehmann").</p> <p>C-PAS is also affiliated with Rehmann Financial, LLC, ("RFG") an investment advisor registered with the Securities and Exchange Commission which provides certain compliance, administrative and/or operational functions to C-PAS' advisory business.</p> |

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

| | | |
|---------------------------------|------------------------------------|--------------------------|
| Applicant: C-PAS, LLC | SEC File Number: 801- NA | Date: 5/4/2009 |
|---------------------------------|------------------------------------|--------------------------|

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: C-PAS, LLC | | IRS Empl. Ident. No.: 26-3505295 |
|--|--|--|
| Item of Form (identify) | Answer | |
| 8C(9) Other affiliations (continued) | <p>Insurance - C-PAS is under common control with Rehmann Insurance Agency, LLC, a duly licensed insurance agency. While certain of C-PAS' advisory affiliates, in their individual capacities, are licensed insurance agents and/or counselors, C-PAS does not sell insurance products.</p> <p>Accounting/Tax - C-PAS is under common control with Rehmann Robson, a Certified Public Accounting and business and consulting firm headquartered in Saginaw, MI. C-PAS does not provide accounting or tax services.</p> <p>Pension Consulting - While certain of C-PAS' advisors may provide pension consulting services through Rehmann Financial, LLC, C-PAS does not render pension planning services to its clients.</p> <p>C-PAS does not offer any of the services or products described above and any such services/products would be rendered independently of C-PAS.</p> <p>Brokerage - While certain of C-PAS' advisory affiliates, in their independent capacities, are registered representatives of Triad, an SEC-registered broker-dealer and member of FINRA, C-PAS does not sell or offer to sell securities products.</p> | |
| 9B Participation/ Interest in Client Transactions | <p>Employees of C-PAS are not expected to provide any specific securities recommendations to its Clients. All recommendations to purchase or sell securities are made by the Advisors and/or Money Managers. Thus, C-PAS does not participate, directly or indirectly, in any transaction. However, C-PAS does select money managers and exchange-traded funds and C-PAS may own or may purchase or sell the same securities being purchased or sold by the investment managers.</p> <p>C-PAS does not recommend specific securities but hires independent money managers and research providers to assist in the building of Model Portfolios that may be recommended by the Advisors to Clients. As such, its "Associated Persons" are permitted to buy or sell securities being bought or sold by the independent Money Managers consistent with its policies and procedures. Any unaffiliated Advisors or Advisors who are not "Associated Persons" are governed by and act in accordance with their own policies and procedures which such information should be found in each Advisors' Form ADV Part II.</p> | |
| Code of Ethics | <p>C-PAS has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("<i>Code of Ethics</i>"). In accordance with Section 204A of the Advisers Act, its <i>Code of Ethics</i> contains written policies reasonably designed to prevent the unlawful use of material non-public information by C-PAS or any of its associated persons. The <i>Code of Ethics</i> also requires that certain of C-PAS' personnel (called "<i>Access Persons</i>") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings. Clients may contact C-PAS to request a copy of its <i>Code of Ethics</i>.</p> | |

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
Form ADV
Continuation Sheet for Form ADV Part II**

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|---------------------------------|------------------------------------|--------------------------|
| Applicant: C-PAS, LLC | SEC File Number: 801- NA | Date: 5/4/2009 |
|---------------------------------|------------------------------------|--------------------------|

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

| 1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: C-PAS, LLC | | IRS Empl. Ident. No.: 26-3505295 |
|--|---|--|
| Item of Form (identify) | Answer | |
| 10 Conditions for Services | As a condition for starting and maintaining a relationship, C-PAS shall generally impose a minimum portfolio size of \$250,000 for its UMA Portfolios and a minimum portfolio size of \$25,000 for its Tactical Allocation Portfolios. Additionally, certain Money Managers may impose more restrictive account requirements than C-PAS. In such instances, C-PAS may alter its corresponding account requirements to accommodate those of the Money Managers. | |
| Item 11. Review of Accounts and Nature of Reports. | <p>Clients generally do not have specific accounts reviewed or monitored by C-PAS. Client accounts should be reviewed with the applicable Advisor.</p> <p>Clients will receive activity reports as frequently as their respective custodian issues them - typically on a monthly basis. Advisor Clients may receive reports as requested regarding the background of the Money Managers being considered for engagement, including their past performance.</p> | |
| Item 12.A. and B Use of Discretion | <p>Because C-PAS does not directly manage accounts or effect securities transactions, it exercises no discretion with respect to selection of brokerage firms or securities transactions. Advisor clients will be required to have their end clients sign a discretionary agreement which provides any necessary authorizations required for Clients' participation in C-PAS Programs, including, but not limited to the authorization for the Advisor to appoint C-PAS as a sub-advisor for purposes of the Clients' use of a C-PAS Program.</p> <p>The cost of investment advisory services provided through the C-PAS Program may be more or less than the cost of purchasing similar services separately. Among the factors impacting the relative cost of the program to a particular client include the size of the account; the type of account (<i>i.e.</i>, equity or fixed income); the size of the assets devoted to a particular strategy; and the Money Manager(s) selected.</p> | |

Complete amended pages in full, circle amended items and file with execution page (page 1).