



Stadion Money Management, Inc.
1061 Cliff Dawson Road
Watkinsville, GA 30677
Toll Free (800) 222-7636

When complete, fax this form to Mutual of Omaha at (402) 997-1912 or email to planinstallation@mutualofomaha.com along with the new plan establishment paperwork.

Agreement for Mutual of Omaha Insurance Company Contractowners using EPIC third party administrator services

We are delighted you have chosen to make the Stadion managed account service available to your plan participants. **Please print neatly and answer all questions in this Agreement completely**, and retain a copy of this Agreement for your files.

Company Name

Legal Name of Plan ("Plan" or "Contractowner")

Plan Fiduciary Name ("Plan Fiduciary")

Address

City, State, Zip

Primary company contact

Phone and email address

Service Provider/Broker of Record Name

Service Provider/Broker of Record Phone Number

Service Provider/Broker of Record email address

Broker of Record Broker-Dealer Name, if applicable

To be completed by the Recordkeeper: Plan ID

I choose to offer the Stadion managed account service as a Qualified Default Investment Alternative (QDIA) for the Plan:

- Annual fee of 0.75% (fee waived for first 30 days)
- I understand that by offering this service as a QDIA, I will receive fiduciary protection under ERISA section 404(c)(5) for those Participant assets that are invested in the QDIA, regardless of whether or not the plan otherwise complies with section 404(c), and I will not be liable for how the Participant funds are invested in the QDIA. I understand that I will be responsible to ensure all conditions of the 404(c)(5) regulations are met for any assets that are not invested in the QDIA.
- I also understand that all Participants not opting out of the QDIA prior to the Effective Date will be defaulted into the Stadion managed account service.

Plan Fiduciary's signature on this Letter of Agreement acknowledges Plan Fiduciary's and Contractowner's understanding of the terms of each page of this Agreement and Plan Fiduciary's and Contractowner's receipt of part II of Form ADV for Stadion. This Agreement becomes effective upon Stadion's receipt from Mutual of Omaha.

Plan Fiduciary signature

Date

QDIA Effective Date (must be 30 days or more after delivery of QDIA Notice to Participants)

1

Sign Up

Plan Sponsor signs Stadion Agreement to offer Stadion as the QDIA.

- Fill in the QDIA Effective Date— the anticipated effective date of your contract (must be 30 days or more after delivery of QDIA notice to Participants).
- Complete and sign where appropriate.
- Return the Stadion Agreement along with new plan establishment paperwork to Mutual of Omaha.
- Stadion will contact you to welcome you to our service.
- Stadion will email a plan sponsor Welcome Package containing the QDIA Initial Notice Regarding Default Investments, Stadion Participant Flyer, QDIA Terms of Agreement, and sample participant communications.

2

Notify Participants

Upon receipt of the electronic plan sponsor Welcome Package from Stadion, Plan Sponsor distributes a copy of the Initial Notice Regarding Default Investments, Stadion Participant Flyer, and QDIA Terms of Agreement to all plan participants at least 30 days prior to the Effective Date. The notice informs participants that:

- Stadion has been chosen to professionally manage each of their retirement accounts beginning on the Effective Date.
- Their retirement accounts will be managed using an investment portfolio appropriate for their age (detailed descriptions of each investment portfolio are included in the employee enrollment kit).
- Each Participant can opt out of the program at the time their account is established or terminate the program at any time thereafter and manage their own account.
- The first 30 days of account management are free.

3

Account Management Begins

All participants who have selected their own investment allocations or have provided inaccurate or incomplete investment allocations will begin having their accounts managed when their account is funded and will receive a Participant Welcome Booklet with the following:

- Letter with contact information
- Form ADV Part II
- Privacy Policy

Important Disclosure Statement

The following disclosures relate to certain information that you as the Plan Fiduciary for the Contractowner should be aware of with respect to Stadion Money Management, Inc. (“Stadion”). Stadion’s standard annual fees (the “Fee”) for account management services are described in the table below.

Stadion	Portion retained for investment advisory services	0.35%
RMS	Under an Agreement with Stadion, RMS has agreed to provide certain education, training, and marketing services for Stadion. Specifically, RMS has agreed to introduce Stadion through its employees and/or independent contractors. RMS will receive a portion of the Fee for assets invested by Participants that enter into an agreement with Stadion to manage their accounts.	0.125%
Mutual of Omaha	The Mutual of Omaha Insurance Company, which is not a solicitor for Stadion, receives a portion out of the Fee for administrative services associated with	0.245%
EPIC	EPIC, which is not a solicitor for Stadion, receives a portion out of the Fee for administrative services associated with the billing and trading of managed accounts.	0.03%
Total Fee Paid by Participant		0.75%

Terms of Agreement

Stadion Money Management, Inc., a registered investment adviser (“Stadion”), has developed an investment advisory service to assist retirement plan participants in the allocation and management of their accounts. The Plan Trustee/Sponsor (“Plan Fiduciary”) of the retirement plan identified on page 1 (“Plan” or “Contractowner”) hereby agrees to make available to Plan participants (“Participants”) Stadion’s investment management and advisory services. The Plan Fiduciary hereby appoints Stadion to act as the sole and exclusive investment adviser with respect to the assets of Participants for which Stadion has been engaged for investment management and advisory services. The purpose of this Term of Agreement is to describe the terms and conditions of the services provided by Stadion, which are hereby expressly authorized by the Plan Fiduciary.

The Contractowner may choose the Stadion managed account service as a qualified default investment alternative (“QDIA”). To obtain protection as a QDIA, Contractowner acknowledges the following:

- As the fiduciary, Contractowner must prudently select and monitor the QDIA.
- Participants must have the opportunity to direct the investment of their plan assets but have not done so.
- Participants must have received notice of the Stadion service 30 days prior to Contractowner receiving protection under the QDIA.
- Participants must be allowed to make changes to the investment of their plan assets without penalty; and
- The plan must include a broad range of investment options as defined in Department of Labor regulations.

In its capacity as the manager of a QDIA, Stadion shall manage all Participant accounts within a Plan, unless the Participant:

- Chooses to opt out at time of enrollment into the Plan, or;
- Chooses to opt out prior to the effective date of QDIA stated on page 1, or;
- Chooses to terminate the service after the effective date, or;
- Currently has funds invested in the Self-Directed Brokerage Option.

The Contractowner acknowledges that the plan’s current default fund will become the alternative default fund after the QDIA goes into effect. The Contractowner will contact the recordkeeper to make any changes to the alternative default fund.

During the first 30 days that Stadion is managing Participant accounts, Stadion will waive the management fee. Plan Fiduciary authorizes Stadion to obtain from the Plan’s recordkeeper the data necessary to offer QDIA services for all Participants of the Plan, including those Participants having opted out of the service. Participant data may include, but is not limited to, employee name, address, date of birth, social security number, salary, deferral %, and phone number and email address if available. The contractowner agrees to provide email addresses, if available, for electronic delivery of quarterly newsletters, important updates, etc. Please note that any missing dates of birth will cause the Participant’s account to be managed in the most conservative investment profile pending receipt of the missing information. Stadion will provide a QDIA notice and the participant terms of this arrangement for the Plan Fiduciary to distribute to all Participants. Participants will be allowed to discontinue the service at any time. Fees will be prorated for any partial quarter. Investment management fees for Stadion Participants (the “Fees”) will be charged at an annual rate 0.75%.

The Fees will be billed in arrears based on the portfolio valuation on the last market day of the previous calendar quarter. If a Participant discontinues the Stadion service and later reenrolls, the Fee will remain at 0.75% and the terms of this Agreement will apply.

Other Provisions of this Agreement

- In order for the Stadion services to be offered, the Contractowner must make at least the Mesriow Basic Fund lineup under the Mutual of Omaha product available to plan participants. The Stadion services are available should company stock be included in a Plan’s investment options as long as purchases and redemptions are unrestricted. The Stadion services are not available if the Plan includes investment in company stock and purchases/redemptions are restricted.
- Plan Fiduciary hereby appoints Stadion as investment manager with respect to the assets of the Plan that Stadion allocates to the Stadion Managed Funds under the Mutual of Omaha product in performing the investment management services provided by Stadion under this Agreement.
- Plan Fiduciary acknowledges that the managers of the separate accounts in which Participant’s assets are invested may, from time to time, restrict the timing or amounts of certain trades, or even make certain investment options unavailable for investment at certain times. Stadion will use its independent judgment in managing Participants’ accounts under these conditions.
- Stadion has no obligation to provide information, education or advice to the Plan Fiduciary, the Plan or Participants regarding revenue sharing or fees and expenses paid by the Plan or out of Plan assets generally (other than fees and expenses paid to Stadion) or to evaluate the reasonableness of fees and expenses paid by the Plan or out of Plan assets.
- Plan Fiduciary will make a good faith effort to communicate the available services of Stadion through channels of communication typically used by Plan Fiduciary when communicating employee benefit programs.
- Plan Fiduciary agrees to notify Stadion in the event that it terminates its group annuity contract issued by a Mutual of Omaha affiliated company. Plan Fiduciary agrees that this Agreement terminates automatically upon the termination of the group annuity contract.
- Plan Fiduciary will give Stadion the exclusive opportunity to offer discretionary account management services to Participants.
- Plan Fiduciary acknowledges that it has performed due diligence that it considers sufficient with respect to the services, credentials, performance and expenses of Stadion.
- Plan Fiduciary acknowledges that the party signing this Agreement has the authority to cause Contractowner to enter into this Agreement and represents that the Plan Document permits this Agreement.
- Stadion will keep all Participant information confidential and will not share any information regarding Contractowner or its Participants with any third party, other than Contractowner’s recordkeeper and this provision shall survive termination of this Agreement.
- Stadion acknowledges that it is a fiduciary with respect to the management of participant accounts in which it has been given discretionary management authority.
- Stadion agrees to hold Contractowner and Plan Fiduciary harmless from, and indemnify Contractowner and Plan Fiduciary against, any liability that results from any willful misconduct or gross negligent act of Stadion in connection with the provision of investment advisory services to Participants.
- Stadion will share the Fees with unaffiliated third parties that provide certain services to Participants in connection with Stadion. All Fees are described specifically on Page 2 in this Agreement. Stadion does not increase the fees paid by Stadion Participants or its usual advisory fees because of payments to RMS, Mutual of Omaha or EPIC. Certain third party administrators may also receive compensation from Stadion for education, training, sales support services or administrative support services offered on behalf of Stadion. You may contact Stadion at anytime for additional information regarding the amount of fees paid to any third party.
- This Agreement was made in the State of Georgia and shall be governed by, construed and enforced in all respects in accordance with the laws of the State of Georgia, without regard to conflicts or choice of law principles thereof.
- If Plan Fiduciary has a prior Agreement with Stadion, execution of this Agreement by Plan Fiduciary will supersede any prior Agreement.

This Agreement may be terminated by Plan Fiduciary or Stadion at any time by providing 30 days’ written notice to either party.



1061 Cliff Dawson Rd.
Watkinsville, GA 30677

Important Disclosure Document

*(Form ADV Part II and Schedule F)
Brochure Rule 204-3(a)*

This Disclosure Document provides additional important information about Stadion Money Management, Inc. This information should be reviewed by prospective clients of Stadion and is provided for informational purposes as required by the SEC.

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

Name of Investment Adviser: Stadion Money Management, Inc.				
Address: (Number and Street) 1061 Cliff Dawson Road	(City) Watkinsville	(State) GA	(Zip Code) 30677	Area Code: Telephone Number: (706) 353-8737

**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.**

Table of Contents

<u>Item Number</u>	<u>Item</u>	<u>Page</u>
1	Advisory Services and Fees	2
2	Types of Clients	2
3	Types of Investments	3
4	Methods of Analysis, Sources of Information and Investment Strategies	3
5	Education and Business Standards	4
6	Education and Business Background	4
7	Other Business Activities	4
8	Other Financial Industry Activities or Affiliations	4
9	Participation or Interest in Client Transactions	5
10	Conditions for Managing Accounts	5
11	Review of Accounts	5
12	Investment or Brokerage Discretion	6
13	Additional Compensation	6
14	Balance Sheet	6
	Continuation Sheet	Schedule F
	Balance Sheet, if required.	Schedule G

(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: Stadion Money Management, Inc.	SEC File Number: 801-45601	Date: 12/31/2009
-----------------------------------------------------	--------------------------------------	----------------------------

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	100%
<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
<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

Applicant:

Stadion Money Management, Inc.

SEC File Number:

801- 45601

Date:

12/31/2009

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 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 checked="" 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 type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input 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 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 type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

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

Applicant: Stadion Money Management, Inc.	SEC File Number: 801-45601	Date: 12/31/2009
-----------------------------------------------------	--------------------------------------	----------------------------

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
- year of birth
- formal education after high school
- 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 type="checkbox"/> (7) accounting firm
<input checked="" type="checkbox"/> (2) investment company	<input type="checkbox"/> (8) law firm
<input type="checkbox"/> (3) other investment adviser	<input type="checkbox"/> (9) insurance company or agency
<input type="checkbox"/> (4) financial planning firm	<input 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.)

Applicant: Stadion Money Management, Inc.	SEC File Number: 801- 45601	Date: 12/31/2009
-----------------------------------------------------	---------------------------------------	----------------------------

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.

Stadion uses several asset allocation models to manage client accounts. Investment decisions are generally determined by Stadion's investment committee. Stadion reviews client accounts regularly (generally at least weekly) for consistency with the applicable model portfolio.

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

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

Applicant:

Stadion Money Management, Inc.

SEC File Number:

801-45601

Date:

12/31/2009

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 <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

(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: Stadion Money Management, Inc.	SEC File Number: 801-45601	Date: 12/31/2009
-----------------------------------------------------	--------------------------------------	----------------------------

(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: Stadion Money Management, Inc.	IRS Empl. Ident. No.: 58-2099805
------------------------------------------------------------------------------------------------------------------------	--------------------------------------------

Item of Form (identify)	Answer
Page 2, Item 1	<p><u>General Information about Stadion's Discretionary Management Programs</u></p> <p><i>(note – prior to April 20, 2009, Stadion was formerly named “PMFM, Inc.”)</i></p> <p>Overview. Stadion Money Management, Inc. (“Stadion”) provides two primary types of discretionary money management services: (1) the Stadion Separate Account Management Program; and (2) the Stadion Retirement Management Program. At the outset of a client relationship in each of these Programs, Stadion works with the client to determine the client’s financial circumstances, investment objectives and risk tolerance. Stadion will determine the appropriate investment style (e.g., growth, moderate or conservative) for the client’s portfolio (the “Portfolio”). Detailed information regarding each Program is set forth below.</p> <p>Fees. Fees are charged quarterly in arrears. All fees are charged as a percentage of assets under management and are calculated at the close of each calendar quarter. Investment management fees are based on prices provided by the custodian at market close on the last business day of the quarter. Typically, clients authorize Stadion to deduct Stadion’s fees directly from their account by sending an invoice to the custodian. The account custodian does not check the fee calculation, percentage or amount to be deducted, so the client is responsible for reviewing fee deductions shown on account statements and informing Stadion of any suspected errors.</p> <p>Although detailed information about the general fee schedules for each Program is set forth below, fees for each Program are negotiable and may vary from client to client. To the extent that clients' assets are invested in mutual funds or other pooled investment vehicles such as ETF’s, the investment management fee charged by Stadion is in addition to the advisory fees and service charges included in the expenses of the mutual funds or pooled investment vehicle described in such mutual funds’ or pooled investment vehicles’ prospectuses.</p> <p><u>Specific Information for Each Stadion Discretionary Management Program</u></p> <p><u>1. Stadion’s Retirement Account Management Program (additional information about Stadion’s retirement account management services is included in item 13)</u></p> <p>Stadion offers discretionary money management services to participants in certain 401(k) plans. Currently, the Retirement Account Management Programs represent greater than 90% of Discretionary Management assets. Stadion Retirement Account Management services are offered in 3 ways:</p> <p><i>(note – prior to July 1, 2009, Stadion’s retirement account management services were referred to as “401k Toolbox.”)</i></p> <p>A. <u>Through arrangements with various 401(k) recordkeeping and administration firms.</u> Stadion has relationships with certain recordkeeping and administration firms that service certain 401(k) or similar retirement plans. These Recordkeepers may enter into an arrangement with Stadion to make Stadion’s money management services available to participants, subject to the agreement of the plan sponsor or fiduciary. In these cases, Stadion enters into an agreement with the plan’s sponsor or fiduciary to permit Stadion to manage participant’s personal 401(k) or similar accounts. Advisory fees are deducted directly from the participant’s account in these arrangements.</p> <p>B. <u>Through relationships directly with employers and plan sponsors.</u> Certain sponsors of 401(k) and similar retirement plans may make Stadion’s services available to participants in their plans. In these cases, participants may also engage Stadion to manage their personal 401(k) or similar accounts by entering into a Stadion advisory agreement. Advisory fees are deducted directly from the participant’s account in these arrangements.</p> <p>C. <u>Direct to employees of certain employers.</u> In certain cases, Stadion may enter into an agreement with a participant in a plan to manage the plan participant’s account even though Stadion does not have an arrangement in place with the plan or the plan sponsor. In these cases, advisory fees may not be deducted from the participant’s account.</p> <p>Typically, Stadion’s services are offered as a default option (“Qualified Default Investment Alternative”</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: Stadion Money Management, Inc.	SEC File Number: 801-45601	Date: 12/31/2009
-----------------------------------------------------	--------------------------------------	----------------------------

(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: Stadion Money Management, Inc.	IRS Empl. Ident. No.: 58-2099805
------------------------------------------------------------------------------------------------------------------------	--------------------------------------------

Item of Form (identify)	Answer								
	<p>or “QDIA”) within certain retirement plans. Fees for default account management are no higher than 0.75%. In certain circumstances, Stadion retirement account management services can be offered as an individual participant choice with fees typically range from 1.00% to 1.50% (depending on plan size).</p> <p>401(k) accounts are custodied at financial institutions or administrative servicing firms selected solely by the qualified plan sponsor, and Stadion will be limited in managing such accounts to mutual funds and other investments available under the particular plan. The managers of these separate accounts or mutual funds may, from time to time, restrict the timing or amounts of certain trades, or even make certain investment options unavailable for investment at certain times. These separate accounts or mutual funds may assess redemption fees on redemptions of shares within certain time frames, and that, as a result, an account may be charged redemption fees by a separate account or mutual fund if Stadion directs a purchase and subsequent withdrawal of the separate account's shares within such a time frame. Stadion will use its independent judgment in managing accounts under the foregoing conditions.</p> <p><u>Adviser/Sub-Adviser Relationships for Retirement Account Management Program (A) above:</u> Stadion also provides investment recommendations and advisory/sub-advisory services to other registered investment advisors and separate accounts, including separate accounts of insurance companies (“Insurance Separate Accounts”) and collective investment funds of trust companies (“Collective Investment Funds”). Fees for these services vary depending on the particular advisory/sub-advisory relationship, but are generally priced as a percentage of assets under management. In cases where Stadion serves as adviser/sub-adviser to an Insurance Separate Account or Collective Investment Funds, Stadion generally expects the Insurance Separate Account or Collective Investment Funds to be offered as a managed account option under the insurance company sponsor’s 401(k) platform. As a result, Stadion may be able to invest all or a portion of a retirement account assets in one or more of these Stadion managed Insurance Separate Accounts or Collective Investment Funds. However, Stadion will not receive any fees from the Insurance Separate Accounts or Collective Investment Funds to the extent the client pays fees under the retirement account management agreement.</p> <p>2. Stadion Separate Account Management Program Stadion provides a discretionary money management service in which Stadion allocates client’s assets among exchange-traded funds, or ETF’s. The Separate Account Management Program is offered in 2 ways:</p> <p>A. <u>Through arrangements with various investment advisory platforms.</u> Fees for this Program are generally 0.50%.</p> <p>B. <u>Through arrangements directly with individual investors (note: Stadion generally no longer offers separate account management directly to individuals).</u> Fees for this program are as follows:</p> <table style="margin-left: 40px;"> <tr> <td>Assets Under Management:</td> <td>Annual Fees*:</td> </tr> <tr> <td>First \$1,000,000</td> <td>1.25%</td> </tr> <tr> <td>Next \$2,000,000</td> <td>0.95%</td> </tr> <tr> <td>Amounts over \$3,000,000</td> <td>0.85%</td> </tr> </table> <p>*This Program is a “wrap fee” program where the fees pay for investment management, custodian and brokerage commissions for the account to the extent accounts are custodied and traded through Fidelity Investments Registered Investment Advisor Group (“Fidelity”).</p> <p>The minimum account size for this Program is generally \$500,000. Stadion generally invests new client accounts less than \$500,000 in one or more Stadion-managed mutual funds, e.g. the Stadion Managed Portfolio Trust or the Stadion Core Advantage Portfolio Trust (each a “Stadion Fund”) consistent with the client’s investment objective. Assets invested in Stadion Funds will not be charged a separate management fee; however, clients should note that the management fees and expenses of investments in Stadion Funds may be higher than Stadion’s Separate Account Management Program fees.</p> <p><u>Stadion’s Non-Discretionary Management Program</u> Stadion also provides non-discretionary investment management services as a portfolio strategist on the Genworth Financial Wealth Management (“Genworth”) platform. In this arrangement, Stadion provides asset</p>	Assets Under Management:	Annual Fees*:	First \$1,000,000	1.25%	Next \$2,000,000	0.95%	Amounts over \$3,000,000	0.85%
Assets Under Management:	Annual Fees*:								
First \$1,000,000	1.25%								
Next \$2,000,000	0.95%								
Amounts over \$3,000,000	0.85%								

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: Stadion Money Management, Inc.	SEC File Number: 801-45601	Date: 12/31/2009
-----------------------------------------------------	--------------------------------------	----------------------------

(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: Stadion Money Management, Inc.	IRS Empl. Ident. No.: 58-2099805
------------------------------------------------------------------------------------------------------------------------	--------------------------------------------

Item of Form (identify)	Answer
Page 3, Item 4.B	<p>allocation models comprised of ETFs to Genworth who in turn is responsible for all trading, billing, operational aspects, etc. associated with participant accounts. Currently, this relationship represents \$1B of Stadion's assets under management.</p> <p><u>Other Stadion Advisory Services</u></p> <p>Stadion Mutual Funds As noted above, Stadion may recommend that client accounts under \$500,000 be invested in one or more Stadion Funds. Stadion serves as investment adviser to the Stadion Funds and receives monthly compensation based on the Funds' daily net assets of the total fund portfolio at the annual rate of 1.25% for the first \$150,000,000 and 1.00% above \$150,000,000. To the extent client assets are invested in one of the Funds, those assets are not charged additional management fees beyond the fee paid from the Funds; however, management fees and expenses for a Stadion Fund may be more than separate account management fees.</p> <p><u>Methods of Analysis, Sources of Information and Investment Strategies:</u></p> <p>Stadion performs investment research using a variety of third party software programs, including Equis' Metastock and Bloomberg. Investment decisions are based entirely on Stadion's proprietary investment models.</p>
Page 4, Item 5	<p><u>Education and Business Standards:</u></p> <p>In general, Stadion personnel giving general or individual investment advice have a bachelor's degree from an accredited college or significant investment experience.</p>
Page 4, Item 6	<p><u>Education and Business Backgrounds:</u></p> <p>Stadion's investment committee includes Tim Chapman, Greg Morris, Brad Thompson, and Jud Doherty. Biographical descriptions for Msrs. Chapman, Morris, Thompson, and Doherty are set forth below.</p> <p><i>Tim Chapman</i>, Born 1960 CEO, Stadion Money Management, Inc. since December, 1993 University of Georgia, 4 years, No degree</p> <p><i>Greg Morris</i>, Born 1948 Chairman of the Investment Committee, Stadion Money Management, Inc. since June 2005 Principal, MurphyMorris Money Management, 2002-2005 University of Texas, BS (Aerospace Engineering)</p> <p><i>Brad Thompson</i>, Born 1964 Chief Investment Officer, Stadion Money Management, Inc. since September 2006 Chief Investment Officer and Chief Investment Analyst, Global Capital Advisors, 1999-2006 University of Georgia, BA (Finance) Chartered Financial Analyst designation</p> <p><i>Jud Doherty</i>, Born 1969 President, Chief Financial Officer and Secretary, Stadion Money Management, Inc. since January, 2001 Chief Compliance Officer, Stadion Money Management, Inc. and Stadion Investment Trust Vanderbilt University, BA (Economics) Chartered Financial Analyst designation</p>
Page 4, Item 8	<p><u>Other Financial Industry Activities or Affiliations:</u></p> <p><u>Investment Company:</u></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: Stadion Money Management, Inc.	SEC File Number: 801-45601	Date: 12/31/2009
-----------------------------------------------------	--------------------------------------	----------------------------

(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: Stadion Money Management, Inc.	IRS Empl. Ident. No.: 58-2099805
------------------------------------------------------------------------------------------------------------------------	--------------------------------------------

Item of Form (identify)	Answer
Page 5, Item 9	<p>Stadion also serves in the capacity of investment advisor to the Stadion Funds. Stadion serves as the discretionary investment adviser for the Stadion Funds. In addition, officers of Stadion are officers of the Stadion Funds and (as explained above under Item 1) Stadion may recommend the Stadion Funds for client accounts.</p> <p><u>Code of Ethics:</u> The Registrant has established a Code of Ethics designed to prevent conflict of interest situations. The Code of Ethics provides, among other things, that:</p> <ul style="list-style-type: none"> • All Stadion officers, directors and employees (“Stadion Personnel”) must at all times reflect the professional standards expected of persons in the investment advisory business by being judicious, accurate, objective and reasonable in dealing with both clients and other parties. • All Stadion Personnel must comply with applicable federal securities laws. • At all times, the interests of Stadion’s clients are paramount, and all Stadion Personnel will place the interests of Stadion’s clients ahead of any personal interests, except as may otherwise be approved or disclosed to clients. • Stadion Personnel must avoid actions or activities that allow a person to profit or benefit from his or her position with Stadion at the expense of clients. <p>The Code also requires that Registrant’s investment recommendations and actions, and personal, non-public information regarding clients be kept confidential and not be provided to third parties, other than service providers in the ordinary course of business.</p> <p>Stadion’s Code of Ethics also includes policies regarding trading on insider information (“Insider Trader Policies”) and policies on personal trading (“Personal Trading Policies”) by Stadion Personnel with access to investment decisions (“Access Persons”). The Insider Trading Policies are designed to detect and prevent the misuse of material non-public information by Stadion Personnel. The Personal Trading Policies are designed to protect the interests of clients by placing restrictions on personal trading by Access Persons. For example, the Personal Trading Policies require pre-clearance of trades in securities traded for client accounts where Stadion has determined those trades could conflict with client interests. The Personal Trading Policies also require regular quarterly reporting of securities transactions by Access Persons, and annual certifications from Access Persons regarding portfolio holdings and compliance with the Code.</p> <p>Severe disciplinary actions, including dismissal, may be imposed for violations of the Code of Ethics by Stadion Personnel. You may request a copy of the Registrant’s Code of Ethics by contacting the Registrant.</p> <p><u>Aggregated Trades</u> Stadion may use the same strategy in managing multiple client accounts with a variety of custodial arrangements. Stadion aggregates blocks across custodians wherever possible. However, some custodial relationships prevent Stadion from including those accounts in the same block. In these cases, Stadion may aggregate trades for client accounts at the same custodian into a "block" trade. If Stadion has multiple blocks making the same trade, Stadion's general policy is to execute transactions from the largest block first to the smallest block last. Notwithstanding the foregoing, Stadion may, where the portfolio manager or trader determines that it is advisable, trade a smaller block first. As a result of this aggregated trading policy, clients custodied at a custodian other than Stadion's largest custodian may be disadvantaged since their trades will generally be made after the trades of the largest custodian block. In addition, you should note that Stadion may also aggregate trades for itself or for its access persons with client trades, provided that the applicable account participates in its custodian block.</p> <p><u>Stadion Mutual Funds</u> As explained under Item 1, Stadion may recommend that certain clients (e.g., clients with accounts under \$500,000) invest in one or more of the Stadion Funds in certain cases. However, client assets invested in a Fund will not be charged separate management fees by Stadion. Clients should note that management and other fees for investments in Stadion Funds may exceed Stadion’s separate account fees.</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: Stadion Money Management, Inc.	SEC File Number: 801-45601	Date: 12/31/2009
-----------------------------------------------------	--------------------------------------	----------------------------

(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: Stadion Money Management, Inc.	IRS Empl. Ident. No.: 58-2099805
------------------------------------------------------------------------------------------------------------------------	--------------------------------------------

Item of Form (identify)	Answer
Page 6, Item 12	<p><u>Stadion Managed Insurance Separate Accounts or Collective Investment Funds</u> As explained under Item 1, Stadion may invest assets of retirement plan participants that have engaged Stadion under a "Manage It for Me" agreement in Stadion managed Insurance Separate Accounts that are investment options under applicable insurance company retirement platforms. However, client assets invested in a Stadion managed Insurance Separate Account will not be charged separate management fees by Stadion.</p> <p><u>Investment and Brokerage Discretion:</u> For its Separate Account Management program, Stadion generally recommends that clients custody their accounts at Fidelity. The Separate Account Management program is a "wrap fee" program where the client's fees cover both investment management services and brokerage services through the custodian. Stadion receives no commissions or other fees from Fidelity, but Fidelity does provide Stadion with Advisor Channel, an electronic data transmission service, at no charge.</p> <p>For accounts managed on a discretionary basis where Stadion will normally have the authority to determine which securities are to be bought and sold, the amount of the securities to be bought and sold, the timing of such transactions and the broker-dealer to be used for the transaction. In determining brokerage, Stadion seeks "best execution" for client accounts, which is a combination of a number of judgmental factors including price, execution quality and client needs. Recognizing the value of these judgmental factors, brokers selected or recommended may charge commissions that are higher than the lowest commissions that might otherwise be available.</p> <p>Notwithstanding the foregoing, clients participating in the Stadion Separate Managed Account wrap fee program should consider that because the fees paid by the client under the program will cover custody and brokerage charges only for custody and trades through Fidelity, it is expected that clients will generally appoint Fidelity as custodian to hold the securities and other assets in their accounts, and that trades for their accounts will be conducted through Fidelity. In addition, Stadion does not maintain any "soft dollar" arrangements with broker-dealers.</p> <p><u>Principal Trades:</u> Stadion, as a matter of policy and practice, does not engage in any principal transactions, which are generally defined as transactions where an adviser, acting as principal for its own account, buys from or sells any security to any advisory client.</p> <p><u>Proxy Voting:</u> Stadion has authority to vote proxies for its clients, and has policies and procedures in place which clients may request at anytime to review.</p>
Page 6, Item 13	<p><u>Additional Compensation</u></p> <p><u>Solicitor Referrals:</u> Stadion may engage one or more solicitors from time to time to refer potential clients to Stadion for investment advisory services. In these cases, Stadion complies with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940.</p> <p><u>Retirement Account Administrative Services:</u> Stadion may also pay a portion of the investment management fee for managed qualified plan accounts to the plan's administrator as compensation for the administrative services associated with the management of qualified plan accounts, such as the trading of client accounts, and for the development and maintenance of transaction interfaces to Stadion.</p> <p><u>Other Compensation:</u> Stadion services may be marketed by various third party wholesaling organizations and/or third party administrators who may also receive compensation from Stadion for education, training and sales support services offered on behalf of Stadion. Clients may contact Stadion at any time for additional information regarding the amount of fees paid to any third party.</p>

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