VANTAGETRUST II FUNDS

DISCLOSURE MEMORANDUM

July 29, 2016

THIS OFFERING IS BEING MADE IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, FOR AN INTEREST IN THE VANTAGETRUST II MULTIPLE COLLECTIVE INVESTMENT FUNDS TRUST ("TRUST"). NO PUBLIC MARKET WILL DEVELOP FOR THE UNITS OF PARTICIPATION IN ONE OR MORE SERIES (EACH A "FUND," AND COLLECTIVELY, THE "FUNDS") OF THE TRUST. THE UNITS ARE NOT TRANSFERABLE OR REDEEMABLE EXCEPT UPON SATISFACTION OF CERTAIN CONDITIONS DESCRIBED IN THIS DISCLOSURE MEMORANDUM AND THE TRUST'S DECLARATION OF TRUST.

THE UNITS OF PARTICIPATION OFFERED HEREBY HAVE NOT BEEN REGISTERED WITH OR APPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE, NOR HAS ANY SUCH COMMISSION OR REGULATORY AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DISCLOSURE MEMORANDUM.

THE TRUST AND THE FUNDS ARE NOT REGISTERED AS AN INVESTMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED, IN RELIANCE UPON AN EXEMPTION FROM SUCH REGISTRATION.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS DISCLOSURE MEMORANDUM AS INVESTMENT, TAX, OR LEGAL ADVICE. THIS DISCLOSURE MEMORANDUM, AS WELL AS THE NATURE OF THE INVESTMENT, SHOULD BE REVIEWED BY EACH PROSPECTIVE INVESTOR WITH ITS INVESTMENT ADVISERS, ACCOUNTANTS, OR LEGAL COUNSEL.

NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS DISCLOSURE MEMORANDUM, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON.

THIS DISCLOSURE MEMORANDUM CONTAINS SUMMARIES, BELIEVED TO BE ACCURATE, OF CERTAIN TERMS OF THE TRUST'S DECLARATION OF TRUST. FOR COMPLETE INFORMATION CONCERNING THE RIGHTS AND OBLIGATIONS OF THE PARTIES THERETO, REFERENCE IS HEREBY MADE TO THE ACTUAL DOCUMENTS, COPIES OF WHICH WILL BE FURNISHED TO PROSPECTIVE INVESTORS, UPON REQUEST. IN THE EVENT OF ANY INCONSISTENCIES BETWEEN THIS MEMORANDUM AND THE DECLARATION OF TRUST, THE PROVISIONS OF THE DECLARATION OF TRUST SHALL BE CONTROLLING. ALL SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY THIS REFERENCE.

THE FUNDS AND OTHER INVESTMENT OPTIONS MADE AVAILABLE BY THE TRUST ARE NOT GUARANTEED OR INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC"), ANY OTHER GOVERNMENT AGENCY, THE VANTAGETRUST COMPANY, OR ICMA-RC.

BEFORE INVESTING IN A FUND THE FOLLOWING SHOULD BE CAREFULLY CONSIDERED:

- INVESTMENT GOALS, TOLERANCE FOR RISK, INVESTMENT TIME HORIZON, AND PERSONAL FINANCIAL CIRCUMSTANCES;
- THERE IS NO GUARANTEE THAT A FUND WILL MEET ITS INVESTMENT OBJECTIVE;
- PAST PERFORMANCE DOES NOT INDICATE OR GUARANTEE FUTURE PERFORMANCE; AND
- AN INVESTOR CAN LOSE MONEY INVESTING IN THE FUNDS.

TABLE OF CONTENTS Page

I. INTRODUCTION 4

II. MANAGEMENT OF THE TRUST 4

III. EXEMPTION FROM REGISTRATION UNDER FEDERAL SECURITIES LAWS 5

IV. FEDERAL TAX STATUS 5

V. ADOPTION OF TRUST AGREEMENT - ELIGIBLE TRUSTS 5

VI. THE VANTAGETRUST II FUNDS 6

VII. INVESTMENT RISKS 8

VIII. SERVICES PROVIDED BY ICMA-RC TO THE TRUST COMPANY 14

IX. FEES AND EXPENSES 14

X. CONFLICTS OF INTEREST 14

XI. UNIT ACCOUNTING FOR FUNDS 15

XII. SHARE CLASSES 15

XIII. INVESTING IN THE FUNDS 16

XIV. FREQUENT TRADING RESTRICTIONS 17

XV. INABILITY TO CONDUCT BUSINESS 18

I. INTRODUCTION

This *Disclosure Memorandum* ("Memorandum") provides information about the VantageTrust II Funds ("Funds"). Each Fund is a series of the VantageTrust II Multiple Collective Investments Funds Trust ("Trust").

In addition to this Memorandum, please refer to the appropriate "Fact Sheet" or "Investment Options Sheet" for information about each Fund and class. The Fact Sheet provides information including performance, risks, objectives, investment strategies, expenses, and restrictions. The Investment Options Sheet provides information including, risks, objectives, investment strategies and expenses.

II. MANAGEMENT OF THE TRUST

A. Trustee

The VantageTrust Company, LLC ("Trust Company") is the trustee of the Trust. It is a New Hampshire non-depository banking institution founded in 2001. It makes the Funds available through the Trust to public sector plans and participants. The Trust Company is a wholly owned subsidiary of ICMA Retirement Corporation ("ICMA-RC"), the investment adviser to the Trust Company.

The Trust Company has exclusive management and investment authority with respect to any Fund established pursuant to the Trust's Declaration of Trust ("Declaration of Trust"). The Trust Company may retain and consult with such investment advisers or other consultants, including, but not limited to, any affiliate of the Trust Company, as the Trust Company in its sole discretion may deem advisable, to assist it in carrying out its responsibilities under the Declaration of Trust. The Trust Company may, in its sole discretion, incorporate the advice of such investment advisers and other consultants into any investment guidelines, investment objectives, or restrictions.

B. Investment Adviser

ICMA-RC is a Delaware non-profit independent financial services corporation established in 1972 to assist state and local governments and their agencies and instrumentalities in the establishment and maintenance of deferred compensation and qualified retirement plans. ICMA-RC serves as the investment adviser and provides administrative support to the Trust Company. It is registered as an investment adviser with the Securities and Exchange Commission.

C. Trust

The Trust is a group trust established and maintained by the Trust Company and is intended to provide for the collective investment and reinvestment of assets of certain Eligible Trusts ("Plans") as that term is defined in the Declaration of Trust. The Trust Company is the sole

trustee of the Trust. The Trust property allocable to the Plans is held for the trustees of those Plans for the exclusive benefit of that Plan's investors and beneficiaries.

The Board of Directors of the Trust Company ("Board") is responsible for investing Trust property and overseeing the investments, operations, and administration of the Trust, including the supervision and periodic review of ICMA-RC's services as investment adviser and administrator to the Trust Company and the Funds.

III. EXEMPTION FROM REGISTRATION UNDER FEDERAL SECURITIES LAWS

Interests in the Funds are not registered under the Securities Act of 1933, in reliance on the exemption under Section 3(a)(2) of that Act, nor are they registered under the Investment Company Act of 1940, in reliance on the exemption under Section 3(c)(11) of that Act.

IV. FEDERAL TAX STATUS

Sections 501(a) and 401(a) of the Internal Revenue Code provide that a group trust for the commingled investment of assets of qualified plans and other employee benefit plans, such as the Trust, is exempt from taxation.

V. ADOPTION OF TRUST AGREEMENT - ELIGIBLE TRUSTS

Admission to the Trust is governed by the terms of the Declaration of Trust. Each plan that desires to participate in the Trust shall establish to the Trust Company's satisfaction that it meets the conditions of participation set forth in the Declaration of Trust, including that it satisfies the definition of Eligible Trust as defined in the Declaration of Trust.

The following are considered Eligible Trusts as that term is defined in the Declaration of Trust:

(a) a retirement, pension, profit-sharing, stock bonus, or other employee benefit trust that is exempt from Federal income taxation under Section 501(a) of the Code by reason of qualifying under Section 401(a) of the Code;

(b) an eligible governmental plan trust or custodial account under Section 457(b) of the Code that is exempt under Section 457(g) of the Code;

(c) Section 401(a)(24) governmental plans;

(d) any common, collective, or commingled trust fund the assets of which consist solely of assets of eligible investors in a group trust under Revenue Ruling 81-100

(e) an insurance company separate account (i) the assets of which consist solely of assets of eligible investors in a group trust under Revenue Ruling 81-100, (ii) with respect to which the insurance company maintaining the separate account has entered into a written arrangement with the Trust Company consistent with the requirements of Revenue Ruling 2011-1, and (iii) the assets of which are insulated from the claims of the insurance company's general creditors; or

(f) any other plan, trust, or other entity that is an eligible investor in a group trust under Revenue Ruling 81-100.

VI. THE VANTAGETRUST II FUNDS

Following is an overview of each category of Funds of the Trust that the Trust Company has established. Please refer to each individual Fund Fact Sheet or Investment Options Sheet for additional information about the Fund and class, including performance, objectives, investment strategies, expenses and restrictions. See Appendix A for a list of the current VantageTrust II Funds.

A. VantageTrust II Model Portfolio Funds Overview

The VantageTrust II Model Portfolio Funds ("VT II Model Portfolio Funds") are target risk funds. This means that each of the Model Portfolio Funds is a fund of funds that invests in certain of The Vantagepoint Funds and may also invest in third party exchange-traded funds ("underlying funds") rather than investing directly in a portfolio of securities.

Each VT II Model Portfolio Fund has a different degree of potential risk and reward and is diversified among the underlying funds in differing allocations. By investing in this way, each VT II Model Portfolio Fund is exposed to the risks as well as the potential rewards of its underlying funds and the portfolio holdings and strategies of those funds.

Asset Allocation: The targeted allocation of each VT II Model Portfolio Fund among the underlying funds and the asset classes they represent is established by ICMA-RC as the investment adviser to the Trust Company.

Rebalancing: If one component of a particular VT II Model Portfolio Fund outperforms another component over any given time period, the VT II Model Portfolio Fund will become "out of balance." For example, if the equity component of a VT II Model Portfolio Fund outperforms the fixed income portion, the amount of the equity portion may increase beyond its intended allocation. A significant change in the allocation can affect both the level of risk and the potential for gain or loss. ICMA-RC, as investment adviser, monitors the performance and underlying fund allocations of each VT II Model Portfolio Fund on a regular basis. When a fund becomes out of balance, ICMA-RC will transfer assets between underlying funds in order to rebalance a VT II Model Portfolio Fund.

Changes to the Underlying Funds: Any changes in the underlying funds, such as changes in investment objectives or strategies, may affect the performance of the VT II Model Portfolio Funds. ICMA-RC may alter the asset class allocations or underlying fund-level allocations of a VT II Model Portfolio Fund at its discretion.

B. VT II Vantagepoint Funds

Each VT II Vantagepoint Fund invests substantially all of its assets in a single underlying Vantagepoint Fund (which are funds sponsored by ICMA-RC and managed by its subsidiary, Vantagepoint Investment Advisers, LLC ("VIA")).

1. VT II Vantagepoint Milestone Funds and VT II Vantagepoint Model Portfolio Funds:

The VT II Vantagepoint Milestone Funds are target date funds and the VT II Vantagepoint Model Portfolio Funds are target risk funds. Each invests substantially all of its assets in the single Vantagepoint Milestone Fund ("VP Milestone Fund") or Vantagepoint Model Portfolio Fund ("VP Model Portfolio Fund") that shares its name and investment objective. In turn, each underlying VP Milestone Fund or VP Model Portfolio Fund is a "fund of funds" that invests substantially all of its assets in other Vantagepoint Funds and may also invest in one or more third party exchange-traded funds. By investing in this way, each VP Milestone Fund or VP Model Portfolio Fund is exposed to the risks as well as the potential rewards of its underlying funds and of the portfolio holdings and strategies of those funds.

Changes to the Underlying Funds: Any changes in the underlying funds, such as changes in investment objectives or strategies, may affect the performance of the VT II Vantagepoint Milestone Funds and VT II Vantagepoint Model Portfolio Funds. VIA may alter the asset class allocations or underlying fund-level allocations of a VP Milestone Fund or VP Model Portfolio Fund at its discretion.

VP Milestone Funds: The targeted allocation of each VP Milestone Fund's assets among underlying funds and the asset classes they represent is determined by VIA. Over time, VIA will adjust the asset allocation of each "dated" VP Milestone Fund to seek to become more conservative as the year designated in its name approaches and for approximately 10 years beyond the designated year. This is intended to reduce investment risk as investors move toward and into retirement. However, there is no guarantee that this goal will be achieved, and investors may lose money investing in the VP Milestone Funds. Ten years after the date in the Milestone Fund's name, it will reach its "landing point" and its target allocation becomes constant.

Unlike the dated VP Milestone Funds whose asset allocations change over time, the Vantagepoint Milestone Retirement Income Fund maintains a constant asset allocation and is designed for investors who have begun to make gradual withdrawals or are seeking to preserve principal with some opportunity for inflation protection and capital growth, or who have a low tolerance for price fluctuations or wish to invest for the shorter-term.

VP Model Portfolio Funds: Each VP Model Portfolio Fund has a different degree of potential risk and reward and is diversified among the underlying funds in differing

allocations. By investing in this way, each VP Model Portfolio Fund is exposed to the risks as well as the potential rewards of its underlying funds and the portfolio holdings and strategies of those funds.

Asset Allocation: The targeted allocation of each VP Model Portfolio Fund among the underlying funds and the asset classes they represent is established by VIA.

Rebalancing: If one component of a particular VP Model Portfolio Fund outperforms another component over any given time period, the VP Model Portfolio Fund will become "out of balance." For example, if the equity component of a VP Model Portfolio Fund outperforms the fixed income portion, the amount of the equity portion may increase beyond its intended allocation. A significant change in the allocation can affect both the level of risk and the potential for gain or loss. VIA, as investment adviser, monitors the performance and underlying fund allocations of each VP Model Portfolio Fund on a regular basis. When a fund becomes out of balance, VIA will transfer assets between underlying funds in order to rebalance a VP Model Portfolio Fund.

C. VT II Cash Management Fund

The VT II Cash Management Fund invests substantially all of its assets in a single underlying third-party fund. The underlying fund generally invests in a diversified portfolio of high quality, short-term debt securities.

VII. INVESTMENT RISKS

Key risks of investing in the Funds and any underlying funds are summarized below. This is not an exhaustive list. Please refer to each individual Fund Fact Sheet or Investment Options Sheet which identifies the key risks applicable to that Fund.

Asset Allocation Risk—Asset allocation risk is the risk that the selection of the underlying funds and the allocation of Fund assets among them will cause a Fund to lose money or to underperform other funds with similar investment objectives. In addition, there is the risk that the asset classes favored by the allocations will not perform as expected. Any changes made in the underlying funds, such as changes in investment objectives or strategies, may affect the Fund's performance. Similarly, if the Fund's asset allocations become "out of balance," this could affect both the Fund's level of risk and the Fund's potential for gain or loss.

Asset-Backed Securities Risk—Defaults on the assets underlying asset-backed securities may adversely affect the value of these securities. These securities are subject to risks associated with the nature of the underlying assets and are also subject to interest rate risk, credit risk, prepayment risk, and extension risk. Certain asset-backed securities may be more volatile and less liquid than other traditional types of fixed income securities.

Banking Industry Risk—The risks generally associated with concentrating investment in the banking industry, such as interest rate risk, credit risk, and regulatory developments relating to the banking industry.

Call Risk—A fixed income security may include a provision that allows the issuer to purchase the security back from its holder earlier than the final maturity date of the security, known as a "call feature." Issuers often exercise this right when interest rates have declined, in which case, the Fund may be forced to reinvest the proceeds received at a lower interest rate

Convertible Securities Risk—The value of a convertible security generally increases and decreases with the value of the underlying common stock, but may also be sensitive to changes in interest rates. Convertible securities generally have a higher risk of default and tend to be less liquid than traditional non-convertible securities. In addition, the convertible securities a Fund invests in may be rated below investment grade or may be unrated, which could increase their risks. Below investment grade securities are speculative and involve a greater risk of default than investment grade securities. The market prices of lower rated convertible securities also may experience greater volatility than the market prices of higher quality securities and may decline significantly in periods of general economic difficulty. A Fund could lose money if the issuer of a convertible security is unable to meet its financial obligations or declares bankruptcy.

Credit Risk—An issuer of a fixed income security may be unable or unwilling to make payments of principal or interest to the holders of such securities or may declare bankruptcy. These events could cause a Fund to lose money.

Derivative Instruments Risk—Use of derivative instruments involves risks different from, or possibly greater than, the risks associated with more traditional investments, and may involve a small amount of investment relative to the amount of risk assumed. Risks associated with derivative instruments include: the risk that the other party to a derivative contract may not fulfill its obligations (counterparty risk); the risk that a particular derivative instrument, such as over-the-counter derivative instruments, may be difficult to purchase or sell (liquidity risk); the risk that certain derivative instruments are more sensitive to interest rate changes and market price fluctuations (interest rate and market risks); the risk of mispricing or improper valuation of the derivative instrument (valuation risk); the inability of the derivative instrument to correlate in value with its underlying asset, reference rate, or index (basis risk); the risk that the Fund may lose substantially more than the amount invested in the derivative instrument, and that the Fund may be forced to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet segregation requirements (leverage risk). There is no assurance that the Fund's use of any derivatives strategy will succeed, or that the Fund will not lose money.

Emerging Markets Securities Risk—Investments in securities issued by companies located in emerging market countries may present risks different from, or greater than, the risks of investing in securities issued by companies located in developed foreign countries. Emerging

market countries may be more likely to experience political turmoil or rapid changes in market or economic conditions than more developed countries. It is sometimes difficult to obtain and enforce court judgments in such countries and there is often a greater potential for nationalization or expropriation of assets by the government of an emerging market country. In addition, the financial stability of issuers (including governments) in emerging market countries may be more precarious than in developed countries. Investments in securities issued by companies located in emerging market countries tend to be more volatile than investments in securities issued by companies located in developed foreign countries and may be more difficult to value.

Equity Income/Interest Rate Risk—A Fund's distributions to shareholders may decline when interest rates fall or when dividend income from investments in stocks declines.

Exchange-Traded Fund ("ETF") Risks—In addition to the risks associated with investing in other investment companies, an investment in an ETF may be subject to the following risks: (1) an ETF's shares may trade above or below their net asset value; (2) an active trading market for the ETF's shares may not develop or be maintained; (3) secondary market trading in an ETF's shares may be halted; (4) an ETF may not accurately track the performance of the reference index; and (5) an ETF might hold troubled securities if those securities are held in the reference index.

Floating Rate Loans Risk—Investments in floating rate loans have risks that are similar to those of fixed income securities, and carry the risk of impairment of collateral. The value of the collateral securing a floating rate loan can decline, be insufficient to meet the obligations of the borrower, or be difficult to liquidate. As such, a floating rate loan may not be fully collateralized and can decline significantly in value.

Foreign Currency Risk—Investments in foreign currencies or securities denominated in foreign currencies (including derivative instruments that provide exposure to foreign currencies) may experience gains or losses solely based on changes in the exchange rate between foreign currencies and the U.S. dollar.

Foreign Securities Risk—Investments in foreign securities may involve the risk of loss due to political, economic, legal, regulatory, and operational uncertainties; differing accounting and financial reporting standards; limited availability of information; currency fluctuations; and higher transaction costs.

High Yield Securities Risk—Securities that are rated below "investment grade" (commonly known as "high yield securities" or "junk bonds") or, if unrated, are considered by a subadviser to be of equivalent quality, are speculative and involve a greater risk of default than "investment grade" securities. The values of these securities are particularly sensitive to changes in issuer creditworthiness, and economic and political conditions. The market prices of these securities may decline significantly in periods of general economic difficulty, may be harder to value, and may be less liquid than higher rated securities.

Inflation-Adjusted Securities Risk—Investments in inflation-adjusted securities are affected by changes in interest and inflation rates. Interest payments on inflation-adjusted securities will vary as the principal or interest is adjusted for inflation and may be more volatile than interest paid on ordinary fixed income securities. Inflation-adjusted securities may not produce a steady income stream, particularly during deflationary periods, and during periods of extreme deflation these securities may not provide any income.

Indexing Risk—Unlike an actively managed strategy, an index or passively managed strategy does not rely on a portfolio manager's decision making with respect to which individual securities may outperform others. Securities in an index or passively managed strategy may be purchased, held, and sold by such underlying funds at times when an actively managed portfolio would not do so. In addition, performance of underlying funds using an index or passively managed strategy will deviate from the performance of the specified index, which is known as tracking error. Tracking error may be caused by: (i) fees and expenses associated with managing the underlying index strategy funds (whereas the benchmark index has no management fees or transaction expenses); (ii) changes to the index and the timing of the rebalancing of the underlying index strategy funds; and (iii) the timing of cash flows into and out of the underlying index strategy funds.

Interest Rate Risk—Fixed income securities fluctuate in value as interest rates change. When interest rates rise, the market prices of fixed income securities will usually decrease; when interest rates fall, the market prices of fixed income securities usually will increase. Investments in fixed income securities may be subject to a greater risk of rising interest rates due to the current period of historically low rates and the effect of potential government fiscal policy initiatives and resulting market reaction to those initiatives.

Investing in Other Investment Companies—A Fund's investment in another investment company is subject to the risks associated with that investment company's portfolio securities. For example, if the investment company holds common stocks, the Fund also would be exposed to the risk of investing in common stocks. In addition, when a Fund purchases shares of another investment company (including another fund), the Fund will indirectly bear its proportionate share of the advisory fees and other operating expenses of such investment company. The fees and expenses of the other investment company are in addition to the Fund's own fees and expenses.

Large Investor Risk—A Fund or an underlying fund may experience large investments or redemptions. While it is impossible to predict the overall impact of these transactions over time, there could be adverse effects on portfolio management. For example, a Fund or an underlying fund may be required to sell securities or invest cash at times when it would not otherwise do so. These transactions can increase transactions costs.

Liquidity Risk—Liquidity risk exists when a particular security or other instrument is difficult to trade. An investment is illiquid assets may reduce the returns of the investment because the

holder of such assets may not be able to sell the assets at the time desired for an acceptable price or might not be able to sell the assets at all. Illiquid assets may also be difficult to value.

Mid-Cap Securities Risk—Investments in mid-capitalization companies involve greater risk than is customarily associated with investments in larger, more established companies. Equity securities of mid-capitalization companies generally trade in lower volume and are generally subject to greater and less predictable price changes than the securities of larger companies.

Mortgage-Backed Securities Risk—Defaults on the mortgages underlying mortgage-backed securities may adversely affect the value of these securities. These securities are also subject to interest rate risk, credit risk, prepayment risk, and extension risk. Certain mortgage-backed securities may be more volatile and less liquid than other traditional types of fixed income securities.

Multi-Manager Risk—While VIA monitors each subadviser and the overall management of the The Vantagepoint Funds that are the underlying mutual funds to certain VantageTrust II Funds, each subadviser makes investment decisions independently from VIA and the other subadvisers. It is possible that the security selection process of one subadviser will not complement that of the other subadvisers. As a result, the fund's exposure to a given security, industry, sector or market capitalization could be smaller or larger than if the fund were managed by a single subadviser, which could affect the fund's performance.

Municipal Securities Risk—The value of, payment of interest and repayment of principal with respect to, and the ability of the fund to sell, a municipal security may be affected by constitutional amendments, legislative enactments, executive orders, administrative regulations and voter initiatives as well as the economics of the regions where the issuer is located. Certain municipal securities may be difficult to value or sell at a fair price.

Preferred Stock Risk—Preferred stockholders may have more limited voting rights than common stockholders. Holders of a company's debt securities are generally paid before holders of the company's preferred stock. The value and volatility of preferred stock may be dependent on factors that affect both fixed income securities and equity securities.

Prepayment and Extension Risk—Mortgage-backed and asset-backed securities are exposed to prepayment risk and extension risk. Prepayment risk may occur when borrowers pay their mortgages or loans more quickly than required under the terms of the mortgage or loan. Most borrowers are likely to prepay their mortgage or loan at a time when it may be least advantageous to a holder of these securities (e.g., during periods of falling interest rates), which may force the holder to reinvest the proceeds of prepayments in lower-yielding instruments and result in a decline in the holder's income. Extension risk may occur when rising interest rates result in decreased prepayments, which could extend the average life of the security, cause its value to decline more than traditional fixed-income securities and increase its volatility.

Portfolio Turnover Risk—The Fund may engage in a significant number of short-term transactions, which may adversely affect performance. Increased portfolio turnover may result in higher brokerage costs or other transactions fees and expenses. These costs are ultimately passed on to shareholders.

REITs Risk—Real estate investment trusts ("REITs") are subject to risks generally associated with investing in real estate, such as declining real estate values, over-building, property tax increases, increases in operating expenses and interest rates, insufficient levels of occupancy, the inability to obtain financing (at all or on acceptable terms), and the national, regional and local economic conditions affecting the real estate market.

Repurchase Agreement Counterparty Risk—The risk that a counterparty in a repurchase agreement could fail to honor the terms of its agreement.

Small-Cap Securities Risk—Investments in small-capitalization companies involve greater risk than is customarily associated with investments in larger, more established companies. Equity securities of small-capitalization companies are generally subject to greater price volatility than those of larger companies due to: less certain growth prospects, the lower degree of liquidity in the markets for their securities, and the greater sensitivity of smaller companies to changing economic conditions. Also, small-capitalization companies may have more limited product lines, fewer capital resources and less experienced management than larger companies.

Stock Market Risk—Stock market risk is the possibility that the prices of equity securities overall will experience increased volatility and decline over short or extended periods. Markets tend to move in cycles, with periods of rising prices and periods of falling prices.

Style Risk—All of the funds are subject, in varying degrees, to style risk, which is the possibility that returns from a specific type of security in which a fund invests or the investment style of a fund's adviser will trail the returns of the overall market. In the past, different types of securities have experienced cycles of outperformance and underperformance in comparison to the market in general. Therefore, investing in a fund with a specific style will create exposure to this risk. For example, growth stocks have performed best during the later stages of economic expansion and value stocks have performed best during periods of economic recovery. Therefore, both the growth and value investing styles may, over time, go in and out of favor. At times when the investing style used by a fund is out of favor, that fund may underperform other funds that use different investing styles.

TBA Risk—In To-Be-Announced ("TBA") transactions, the fund commits to purchase certain mortgage-backed securities for a fixed price at a future date. TBA transactions involve the risk that the actual securities received by the Fund may be less favorable than what was anticipated when entering into the transaction. TBA transactions also involve the risk that a counterparty will fail to deliver the securities, exposing the Fund to further losses.

U.S. Government Agency Securities Risk—Securities issued by U.S. Government agencies or government-sponsored enterprises may not be guaranteed by the U.S. Treasury. Further, there is no assurance that the U.S. Government will provide financial support to its agencies or instrumentalities (including government-sponsored enterprises) that issue or guarantee certain securities. If a government agency or a government-sponsored enterprise is unable to meet its obligations, the Fund may experience a loss.

U.S. Treasury Securities Risk—A security backed by the U.S. Treasury or the full faith and credit of the United States is guaranteed only as to the timely payment of interest and principal when held to maturity, the market prices for such securities are not guaranteed and will fluctuate.

VIII. SERVICES PROVIDED BY ICMA-RC TO THE TRUST COMPANY

The Trust Company has appointed ICMA-RC to act as the investment adviser to the Trust Company in respect to the Funds. As investment adviser, ICMA-RC advises the Trust Company on the composition and design of investment programs and options. It also advises the Trust Company with respect to investments by the Funds.

ICMA-RC provides administrative support to the Trust Company as may be required to exercise recordkeeping, reporting, disclosure and other support functions in respect to the Funds.

IX. FEES AND EXPENSES

The Trust Company is entitled under the Declaration of Trust to receive reasonable compensation for its services in managing and administering the Trust. The compensation, custodial fees and expenses of the Trust Company are paid from the Trust, except to the extent that plan fiduciaries have arranged for payment from other sources.

The Trust charges the fees and expenses of ICMA-RC, as investment adviser, to the Funds. ICMA-RC also charges a combined fee for providing investment advisory, administrative, and management services to the Trust Company. The fees charged vary depending on the particular type and level of services required and are part of the negotiated investment management contract between the Trust Company and ICMA-RC.

The Trust Company may also charge to a particular class of a Fund any other expense, claim or charge that is specifically allocated to such class.

Please refer to each Fund's Fact Sheet or Investment Options Sheet for the expenses applicable to that Fund and class.

X. CONFLICTS OF INTEREST

ICMA-RC provides investment advice with respect to certain investment options available through the Trust in which ICMA-RC has a financial interest. ICMA-RC is the sponsor of The Vantagepoint Funds, which comprise the underlying investments of certain of the Funds. When

ICMA-RC recommends that a Fund invest in a Vantagepoint Fund, a potential conflict of interest exists because either ICMA-RC or one of its affiliates receives compensation in the form of advisory fees, transfer agent, shareholder servicing, or other administrative fees based on the assets invested in the Vantagepoint Fund. Similarly, when ICMA-RC recommends that a Fund invests in a third-party mutual fund, a potential conflict of interest exists because ICMA-RC or its affiliate, ICMA-RC Services, LLC receives payments from third-party mutual fund families or their service providers in the form of 12b-1 fees, service fees, compensation for sub-accounting and other services provided by ICMA-RC Services and/or ICMA-RC based on assets in the underlying third-party mutual fund.

All of these payments from other parties are expressly disclosed to and acknowledged by the Trust Company in its investment management agreement with ICMA-RC.

XI. UNIT ACCOUNTING FOR FUNDS

The beneficial interest in a class of a Fund is represented by units. Plans purchase units in the Fund for the benefit of their participants and beneficiaries. These units represent a proportional ownership interest in each Fund in which the Plan is invested. The worth of a unit is known as its Unit Value. The daily Unit Value is determined at the close of each business day by adding the value of all of a Fund's investments, plus cash and other assets, deducting liabilities, and then dividing the result by the number of outstanding units in the Fund as of the end of the prior day and rounding the results to the nearest cent. The Unit Value of a Model Portfolio Fund is calculated based upon the net asset value of the underlying funds in which it invests.

The value of an investment in a Fund equals the number of units held multiplied by the current day's Unit Value. Because Unit Values and investment returns will fluctuate, a transfer or disbursement will normally result in the receipt of more or less than the original cost of an investment.

Fees and expenses charged by ICMA-RC are deducted before the Unit Value is calculated. The Unit Value takes into account the net asset value of the underlying mutual funds in the Model Portfolio Funds and any applicable fees and expenses charged by ICMA-RC.

XII. SHARE CLASSES

All Funds may be made available through different classes and sub-classes. These classes and sub-classes may have different fee structures for the services provided, including but not limited to, advisory, administration, record keeping and participant education services. The Trust Company may divide a Fund or its share class into different sub-share classes that reflect a different combination of fees or a lower fee structure that the Trust Company may then make available to certain Plans. Plans may qualify for a class or sub-class based upon a number of factors that reflect savings from economies of scale or other cost savings with respect to services provided. These include, but are not limited to: the asset size, average account balance, the type and scope of services provided, or other features of the Plan.

The Trust Company reserves the right to open additional classes and adopt eligibility criteria. Individuals do not independently qualify for separate classes or sub-classes in a Plan.

XIII. INVESTING IN THE FUNDS

The following explains how an investment can be made into a Fund, as well as information about when investments can be made, how funds can be transferred, and other policies relating to an investment in the Funds.

Definition of a Business Day – The Funds are available on any business day, which is any day when the New York Stock Exchange ("NYSE") is open for business. "Close of business" means 4:00 p.m. Eastern Time, or the final close of trading on any day when trading on the NYSE closes at a time other than 4:00 p.m. Eastern Time.

Transfer, Withdrawal and Allocation Changes – Generally, unless restricted by a plan sponsor, transfer, withdrawal and allocation changes among the Funds may be made on a daily basis by Internet (Account Access), or by speaking to an Investor Services representative at ICMA-RC. Account Access is normally available 24 hours a day, seven days a week. Instructions sent by email correspondence will not be accepted.

RHS Employer Investment Program **-** Transfer, withdrawal and allocation changes may generally be made on a daily basis via fax or mail using the appropriate form. The forms may be obtained by logging into EZLink or by contacting a Plan Sponsor Services representative at the number provided below.

Transfer and Withdrawal Restrictions – Under the terms of the Declaration of Trust, the Trust Company has full discretion to defer withdrawals or transfers. Class specific restrictions or limitations will be disclosed on the applicable Fact Sheet or Investment Options Sheet.

Automatic Rebalance – Certain Plan and participant accounts may be eligible for an auto-rebalance feature. This feature periodically returns the account to the plan's or participant's desired asset allocation. Rebalancing strategies do not ensure a profit and do not protect against losses in declining markets.

Confirmations and Statements – Investors in the Funds will receive confirmation after each transaction and a quarterly statement that shows quarterly activity. Part-time employees may receive only annual statements. Please review this information carefully and contact ICMA-RC immediately if you see any discrepancies.

Account Access – Account Access is an internet site that is available to plan participants. It can be reached via ICMA-RC's website at www.icmarc.org. Information available includes plan fund lineups, ICMA-RC administered account balances, investment allocations, and investment performance.

EZLink – EZLink is an internet site that is available to plan sponsors and provides access to plan and participant data. It can be reached via ICMA-RC's website at www.icmarc.org. EZLink consists of a number of different online services enabling faster processing of information and greater control over data submission.

Participant Telephone Access – Self-service phone access as well as Investor Services representatives are available to participants by calling 800-669-7400.

Plan Sponsor Telephone Access – Phone access to Plan Sponsor Services representatives is available to plan sponsors by calling 800-326-7272.

Contributions – Plan fiduciaries generally may make contributions to their Plans as often as weekly. Contributions received in good order prior to the close of business on any business day are posted that business day. Contributions received in good order after the close of business are treated as if received the next business day.

"Good order" means that contribution deposits must be accompanied by sufficient detail and in ICMA-RC's standard format so that ICMA-RC is able to allocate contributions properly. If a contribution is not received in good order, the deposit is held in a non-interest bearing account until all necessary information is received. If a contribution is not in good order after three business days, ICMA-RC will coordinate with the plan sponsor and may return the contribution to the plan sponsor.

Contributions received for an identified participant account that does not have complete allocation instructions will be invested in the Plan's default option.

Distributions and Reinvestment of Earnings – There is not expected to be distribution of income, dividends or capital gains to holders of units of a Fund. Rather, it is anticipated that such items will be reflected in the net asset value of the Fund.

XIV. FREQUENT TRADING RESTRICTIONS

The Funds are meant for long-term investment purposes. Frequent trading of the Funds may cause additional costs to be incurred by the Funds, and these costs will affect all investors. Also, the rate of return long-term investors realize from their investments may be impacted by any frequent trading activity of other investors. ICMA-RC is committed to curbing frequent trading to protect long-term investors.

ICMA-RC defines frequent trading as a buy followed by a sell three times in the same fund during a 90-calendar-day period or a buy followed by a sell ten times in the same fund during a 365-calendar-day period. Systematic participant withdrawals, contributions, and distributions are not considered frequent trading. If frequent trading and/or market timing activity are detected in an account with ICMA-RC, ICMA-RC may communicate by telephone or in writing about these trading activities in an effort to deter such activities. If such communications fail to deter the frequent trading activity, further action may be taken on the account including restricting future purchases in the ICMA-RC administered account.

ICMA-RC's aim is to monitor and enforce this frequent trading policy consistently. ICMA-RC cannot guarantee that all the risks associated with frequent trading will be completely eliminated by this policy and/or restrictions.

XV. INABILITY TO CONDUCT BUSINESS

ICMA-RC is normally open for business and operating when the New York Stock Exchange ("NYSE") is open for business. However, unusual circumstances or emergencies including, but not limited to, severe and extraordinary weather conditions, flooding, other natural disasters, pandemic flu or other health epidemics, regional power failures, fires, market disruption, civil disturbances or other events may prevent ICMA-RC from conducting business on a given day or for longer periods of time. In such an event, transactions in the investment options offered through the Trust may be delayed and not effected until ICMA-RC resumes normal business operations.

In addition, in some cases, ICMA-RC may be open for business but operating on a limited basis and may require that the submission of investment transactions and other orders or directions be made via the Internet.

Account Access and EZLink, the internet platforms available to investors and Plans, are normally available 24 hours a day, seven days a week, except during scheduled maintenance periods. Service availability is not guaranteed. ICMA-RC, the Trust Company, and their affiliates will not be responsible for any loss (or foregone gain) that may be incurred as a result of the service being unavailable. ICMA-RC cannot and does not accept any financial responsibility or liability for market fluctuations in the value of an investor's investment that may occur while ICMA-RC is unable to conduct business as described above.

Appendix A

Stable Value / Cash Management Funds
VT II Cash Management Fund

VantageTrust II Model Portfolio Funds
VantageTrust II Model Portfolio Aggressive Fund
VantageTrust II Model Portfolio Conservative Fund
VantageTrust II Model Portfolio Moderate Fund

VantageTrust II Vantagepoint Model Portfolio Funds
VT II Vantagepoint Model Portfolio Conservative Growth Fund
VT II Vantagepoint Model Portfolio Traditional Growth Fund
VT II Vantagepoint Model Portfolio Long-Term Growth Fund
VT II Vantagepoint Model Portfolio Global Equity Growth Fund

VantageTrust II Vantagepoint Funds
VT II Vantagepoint Core Bond Index Fund
VT II Vantagepoint Inflation Focused Fund
VT II Vantagepoint Low Duration Bond Fund
VT II Vantagepoint Equity Income Fund
VT II Vantagepoint 500 Stock Index Fund
VT II Vantagepoint Broad Market Index Fund
VT II Vantagepoint Growth & Income Fund
VT II Vantagepoint Growth Fund
VT II Vantagepoint Select Value Fund
VT II Vantagepoint Aggressive Opportunities Fund
VT II Vantagepoint Mid/Small Company Index Fund
VT II Vantagepoint Discovery Fund
VT II Vantagepoint International Fund
VT II Vantagepoint Overseas Equity Index Fund

VantageTrust II Vantagepoint Milestone Funds
VT II Vantagepoint Milestone Retirement Income Fund
VT II Vantagepoint Milestone 2010 Fund
VT II Vantagepoint Milestone 2015 Fund
VT II Vantagepoint Milestone 2020 Fund
VT II Vantagepoint Milestone 2025 Fund
VT II Vantagepoint Milestone 2030 Fund
VT II Vantagepoint Milestone 2035 Fund
VT II Vantagepoint Milestone 2040 Fund
VT II Vantagepoint Milestone 2045 Fund
VT II Vantagepoint Milestone 2050 Fund
VT II Vantagepoint Milestone 2055 Fund