

**MATRIX TRUST COMPANY
COLLECTIVE INVESTMENT TRUSTS FOR
EMPLOYEE BENEFIT PLANS**

Pacific Ridge Small Cap Value CIT

**CLASS DESCRIPTION
(Class E)**

Pursuant to Article 2.2 of Declaration of Trust for the Amended and Restated Declaration of Trust for the Matrix Collective Investment Trusts for Employee Benefit Plans, which authorizes Matrix Trust Company (the “Trustee”) to divide a fund established thereunder, including the Fund, into one or more Classes of Units representing beneficial interests in the Fund with differing fee and expense obligations, the Trustee hereby declares that the Fund shall have the authority to issue Units in the following Class E (“Class E”). Class E shall have the rights, privileges and obligations set in the Declaration of Trust and as set forth below. Capitalized terms used and not otherwise defined shall have the meanings set forth in the Declaration of Trust.

Eligibility to Invest in Class:

Eligibility for a Qualified Trust to invest in Units of Class E shall be determined based upon (1) the Qualifying Trust’s being for the benefit of employees of the Sub-Advisor and/or its affiliates, or (2) the Qualifying Trust’s investing through models managed by the Sub-Advisor.

Class Specific Fees and Expenses: Class E will be charged the fees and expenses as described below:

Net CIF Assets	Class E Trustee Fee
\$0 – \$150,000,000	0.10%
\$150,000,001 – \$500,000,000	0.08%
\$500,000,001 – and above	0.06%

Trustee Fee: The total Trustee Fee is indicated in the above chart for total assets attributable to Class E for the Fund. No fee will be paid to the Sub-Advisor by the Trustee from net assets held in Class E of the Fund. The Trustee Fee is charged per annum based on total assets held in Class E of the Fund. This fee will accrue on a daily basis and is payable monthly in arrears. The Trustee Fee will be charged directly to the Fund.

Servicing Fee: None

Other Fees and Expenses:

Class E will also be charged its allocable share of the fees and expenses borne by the Fund, including the fees and expenses of the Fund's annual independent audit, that are not specially allocated to one or more other Classes as are permitted by the Declaration of Trust. Class E will also bear its *pro rata* share of the expenses of the Fund's investments in the underlying funds, including its *pro rata* share of the of the total expense ratio of each such underlying fund investment.

MATRIX TRUST COMPANY

By: /s/ Stephen Sturgeon
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Title: Vice President of Operations
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