

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 28439 / October 15, 2008

In the Matter of :
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 TRUST FOR PROFESSIONAL MANAGERS :
 ASCENTIA CAPITAL PARTNERS, LLC :
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 615 East Michigan Street :
 Milwaukee, WI 53202 :
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 (812-13514) :
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ORDER UNDER SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF 1940
GRANTING AN EXEMPTION FROM SECTION 15(a) OF THE ACT AND RULE
18f-2 UNDER THE ACT AND CERTAIN DISCLOSURE REQUIREMENTS

Trust for Professional Managers and Ascentia Capital Partners, LLC, filed an application on March 31, 2008, and amendments to the application on August 14, 2008 and October 7, 2008, requesting an order under section 6(c) of the Investment Company Act of 1940 (the "Act") exempting applicants from section 15(a) of the Act and rule 18f-2 under the Act. The order would permit applicants to enter into and materially amend subadvisory agreements without shareholder approval and would grant relief from certain disclosure requirements.

On September 19, 2008, a notice of the filing of the application was issued (Investment Company Act Release No. 28382). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

Accordingly,

IT IS ORDERED, under section 6(c) of the Act, that the relief requested by Trust for Professional Managers and Ascentia Capital Partners, LLC (File No. 812-13514) is granted, effective immediately, subject to the conditions contained in the application, as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon
Acting Secretary