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Part 2A of Form ADV: Firm Brochure

This Brochure provides information about the qualifications and business practices of Financial Engines Advisors L.L.C. (FEA), an investment advisor registered with the United States Securities and Exchange Commission (SEC). Registration does not imply a certain level of skill or training. If you have any questions about the contents of this Brochure, please contact us at 1-888-443-8577. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about FEA is also available on the SEC's website at www.adviserinfo.sec.gov.



Financial Engines® is a registered trademark of Financial Engines, Inc. Financial Engines Advisors L.L.C. is a wholly owned subsidiary of Financial Engines, Inc.

ITEM 2**MATERIAL CHANGES**

FEA has not made any material changes to this Brochure from the last annual update to the Brochure, dated March 31, 2011. This text-searchable document describes FEA's business practices, conflicts of interest and background, including background of its advisory personnel, in accordance with the prescribed SEC format.

TABLE OF CONTENTS

ITEM 4	ADVISORY BUSINESS	
	Description of FEA's services and business model	4
ITEM 5	FEES AND COMPENSATION	
	Description of FEA's advisory and management fees and related fees charged for operations	8
ITEM 6	PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT	9
ITEM 7	TYPES OF CLIENTS	
	Description of clients to whom FEA can offer its services and account requirements	9
ITEM 8	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	10
ITEM 9	DISCIPLINARY INFORMATION	
	Disclosure of legal or disciplinary events involving FEA or its supervised persons that may be material to an existing or prospective client's evaluation of FEA's advisory business or the integrity of its management	12
ITEM 10	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	12
ITEM 11	CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	
	Description of FEA's procedures for addressing perceived or actual conflicts of interest related to FEA's conduct in the best interest of its clients and FEA's employees' investing and personal trading	12
ITEM 12	BROKERAGE PRACTICES	
	Description of procedures and practices used in executing client transactions and related fees	13
ITEM 13	REVIEW OF ACCOUNTS	13
ITEM 14	CLIENT REFERRALS AND OTHER COMPENSATION	
	Description of economic benefits from other than clients and related compensation arrangements	14
ITEM 15	CUSTODY	14
ITEM 16	INVESTMENT DISCRETION	
	Description of structure and process for granting discretionary authority by FEA's clients	14
ITEM 17	VOTING CLIENT SECURITIES	15
ITEM 18	FINANCIAL INFORMATION	15

ITEM 4**ADVISORY BUSINESS**

FEA, established in 1997, is a wholly owned subsidiary of Financial Engines, Inc., a publicly held company (FEI).

Description of Services

FEA primarily offers advisory and related services, as described in the sections below, to participants in employer-sponsored, defined contribution plans through an agreement between FEA and the plan and/or the sponsoring employer ("plan sponsor"). FEA also has arrangements with financial institutions to provide similar services on a sub-advisory basis. FEA provides other investment-related services including guidance and investment education.

I. Retirement Evaluation

Prior to providing the advisory services described below, FEA can provide a Retirement Evaluation, in the form of a printed or electronic statement to specified plan participants to communicate some or all of the following information:

- a summary of the current value of the participant's plan account;
- a forecast of how much the plan account investments might be worth at retirement; whether a change is recommended to the participant's: contribution rate; risk and diversification; unrestricted company stock holdings, if applicable; or investment style and allocation;
- investment proposals; and
- a projection of how much annual income the participant may anticipate at retirement, based on how much the plan account plus Social Security and certain other benefit accounts could provide.

II. Online Advice

Plan participants who have entered into, or adopted, an Investment Services Agreement with FEA may use Online Advice. Online Advice is a non-discretionary investment advisory service which includes the following features:

- a forecast of the potential, future account value or the potential annual retirement income;
- a forecast of the likelihood that a client will achieve his/her retirement income or account value goals, taking into consideration the total household investment portfolio;
- as further described below, recommendations among the investment alternatives available in the employer-sponsored retirement plan (generally mutual funds and other investment company securities and in some cases, one or more equity securities issued by the plan sponsor); and
- access to ongoing monitoring, including access to optional, online quarterly Retirement Updates.

FEA typically offers the following two service levels in connection with Online Advice:

- Total Retirement: advice on a household's tax-deferred accounts; or
- Total Portfolio: advice on all of a household's tax-deferred and taxable assets.

Individual investors also may subscribe to Online Advice directly from FEA (not in connection with an arrangement with a plan or plan sponsor) ("retail clients").

Using Online Advice

Investment recommendations Online Advice adopters generally receive specific buy and sell recommendations to allocate assets among a universe of investment alternatives that have been selected by the plan sponsor for inclusion in the applicable retirement plan. These alternatives are generally mutual funds and, in some cases, one or more equity securities issued by the plan sponsor.

FEA provides advice and recommendations with respect to mutual funds (buy/sell), commingled funds (buy/sell), commingled trusts and separate accounts (buy/sell), exchange-listed equity securities (sell only), and may provide advice and recommendations with respect to insurance company-issued guaranteed investment contracts and variable annuities. FEA may also take into consideration the following types of investments held outside a client's defined contribution plan account in its portfolio forecasting analysis: certificates of deposit, closed-end funds, variable annuities, stocks trading on foreign exchanges, bonds (including municipal securities, corporate debt securities and Treasury securities), warrants, options and futures.

Advice implementation The Online Advice adopter is responsible for determining whether and when to implement the recommendations they receive from Online Advice. FEA has established electronic communications links with certain defined contribution plan providers ("plan providers") and other financial institutions to enable plan participants to transmit their investment decisions to the plan provider or institution for execution.

Account monitoring through Online Advice Plan participants may use Online Advice as frequently as they choose to monitor progress toward their retirement goals, receive forecasts and investment recommendations and access educational content at FEA's website. Online Advice updates the values of most mutual funds and stocks in plan accounts daily. A participant is responsible for periodically revisiting Online Advice to:

- update account information to reflect changes in investments, including purchases and sales of investments;
- update personal information, including retirement goals, to reflect changes in personal or financial circumstances; and/or
- review any updates regarding changes to the participant's account value or forecast.

The failure of an online adopter to review and periodically update their personal and financial information can materially affect the value of the investment advisory services provided by Online Advice. For certain participants, some account information may be updated automatically when the client revisits Online Advice, if FEA has established an electronic communications link with the participant's plan sponsor and/or plan provider or other financial institution. FEA may from time to time provide e-mail notifications of retirement updates to clients who elect to receive them, concerning changes in the value of the client's investments or the chances of reaching the client's goal.

Investment analysis FEA offers plan participants who use Online Advice investment analysis of mutual funds and stocks in the form of Scorecards. Each Fund Scorecard presents an analysis of the risk, expenses, style and turnover of a particular mutual fund and assigns the fund a score. A fund's score describes how the fund might perform in the future relative to its peers. The Fund Scorecard also compares the fund against its peers in terms of risk, expenses, turnover, and historical performance. The Fund Scorecard also presents a graphical representation of historical performance and a range of potential future values of a hypothetical investment in the fund. FEA's Scorecards for individual equity securities depict the relative risk and historical performance of a particular stock.

III. Professional Management

FEA also provides discretionary investment management of a member's retirement plan account through the Professional Management program. Professional Management may include the following features:

- a Retirement Evaluation as described above, or similar document depending on the method of enrollment, evaluating a member's account (described above);
- a retirement plan or similar document showing how FEA will manage and allocate the account, i.e., the portfolio allocation target ("Retirement Plan");
- periodic portfolio monitoring;
- quarterly Retirement Updates;
- phone access to investment advisor representatives via a toll free number as well as online account access;
- subject to availability, non-discretionary investment advice on retirement accounts outside the plan account; and
- Income+ as described next, which provides portfolio management and income payouts from 401(k) or similar plan accounts for retirees and near retirees who enroll.
 - Prior to retirement, FEA manages the member's portfolio for safety and growth, intended to protect the account from significant losses prior to when income is needed;
 - Once retired, Income+ is designed to provide steady payments throughout a member's retirement;
 - Financial Engines will calculate and facilitate withdrawals from a member's plan account through the plan provider;
 - Members pay no additional fees for the service;
 - For members who desire guaranteed lifetime payments, an account balance is maintained for an optional out-of-plan annuity purchase;
 - an in-plan annuity need not be included in a plan's investment lineup for a plan sponsor to offer Income+ services to its participants;
 - Financial Engines may provide general educational information regarding an out-of-plan annuity purchase, but does not sell or distribute annuities, and does not receive any compensation related to out-of-plan annuity purchases; and
 - Income+ availability is subject to establishment of certain data connectivity between Financial Engines and the applicable plan provider, and subject to applicable retirement plan provisions related to plan withdrawals.

Membership in Professional Management

Professional Management is generally made available to plan participants in a defined contribution plan by written agreement between FEA and the plan or plan sponsor. That agreement will specify the method(s) of enrollment into Professional Management for eligible plan participants, which may include:

- an "opt-in" method of enrollment where a retirement plan participant actively elects to enroll in the Program;
- an "opt-out" method of enrollment where eligible plan participants are automatically enrolled in Professional Management in accordance with plan or plan sponsor specifications, with the ability to withdraw at any time without penalty (with this type of enrollment, Professional Management may be designated as a qualified default investment alternative or QDIA); or
- some combination of both methods, as determined by the plan or plan sponsor and as agreed to by Financial Engines.

Plan participants who become members in Professional Management grant FEA discretionary authority to determine an allocation target for the plan account. This discretionary authority allows FEA to allocate the member's plan account among the menu of investment alternatives that have been selected by the plan or plan sponsor, excluding any brokerage window option, if applicable, or other plan restricted investments.

In order to provide Professional Management, the plan provider provides information about each plan participant and the plan account to FEA. Professional Management members may provide additional information to FEA concerning investment preferences, risk preference, assets held outside the plan and desired retirement age. FEA may take into consideration a member's holdings outside the retirement plan in the following types of investments, in determining the allocation target: stocks or ADRs traded on the major US exchanges, exchange-traded mutual funds, and certain cash holdings. FEA may also take into consideration the following types of investments in its portfolio forecasting analysis: certificates of deposit, closed-end funds, variable annuities, stocks trading on foreign exchanges, bonds (including municipal securities, corporate debt securities and Treasury securities), warrants, options, and futures.

FEA determines an investment strategy and an allocation target based on the member's current age, an assumption about the retirement age, the available investments for the account, assumption about risk tolerance, and any additional information provided by the member. Due to the statistical nature of FEA's process, a number of potential portfolios will satisfy the criteria for an appropriate investment strategy.

During the period following enrollment, FEA determines how to transition the account towards the allocation target and directs the plan provider how to allocate the account, which may include transfer or exchange directions, and how to direct new contributions to the account. FEA does not give account directions relating to plan restricted investments.

As part of membership in Professional Management, members authorize FEA to direct the plan provider to execute transactions to achieve the allocation target for the account without prior approval of each transaction.

IV. Related Services

FEA also provides other investment-related services including investment guidance and education. FEA and FEI may provide investment guidance and education services to retirement plan participants pursuant to contracts with plan sponsors or plan providers. These services are typically separate from the investment advisory services that FEA may also provide to the same plan participants. In limited circumstances, FEA also provides allocation information that enables a plan sponsor to determine the composition of preconfigured portfolios comprised of investment options from the applicable plan investment line-up; typically to provide a single investment vehicle for the retirement plan participant to select.

FEA may also provide its advisory services outside of the workplace through individual retirement and other accounts. Such services may include advice and/or management on assets held in individual retirement accounts that can include management to draw down income from such accounts; and/or as part of other retirement income planning services that consider and assess multiple sources of retirement income, including Social Security. Such services are provided based upon the application of Financial Engines' investment methodology described in Item 8 herein, and in accordance with an advisory agreement entered into between FEA and the individual investor. Provision of the services is subject to the fees and requirements of third-party custodial or other platforms that offer and maintain such accounts.

V. Sub-advisory Services

In addition to providing investment advisory and related services directly to clients under arrangements with employer-sponsored plans and plan sponsors, FEA also has arrangements with financial institutions to provide similar services on a sub-advisory basis. FEA or FEI may license certain technology and software and provide other services to financial services firms to enable those firms to provide investment advisory and related services. For example, FEA and FEI may develop and host customized or private-labeled websites to enable a financial institution to make investment advisory and related services available to that institution's clients. Depending on the particular arrangement with the financial institution, FEA may act as sub-advisor to the financial institution, or FEA or FEI may act as a technology vendor and the financial institution will be responsible for making investment recommendations to its clients.

Amount of discretionary and non-discretionary client assets that FEA manages

As of December 31, 2011, FEA managed approximately \$47.5 billion assets on a discretionary basis through Professional Management. Because Online Advice does not constitute continuous and regular supervisory management, FEA did not manage any assets on a non-discretionary basis as of December 31, 2011.

ITEM 5 FEES AND COMPENSATION

Online Advice Fees

FEA's arrangements with a plan or plan sponsor to provide Online Advice to plan participants generally provide for FEA's fees to be paid by the plan, the plan sponsor or plan provider. Such fees range up to \$35 per eligible plan participant per year, depending on the services provided; however, FEA and the plan, the plan sponsor, or the plan provider may negotiate a different fee schedule based on other factors, including but not limited to, the amount of aggregate assets in the plan or the assets in client accounts, or a flat annual or other periodic fee. Payment schedules and the ability to obtain refunds for prepaid but unearned fees are a part of FEA's agreement with the plan sponsor or plan provider.

For individual investors who subscribe to Online Advice directly from FEA, retail clients, fees range from \$39.95 per quarter or \$149.95 per year to \$300 per year, depending on the services provided, payable in advance by credit card. A detailed fee schedule and procedures for obtaining a refund for prepaid but unearned fees or canceling a subscription before its expiration date are available on FEA's website or by contacting FEA's Investor Support at 1-888-443-8577. The fee schedule is subject to change and FEA may offer certain retail clients discounted fees or other promotional pricing.

Neither FEA nor its supervised persons sell investments and do not receive commissions or compensation for the recommendations FEA makes in connection with Online Advice.

Professional Management Fees

Members enrolled in Professional Management pay FEA fees based on a percentage of the managed assets in their plan account or accounts (up to 0.60%, generally declining for account balances greater than \$100,000). Professional Management members generally pay quarterly, in arrears, based on average assets under management at the end of each calendar month for the applicable quarter. Fees are deducted directly from member accounts. FEA does not bill members and does not deduct the fees from members' take-home pay. Alternatively, the plan sponsor may pay such fees in whole or in part.

The Professional Management fee schedule is subject to change and FEA may offer certain clients discounted fees or other promotional pricing. Fee schedules may vary depending on the method of enrollment used for Professional Management.

Neither FEA nor its supervised persons sell investments and do not receive commissions or compensation for the investment decisions FEA makes about the specific investment alternatives available within a member's plan.

Sub-advisory Fees

FEA may indirectly offer advisory services to customers or potential customers of certain financial institutions by arrangements with the financial institutions (for example, in connection with sub-advisory services as described above). FEA generally receives sub-advisory fees from financial institutions which are paid from customers' investment advisory fees. The amount of the fee is subject to negotiation between FEA and the financial institution and may be calculated based on the number of customers or potential customers eligible to receive FEA's services, the amount of assets in accounts of customers receiving FEA's services, flat annual or other periodic fees, or on another basis.

Other Fees

FEA or FEI may charge certain retirement plans, plan sponsors, plan providers, financial institutions or others one-time or regular licensing, set-up, integration or development fees in connection with the provision of FEA's or FEI's services. For example, certain retirement plans, plan sponsors or plan providers may pay fees relating to the modeling of specific plan or investment characteristics and certain institutions may pay fees relating to the development or maintenance of software or other technology used in providing the services. FEA or FEI may charge additional fees for technical or maintenance services, including telephone or e-mail support, investment guidance and education, subject to negotiation based upon the nature and extent of the services.

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

FEA does not charge any performance-based fees, that is, fees based on: a share of the capital gains or capital appreciation of the assets in a participant's plan; investment performance; or other incentive arrangements. FEA charges fees, including fees for Online Advice and Professional Management, solely as described in Item 5 above. FEA does not compensate its supervised persons with performance-based fees.

As a result, FEA does not have any conflicts of interest that might arise from charging fees calculated on varying bases for various client accounts.

ITEM 7 TYPES OF CLIENTS

FEA primarily offers its services, including investment advice, investment management, guidance and investment education, to participants in employer-sponsored defined contribution plans. Retail clients also may subscribe to Online Advice directly from FEA.

Generally, for processing purposes, FEA requires participants to have and maintain a nominal account balance prior to FEA's initiation of transactions in, and ongoing servicing of, the account. Certain plan sponsor "insiders", as defined under applicable regulations and non-U.S. participants may not be eligible for FEA's Professional Management program.

Methodology Overview

FEA employs its own proprietary advice methodology to provide its investment advisory and related management services. The analyses and recommendations generated by FEA's advice methodology are based on an assessment of risk, correlations and expected returns for more than 32,000 securities (e.g., stocks, mutual funds, commingled trusts and separate accounts). Such assessment for certain private or non-public securities may be based on the use of a reasonable proxy. The methodology is designed to provide personalized and diversified investment recommendations that take into consideration time to retirement, risk tolerance, outside assets and other personal circumstances. **FEA's methodology employs market consensus expectations on key economic and market indicators, and does not engage in market timing.**

Forecasting

FEA employs its advice methodology to generate the forecasts as described above in the descriptions of FEA's advisory services. A forecast is an estimate of the chance of reaching the client's retirement goals or may also be presented as a range of potential future values of an account at retirement. The forecast is generated using specified assumptions and/or inputs specific to the client, including, but not limited to:

- Current account balance(s);
- Current savings or contribution rate;
- Time horizon (i.e., years until retirement); and
- Investment goal (e.g., desired account balance at end of time horizon).

In order to generate forecasts, FEA's advice methodology employs sophisticated Monte Carlo simulations which are hypothetical economic scenarios based upon analyses of historical and current returns, market volatility, cross-correlations and other factors. FEA's methodology creates thousands of hypothetical future economic scenarios to evaluate how a client's portfolio might perform under a variety of circumstances, including changing interest rates, dividend yields, inflation and market conditions. The forecast is a percentage figure representing the number of scenarios in which the balance of the client's portfolio would be sufficient to meet or exceed the goal at the end of the time horizon. A forecast may also represent a range of the potential future values of the account at the end of the time horizon. In addition, the simulation methodology provides a measure of short-term risk, estimating the percentage loss possible for the portfolio based on a 1-in-20 market downturn scenario.

If applicable, clients using Online Advice may also receive a forecast of the potential future value of the client's company stock options within a designated time horizon. Online Advice can also include information about the client's company stock options in the client's financial goal forecast(s).

Forecasts are reasonable estimates based upon assumptions and information supplied by (or on behalf of) a client. Forecasts are generated using forward-looking models of the economy and securities markets, which may incorporate such data as historical returns, historical correlations, expected growth rates and calculated risk premiums. Past performance is not an accurate predictor of the future, and reliance on historical and current data necessarily involves certain inherent limitations.

IMPORTANT: The forecasts or other information generated by FEA regarding the likelihood of various investment outcomes are hypothetical in nature, do not reflect actual investment results and are not guarantees of future results.

The main sources of information used by FEA to generate forecasts include returns data for mutual funds, individual securities, and broad asset categories (e.g., large-capitalization U.S. equity returns, money market returns, foreign equity returns, etc.), security-specific information such as mutual fund expense ratios, as well as current market data and information that can be derived from these sources.

FEA utilizes recognized and independent pricing services for timely valuation information for advisory client securities. Whenever valuation information for specific, illiquid, foreign, private or other investments is not available through pricing services, FEA will obtain price information from at least one independent source, whether it is a broker/dealer, bank, plan sponsor, plan provider or other source. Securities for which ready valuation information is not available from an independent source will be reviewed and priced in good faith to reflect the security's fair and current market value. FEA conducts periodic reviews of valuation information to identify incorrect, stale or mispriced securities. Pricing errors will be resolved as promptly as possible. FEA monitors certain SEC filings for selected securities with regulatory or corporate action events that might influence estimates of expected returns or volatilities.

Application of Methodology

FEA also employs its advice platform to determine the recommended portfolio allocations in connection with the provision of its investment advisory and related services as described above. FEA's advice platform analyzes the client's current holdings and the choices available for investment within the client's account, including for each investment alternative:

- exposure to various asset classes;
- expenses;
- manager performance;
- risk; and
- tax-efficiency.

FEA utilizes proprietary software in its investment advisory service platform, including software for which patents have been obtained and other patents are pending, to analyze historical and current returns, market volatility, cross-correlations and other factors to develop individualized recommendations as to the allocation of assets within individual retirement plans and other investment accounts. The software employs returns-based style analysis, optimization, and Monte Carlo simulation, among other techniques, to develop individualized recommendations.

The advice platform generates a recommended portfolio allocation that is generally designed to maximize the opportunity for potential future value in light of the client's risk level. **Due to the statistical nature of FEA's process, a number of potential portfolios will satisfy its criteria for an appropriate investment strategy and allocation.**

The universe of available investment alternatives may be designated by the plan sponsor or other plan fiduciary (in the case of a defined contribution plan account), by a financial institution, or by the client. Investments or securities not available in such defined universes may have characteristics similar or superior to those available investment alternatives being analyzed. FEA has no authority or responsibility to select the universe of investment alternatives available for client accounts, nor does FEA have the authority or responsibility to monitor investment choices for the continued appropriateness for inclusion in the universe, or to monitor the adequacy of the universe as a whole.

Recommendations regarding classes of securities derive from forward-looking models of the economy and securities markets that may utilize such data as historical returns, historical correlations, expected returns and estimated risk premiums.

Although FEA may recommend trading or short-term purchases depending on market conditions, changes in individual preferences and other criteria, it is generally anticipated that the dominant mode of advice will recommend long-term purchases.

Consistent with its fiduciary duties, FEA's policy is to exercise high levels of care and prudence in making and implementing investment decisions for client accounts. FEA typically employs validation tests and operational, oversight and quality control procedures. However, **FEA relies on a significant amount of data from multiple sources and cannot guarantee that all relevant data is free from error. Certain data is regularly presented to program members who are responsible for informing FEA of any inaccuracies in a timely way.**

IMPORTANT: Investing in securities involves risk of loss that clients should be prepared to bear.

ITEM 9 DISCIPLINARY INFORMATION

None of FEA, any of its management persons or FEI has been involved in a legal or disciplinary event within the last ten years that is deemed material to an existing client or prospect's evaluation of FEA's advisory business or the integrity of FEA's management.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither FEA nor any of its management persons are a registered broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or a registered representative of these entities, nor do they have any applications pending to register as such entities or as representatives of the same.

FEA may reimburse or compensate certain plan providers for maintaining secure communications links between the plan provider's information systems and FEA's systems for the purpose of facilitating the provision of FEA's services to FEA's clients who are plan participants. If applicable, FEA also may reimburse or compensate certain plan providers for coordinating FEA's activities with certain plan sponsors with whom the plan provider has a service agreement, who may be interested in providing FEA's services to participants. The amount of the reimbursement is generally a percentage of the advisory fees FEA receives in connection with the provision of advisory services to clients using the communications links and may vary among plan providers based upon, without limitation, respective roles and responsibilities among the parties and systems' capabilities and/or constraints. **The connectivity arrangement and the communications link between a plan provider and FEA do not constitute an endorsement, sponsorship or solicitation by the plan provider of FEA or its services.** Plan participant clients receiving FEA's advisory services pursuant to such an arrangement with a plan provider will not be charged any additional fee for the data connectivity arrangement.

In addition to its investment advisory business, FEA may offer technical computer and software set-up and support services on a fee basis that is not deemed to be investment advice. FEA may also provide education and other investment-related services that are separate from its investment advisory services. FEA's time spent in these is incidental to its investment advisory business.

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

FEA has adopted a Code of Ethics (the "Code") pursuant to Rule 204A-1 of the Investment Advisers Act of 1940. The Code establishes and reinforces a standard of business conduct that is expected of persons associated with FEA and provides specific guidance related to avoiding actual or apparent conflicts of interest. The Code emphasizes certain governing principles FEA personnel should always be mindful of in the course of their work for FEA, including **the duty at**

all times to place the interests of FEA clients first, the protection of material non-public information and the obligation to report violations. In addition, persons designated as Access Persons under the Code are subject to additional, specific requirements with respect to their personal securities transactions, including the disclosure of all securities holdings on an annual basis, certain reporting on a transactional and quarterly basis and prior approval of transactions for certain designated securities and offerings.

FEA maintains procedures for distribution and acknowledgement of the Code to all FEA personnel and provides education on its content and requirements. Upon request, FEA will provide a copy of the Code to clients and prospective clients. To request a copy of the Code, please call 1-800-601-5957, or write to FEA at 1804 Embarcadero Road, Palo Alto, CA, 94303, Attention: Investor Support.

FEA, its officers and employees may purchase securities for their own accounts which may, in certain instances, be the same securities as those recommended to clients, such as shares of the same mutual fund. In the course of providing its advisory services, FEA does not select the investment alternatives available to clients within their plans or publish any recommended list of securities.

Also, from time to time, FEA may provide investment recommendations with respect to mutual funds which hold the equity securities of FEI, FEA's parent company. In providing its services, FEA does not give consideration to whether or not a fund has exposure to FEI's equity securities and any modeling of such funds or equity securities will be in accordance with FEA's standard methodology of modeling individual securities.

ITEM 12 BROKERAGE PRACTICES

Research and Other Soft Dollar Benefits

As a policy and practice, FEA does not have any arrangements to utilize research, research-related products and other services obtained from broker-dealers or third parties on a soft-dollar commission basis.

Directed Brokerage

FEA does not have the authority to select, and does not recommend, broker-dealers to effect trades or determine commissions paid and is not responsible for obtaining or monitoring best execution. In addition, FEA does not enter into directed brokerage arrangements with clients, engage in agency cross transactions or make any principal trades for advisory clients.

ITEM 13 REVIEW OF ACCOUNTS

Online Advice

FEA's Online Advice service allows FEA clients to review their accounts as frequently as they choose. Also, Online Advice clients have the ability to generate their own reports as frequently as they choose. **It is the responsibility of FEA clients to review and update their accounts in Online Advice to adjust for changes in the investments they own. FEA clients should also review and update their accounts should significant changes occur in their personal circumstances.** FEA may from time to time provide e-mail notifications to clients who elect to receive such messages, concerning changes in the value of the clients' investments or chances of reaching the clients' goals.

Professional Management

For clients enrolled in Professional Management, FEA generally conducts account reviews quarterly. The account review process begins with an automated analysis of the account which generates a retirement plan and proposed adjustments, if applicable, to the allocation target. FEA's Portfolio Management team compares the proposed allocation target with the current portfolio and previous activity to detect variances in certain factors (such as turnover and concentrations). Variances outside of predetermined tolerances may prompt additional review and adjustments by the Portfolio Management team. Additional review may also be triggered by market events or information provided by members related to assets held in outside accounts that may impact the management of the plan account(s). FEA's Portfolio Management team conducts these reviews under the supervision of FEA's Investment Committee.

Participants enrolled in the program will receive printed or electronic quarterly Retirement Updates which generally include information concerning account holdings and balances.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

FEA offers Online Advice to plan participants in certain retirement plans by arrangement with the plan, plan sponsor or plan provider. Certain of these arrangements provide for FEA's fees to be paid by the plan, the plan sponsor or the plan provider. The amount of the fee is subject to negotiation with the plan sponsor or plan provider and may be calculated based on the number of individuals eligible to participate in the plan, the amount of aggregate assets in the plan or assets in client accounts, or a flat annual or other periodic fee.

FEA may compensate third party solicitors or employees for referrals of prospective clients to FEA. Such arrangements will be established and implemented in compliance with Rule 206(4)-3 of the Advisers Act.

ITEM 15 CUSTODY

FEA does not maintain either possession or custody of client assets.

ITEM 16 INVESTMENT DISCRETION

FEA accepts investment discretionary authority to manage retirement plan accounts on behalf of clients who enroll in Professional Management. Such discretionary authority does not extend to any investment advice provided on outside accounts. A participant's acceptance of the Professional Management Terms and Conditions grants FEA discretionary authority over the participant's account. Members may provide additional information to FEA concerning:

- investment preferences;
- risk tolerance;
- assets held outside the plan; and
- desired retirement age.

In addition, members may communicate to FEA a desired allocation up to a maximum of 20% to the stock of the plan sponsor that may be held in the account, if applicable.

Consistent with its fiduciary duties, FEA's policy is to exercise high levels of care and prudence in making and implementing investment decisions for client accounts. FEA typically employs validation tests and operational, oversight, and quality control procedures. However, FEA relies on a significant amount of data from multiple sources and cannot guarantee that all relevant data

is free from error. **Certain data is regularly presented to Professional Management members who are responsible for timely informing FEA of any inaccuracies.**

Under FEA's policy addressing Professional Management program trade errors, a trade error is defined as:

- an error caused by FEA in trade generation or transmission which results in incorrect transaction execution;
- certain erroneous enrollment or unenrollment actions; or
- a transaction where the resulting portfolio violates FEA's investment policy, prudence and suitability requirements or certain member preferences (e.g., an inappropriate portfolio);

each to the extent directly attributable to FEA's failure to exercise reasonable care.

To the extent that trade errors occur, FEA's policy is to promptly investigate and correct such errors without disadvantaging its clients, seeking a fair and appropriate resolution, taking into account the surrounding facts and circumstances. FEA has adopted trade error resolution guidelines to direct the resolution of such errors, based on an assessment using then current system codes, parameters and data.

Under the guidelines, generally, Financial Engines will determine whether a portfolio resulting from a trade error is inappropriate by reviewing: (a) the difference between the expected annual returns of the member's actual portfolio and the portfolio target; (b) the absolute difference in expected standard deviation of the member's actual portfolio and the portfolio target, for the purpose of assessing portfolio risk; and (c) whether the trade error is due to a stated preference for company stock holdings not being respected. For members within the transition period, whether a portfolio is inappropriate is determined by reference to the risk levels of the member's initial portfolio and portfolio target risk level.

Where it is determined that FEA caused a trade error, as defined above, the member will be reimbursed by FEA for losses directly attributable to FEA's error, if not de minimis (less than or equal to \$25), and to the extent disadvantaged by an inappropriate portfolio. In determining the extent disadvantaged and the reimbursement amount, Financial Engines generally will determine a reasonable reference portfolio that reflects the correction of conditions leading to the trade error, and compare the returns of that reference portfolio to the estimated returns of the member's actual or portfolio target reflecting the trade error. FEA will correct other errors on a prospective basis.

ITEM 17 VOTING CLIENT SECURITIES

FEA does not have responsibility for voting proxies relating to securities held in Professional Management members' accounts. Program members will receive any proxies or other solicitations directly from their provider. FEA does not have the legal authority or any responsibility for initiating, taking, advising on, or responding to any action with respect to potential or existing class action litigation, bankruptcy or any other proceeding involving any security held in members' accounts.

ITEM 18 FINANCIAL INFORMATION

FEA has discretionary authority of client securities for Professional Management members. FEA does not have discretionary authority of client funds nor does it require or solicit prepayment of more than \$1,200 in fees from clients six (6) months or more in advance.

FEA does not believe that its financial condition would reasonably be likely to impair its ability to meet its contractual commitments to its clients.

Financial Engines Advisors L.L.C.
1804 Embarcadero Road, Suite 100
Palo Alto, California 94303
(Anticipated to change Q3 2012 to:
1050 Enterprise Way, 3rd Floor
Sunnyvale, California 94089)

Chief Compliance Officer: Debra Babbitt
www.financialengines.com

March 30, 2012

Part 2B of Form ADV: Brochure Supplement

This Brochure Supplement provides information about the Financial Engines Advisors L.L.C. Investment Committee that supplements the Financial Engines Advisors L.L.C. Brochure. You should have received a copy of that Brochure. If you have any questions about the contents of this Brochure Supplement, please contact us at 1-800-601-5957. The information in this Brochure Supplement has not been approved or verified by the SEC or by any state securities authority.

Additional information about Financial Engines Advisors L.L.C. is also available on the SEC's website at www.adviserinfo.sec.gov.



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ITEM 2**EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE**

The Investment Committee at Financial Engines Advisors L.L.C. (FEA) has overall responsibility for the oversight of advisory and investment management services, including the application of Financial Engines' proprietary investment methodology that generates its advice recommendations and portfolio management. The Committee meets regularly (typically weekly) to review and approve methodology and parameter updates, investment policies, new service and participant communications designs, and ongoing monitoring of member portfolio allocations. The Committee is comprised exclusively of Financial Engines employees with a broad range of experience and expertise. Most members of the Committee have long tenure with Financial Engines and the majority has been integrally involved in the development of the advisory platform for many years.

FEA's Investment Committee:**Christopher L. Jones (1967), Chairman**

A.B. Economics, Stanford University;
M.S. Engineering – Economic Systems, Stanford University;
M.S. Business Technology, Stanford University
Mr. Jones is an Executive Vice President and Chief Investment Officer

Garry W. Hallee (1961)

B.S. Electrical Engineering, Stanford University;
M.S. Electrical Engineering, Stanford University
Mr. Hallee is Executive Vice President of Technology and Service Delivery

William W. Hoskins (1958)

B.S. Physics, University of California, Berkeley;
M.S. Geophysics, Stanford University;
M.B.A., University of Chicago;
Ph.D. Financial Economics, University of Chicago
Dr. Hoskins is Vice President of Portfolio Management (appointment to FEA's Investment Committee effective May 2012);
Previously, Dr. Hoskins was Senior Director for longevity risk modeling at Risk Management Solutions; and Managing Director of Fixed Income Research at Mellon Capital Management.

Wei-Yin Hu (1967)

A.B. Economics, Stanford University;
Ph.D. Economics, Stanford University
Mr. Hu is Director of Financial Research

Jason S. Scott (1967)

B.S. Economics, Texas A&M University;
Ph.D. Economics, Stanford University
Mr. Scott is a Vice President, Financial Research, and Managing Director of the Retiree Research Center

Gregory D. Stein (1970)

A.B. Economics, Stanford University;

A.M. Economics, Stanford University

Mr. Stein is Director of Financial Quality Assurance and Financial Technology

Robert L. Young (1966)

A.B. Economics, Georgetown University;

M.B.A., Stanford Graduate School of Business

Mr. Young is Director of Investments Group

ITEMS 3, 4 & 5**DISCIPLINARY INFORMATION, OTHER BUSINESS ACTIVITIES,
ADDITIONAL COMPENSATION**

There is no disciplinary information, other business activities or additional compensation to report for each of the above persons.

ITEM 6**SUPERVISION**

The Investment Committee at FEA has overall responsibility for the oversight of advisory and investment management services, including the application of Financial Engines' proprietary investment methodology that generates its advice recommendations and portfolio management.