

FORM ADV Part 2A – Appendix 1

Wrap Fee Program Brochure as of August 15, 2012

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This wrap fee program brochure provides information about the qualifications and business practices of AXA Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (212) 554-1234. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

AXA Advisors is registered as an investment adviser with the SEC. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications investment advisers provide to you, including through brochures such as this one, provide you with important information you should use to determine whether to hire or retain an investment adviser.

Additional information about AXA Advisors is available on the SEC’s website at www.adviserinfo.sec.gov.



Summary of Material Changes

This is the initial filing of AXA Advisors Form ADV Part 2A Appendix 1 wrap fee program Brochure. In the future, the Summary of Material Changes will discuss only specific material changes that are made to this brochure (the “Brochure”) and provide Clients with a summary of such changes. This Brochure also constitutes the disclosure required to be provided to plan sponsors under Department of Labor (“DOL”) Rule 408(b)(2).

A current copy of the Brochure may be requested at any time by contacting us at (212) 554-1234. We may provide additional ongoing disclosure information about material changes to you, including a revised Brochure, as necessary based on material changes or new information related to us. Any such information will be provided to you free of charge.

Additional information about AXA Advisors is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with AXA Advisors who are registered, or are required to be registered, as investment adviser representatives of AXA Advisors.

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Services, Fees and Compensation

AXA Advisors, LLC, is a Delaware limited liability company that was incorporated in July 1999 and is an indirect subsidiary of AXA Financial. AXA Advisors is registered with the SEC as an investment advisor. AXA Financial is a member of the global AXA Group, a world-wide leader in financial protection and wealth management.

AXA Advisors, LLC ("AXA Advisors") offers various types of advisory services and programs, including wrap fee programs, mutual fund asset allocation programs, advisory programs offered by third party investment advisor firms, financial planning services, and retirement plan consulting. This Brochure provides a description of the advisory services offered by AXA Advisors on custodial platforms other than our primary clearing broker-dealer (LPL Financial). For more information about AXA Advisors' other advisory services and programs, please refer to AXA Advisors' Form ADV Part 2A.

The alternative custodial platforms provide clients the ability to invest in a professionally-managed open architecture investment advisory account (the "Services"). AXA Advisors provides investment supervisory and management services through clearing arrangements with broker/dealers to hold and value account owner's securities. AXA Advisors will not act as a custodian or broker/dealer for any account and utilizes the custodian and brokerage services of companies such as, but not limited to, TD Ameritrade and Charles Schwab (collectively "Broker/Dealer" or "Broker/Dealers"), for the custody of all account owner's funds and securities and execution of transactions. Broker/Dealers shall be registered FINRA/SIPC members.

Prior to establishing an AXA Advisors account on one of the alternative custodial platforms ("Account" or "Account(s)"), you should carefully review this client disclosure Brochure. The Accounts are AXA Advisors investment advisory accounts for which you will pay an annual asset-based fee for the Services and, among other things, custody of your assets and the execution of transactions in a brokerage account with the Broker-Dealer(s) ("Wrap Fee"). Inasmuch as AXA Advisors will pay to Broker-Dealer the transaction/executions costs associated with equities transactions in your Account a potential disincentive to trade securities may be presented due to such costs.

The Services provided to clients include professional management of portfolios of securities ("Portfolios") (which may include stocks, bonds, no-load and load-waived mutual funds, exchange-traded funds ("ETFs"), unit investment trusts ("UITs"), and alternative investments) available on the Broker/Dealer platform and approved by AXA Advisors. You may authorize AXA Advisors through your Financial Professional to purchase and sell securities according to your investment objectives on a discretionary basis. You shall instruct AXA Advisors to direct trades and custody services in the Account to the Broker/Dealer you select.

Your Financial Professional shall compile pertinent personal and financial data in determining the suitability of the Services for you, and assist you in setting appropriate investment objectives for your Account(s). Your Financial Professional will initiate the steps necessary to open an Account and assist you in selecting the investment strategy, based on your investment needs and objectives, investment time horizon, tax considerations, risk tolerance and other pertinent factors.

The platform and Services are designed to comply with Rule 3a-4 under the Investment Company Act of 1940. Each Account is managed on the basis of your financial situation and stated investment objectives, in accordance with reasonable investment restrictions imposed by

you on the management of the assets in the Account. In addition, your Financial Professional shall conduct an annual review of the Account(s) with you. Your Financial Professional shall also confirm quarterly the accuracy of your personal and financial information. Your Financial Professional shall implement any changes you request to your investment objectives as a result of changes in personal or financial circumstances. Therefore, we ask that you keep your Financial Professional fully informed of any changes in your personal and financial information in order for us to manage your Account(s) appropriately.

You may, at your option, delegate to the Financial Professional all of your powers with regard to the investment and reinvestment of your Account assets and appoint your Financial Professional as your attorney and agent in fact with full authority to buy, sell, or otherwise effect investment transactions involving your assets in the Account. While AXA Advisors, through its Financial Professional, may be granted discretionary authority by you over transactions that occur in your Accounts, AXA Advisors and your Financial Professional have no authority to direct withdrawals out of your Account. You may make deposits to the Account at any time and may make withdrawals on notice to your Financial Professional; provided, however, that in the event your withdrawals cause the Account value to fall below a level where AXA Advisors, in its sole discretion, determines the Account is not suitable for you, the investment advisory agreement between you and AXA Advisors may be subject to immediate termination. Cash awaiting investment may be placed in money market funds that pay shareholder servicing and/or distribution fees. AXA Advisors, your Financial Professional and/or Broker/Dealer may receive all or a portion of such fees from the funds, which will be additional compensation to them.

AXA Advisors provides you with a range of investment advisory services including:

- Research and/or due diligence regarding the Financial Professional providing discretionary or non-discretionary advisory services
- Financial Professional assistance in defining the parameters that will form the basis for the management of your Account, including your financial and risk profile information and investment objectives;
- Recommendation and implementation of an investment strategy
- Management of the Account
- Review of your Account(s) to ensure adherence to the investment objectives;
- Paper and/or electronic reporting of your Account(s) performance on a quarterly basis; and
- Provision of custody, trade execution, and confirmation and statement generation, through the custodian.
- Year-end tax information

AXA Advisors and its Financial Professionals do not provide legal, accounting or tax advice or services. We recommend that the client's lawyer and accountant be consulted in connection with the asset management services provided.

Custodial and Brokerage Services

TD Ameritrade Institutional

AXA Advisors participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC/NFA.

TD Ameritrade is an independent [and unaffiliated] SEC-registered broker-dealer. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. AXA Advisors receives some benefits from TD Ameritrade through its participation in the program.

AXA Advisors may recommend TD Ameritrade to you for custody and brokerage services. There is no direct link between AXA Advisors' participation in the TD Ameritrade program and the investment advice it gives to its clients, although AXA Advisors receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving AXA Advisors ; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client Accounts); the ability to have advisory fees deducted directly from client Accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to AXA Advisors by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by AXA Advisors' related persons. Some of the products and services made available by TD Ameritrade through the program may benefit AXA Advisors but may not benefit its client Accounts. These products or services may assist AXA Advisors in managing and administering client Accounts, including Accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help AXA Advisors manage and further develop its business enterprise. The benefits received by AXA Advisors or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, AXA Advisors endeavors at all time to put your interests first. You should be aware, however, that the receipt of economic benefits by AXA Advisors or its related persons in and of itself creates a potential conflict of interest and may indirectly influence AXA Advisors' choice of TD Ameritrade for custody and brokerage services.

While not currently receiving such economic benefits, AXA Advisors may in the future enter into an agreement with TD Ameritrade whereby AXA Advisors shall receive from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. TD Ameritrade may provide the Additional Services to AXA in its sole discretion and at its own expense, and AXA Advisors shall not pay any fees to TD Ameritrade for the Additional Services. AXA Advisors and TD Ameritrade shall enter into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

AXA Advisors' prospective receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to AXA Advisors, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, AXA Advisors' client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with AXA Advisors, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, AXA Advisors may have an incentive to recommend to its clients that the assets under management by AXA Advisors be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. AXA Advisors' receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including to seek

best execution of trades for client accounts

Charles Schwab & Co., Inc.

AXA Advisors may recommend that you establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of your assets and to effect trades for your Accounts. Although AXA Advisors may recommend that you establish accounts at Schwab, it is your decision to custody assets with Schwab. AXA Advisors is independently owned and operated and not affiliated with Schwab.

Schwab provides AXA Advisors with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. These services **are not** contingent upon AXA Advisors committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For your accounts maintained in Schwab's custody, Schwab generally does not charge separately for custody services but is compensated by AXA Advisors through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Advisor Services also makes available to AXA Advisors other products and services that benefit AXA Advisors but may not directly benefit your Account(s). Many of these products and services may be used to service all or some substantial number of AXA Advisors accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist AXA Advisors in managing and administering your Accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of AXA Advisors fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help AXA Advisors manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to AXA Advisors. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to AXA Advisors. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of AXA Advisors personnel. In evaluating whether to recommend or require that you custody your assets at Schwab, AXA Advisors may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and

not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

What Clients Should Know About Advisory Accounts

Before choosing an AXA Advisors Wrap Fee Account, you should consider among other things the costs and potential benefits of a managed account, your investment objectives, and the types of investments you hold and intend to purchase. Each Account is an asset-based relationship, which means that the annual Wrap Fee you pay for your Account is based on the value of your Account and as such will increase if the asset value of your Account increases, and vice versa. The asset-based Wrap Fee is assessed quarterly and is in lieu of commissions, such as transaction based charges or mutual fund sales charges. The Wrap Fee that you pay for an Account may be more or less than if you were to purchase the investment advisory services and the investment products separately. Your level of intended trading activity and the costs and expenses associated with an investment product, among other things, should be considered when determining whether an asset based Wrap Fee Account is appropriate for you. Consider, among other things, the:

- Amount you will pay in Wrap Fees;
- Total cost of purchasing any underlying securities, products and services outside of a managed account;
- Amount of trading activity anticipated in your Account;
- Custodial services being provided;
- Size of your Account;
- Your ability to independently select and retain professional asset management services;
- Value of services provided by your Financial Professional (i.e. advice, performance reporting, discretionary services (if elected));
- Value of the periodic Account reviews; and
- Terms and conditions of the Client Agreement.

The Wrap Fee you pay for an Account is negotiated between you and your Financial Professional. Because the fee is negotiable, client Wrap Fee may vary. Any fees you pay may reduce the overall value and net performance of your Account.

Platform Fees

You pay an annual Wrap Fee based on a percentage of your Account value that will generally range from 0.50% to 3.00%. Financial Professionals generally receive 50 – 90% of advisory fees received by AXA Advisors. The Account fee is customarily negotiable (in whole or in part) and is usually payable quarterly in advance or arrears calculated according to the market value of the Account, including cash and cash equivalents, and accrued income, as of the close of business on the last day of the preceding quarter. Generally, fees are deducted directly from client Accounts. In a few cases, you are able to elect to be billed the Wrap Fee on an annual basis.

The compensation received by your Financial Professional may be more or less than the compensation the Financial Professional would have received if you had participated in other programs or paid separately for advice, brokerage, and other services. Your Financial Professional may therefore have a financial incentive to recommend these Services over other programs or services.

In general, compensation payable to AXA Advisors in connection with the sale of investment products and services are comparable to those charged by other full service firms for the same products and services. In some cases, similar products or services may be available from other sources at a lower fee (which may have the effect of lowering the cost to the customer and/or increasing the return on the product). Often, but not always, firms that offer such products and services (which include, among others, discount brokers and direct marketers) do not provide the same level of personalized advice and/or service as AXA Advisors seeks to provide.

The Wrap Fee for the advisory, custodial and brokerage Services does not cover certain charges associated with securities transactions in your Account(s), including: (i) the fees and expenses imposed by UITs, ETFs, and alternative investments (such as operating expenses, management fees, redemption fees and other fees and expenses as stated in the products prospectus or offering document); (ii) brokerage commissions or other charges imposed by broker/dealers or entities other than the custodian if and when trades are cleared by another broker/dealer; (iii) the charge to carry tax lot information on transferred mutual funds or other pooled funds, postage and handling charges, returned check charges, transfer taxes; stock exchange fees or other fees mandated by law, and (iv) any brokerage commissions or other charges, including contingent deferred sales charges, imposed upon the liquidation of “in-kind assets” that are transferred into your Account. You may incur redemption fees when you or your Financial Professional determines to sell shares of a security before the expiration of the security’s minimum holding period. Depending on the length of the holding period, the particular investment strategy and/or market circumstances, you and your Financial Professional may be able to minimize redemption fees when it is reasonable to allow you to remain invested in a security until expiration of the minimum holding period.

You also may be charged for specific account services, such as ACAT transfers, electronic fund and wire transfer charges, and for other optional services that you elect. Similarly, the Wrap Fee does not cover certain non-brokerage-related fees such as individual retirement account trustee or custodian fees.

Account Requirements and Types of Clients

The minimum account size is \$25,000. At our discretion, we may make exceptions to the Account minimum size requirements. Account size requirements are subject to change over time and existing Accounts may have been subject to different requirements.

AXA Advisors provides investment advice to individuals, trusts, estates, charitable organizations, banks or thrift institutions, corporations and other business entities.

Portfolio Manager Selection and Evaluation

AXA Advisors does not select, review or recommend outside portfolio managers for its Wrap Fee Accounts. Your Financial Professional is the sole portfolio manager available with respect to your Account and you select the Financial Professional to manage the Account. This may create a conflict of interest in that other investment advisory firms that use outside portfolio managers may charge the same or lower fees than our firm for similar services.

AXA Advisors generally requires that Financial Professionals involved in discretionary asset

management have at least five years financial planning, advisory or brokerage-related experience. Each Financial Professional is also generally required to possess Financial Industry Regulatory Authority (FINRA) Series 7, 63 and 65 or 66 licenses.

AXA Advisors does not calculate the performance record of Financial Professionals; however, AXA Advisors or its Financial Professionals may at its discretion use the services of a third-party vendor to calculate such performance. AXA Advisors does calculate performance for each Account which is compared to certain selected benchmarks. Please see the Review of Accounts section for additional detail.

Advisory Business

Each Financial Professional develops a unique strategy based on his or her knowledge, experience and understanding of your needs. As such, recommendations by Financial Professional and individual investment portfolios will differ. This individualized approach allows you and your Financial Professional to work together to achieve your investment goals. AXA Advisors extends maximum latitude to you and your Financial Professional, within this individualized approach, as to the method in which the Account will be managed. You may impose restrictions in investing in certain securities or types of securities in accordance with your values or beliefs. You may call at any time during normal business hours to speak directly with your Financial Professional about your Account, financial situation, or investment needs.

There are no differences in management for the Wrap Fee Accounts and other advisory accounts provided by AXA Advisors where your Financial Professional acts as the portfolio adviser. A percentage of the asset-based fee paid by you is paid to AXA Advisors, a portion of which is paid to your Financial Professional for services rendered. The remainder of the fee is retained by AXA Advisors for supervisory and administrative services.

Certain AXA Advisors Financial Professionals may provide advisory services to LPL Financials Model Wealth Portfolios ("MWP") platform as an Outside Strategist through a registered investment advisory firm which is not owned or operated by AXA Advisors or any of its affiliates. Such advisory services may include the creation of investment models. AXA Advisors Clients whose Financial Professional engages in such activity and who are invested (or considering investing) in AXA Advisors Wrap Fee Accounts should note that investment models designed by their Financial Professional, are available in the LPL MWP program offered through AXA Advisors. Clients with AXA Advisors Wrap Fee Accounts may be invested in comparable securities as clients that are invested in a MWP model designed by your Financial Professional. Such clients should carefully review the description of each program and the related fees and consider which program may be more appropriate. Information regarding the MWP program, its fees, and which Financial Professionals act as Outside Strategists can be found in AXA Advisors Form ADV Part 2A. Please contact AXA Advisors or your Financial Professional if you would like to request a copy.

Performance-Based Fees and Side-By-Side Management

AXA Advisors does not charge any performance based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

AXA Advisors Financial Professionals provide investment management advice to a variety of different clients including advice to third party asset management program portfolios on a sub-advisory basis as well as to retail clients on an individual basis. Certain types of clients and fee arrangements may create potential conflicts of interest for AXA Advisors. Some Financial Professionals provide advice or manage accounts “side by side” with accounts that have different characteristics. These Financial Professionals may have an incentive to favor some accounts over others.

As stated above certain AXA Advisors Financial Professionals may serve in an institutional capacity as an Outside Strategist for the MWP program via their outside investment advisory firm. In this role, your Financial Professional provides LPL with model investment portfolios in exchange for a portion of the fee LPL receives from the client. AXA Advisors’ clients that invest in MWP (including models designed by your Financial Professional) will also have an AXA Advisors Financial Professional that provides retail investment advisory services on the account, in which case such individuals will receive a portion of AXA Advisors consulting fee in addition to the Outside Strategist fee. Clients should note that, in all instances, AXA Advisors consulting fee and the Outside Strategist fee are separate from one another and paid for distinct services rendered. Clients considering investing in an MWP model designed by their Financial Professional should carefully read the LPL MWP Program Form.

AXA Advisors Financial Professionals may also provide advisory services to retail clients via the Strategic Asset Management (“SAM”) platform offered by LPL Financial. Clients with AXA Advisors Wrap Fee Accounts may be invested in comparable securities as clients that are invested in a SAM account. Such clients should carefully review the description of each program and the related fees and consider which program may be more appropriate.

AXA Advisors is conscious of these potential conflicts. Overall, where we are providing fiduciary services, the goal of our policies and procedures is to act in good faith and to treat all client accounts in a fair and equitable manner over time, regardless of their strategy, fee arrangements or the influence of their owners or beneficiaries. These policies include those addressing the fair allocation of investment opportunities across client accounts and the best execution of all client transactions.

Methods of Analysis, Investment Strategies and Risk of Loss

Depending on a client’s particular situation, need and expectations, there are various methods of analysis and investment strategies that your Financial Professional may use when managing assets.

AXA Advisors Financial Professionals generally use fundamental and technical analysis when analyzing securities. Fundamental analysis involves assessing a company’s or security’s value based on factors such as sales, assets, markets, management, products, services, earnings, and financial structure. Technical analysis involves studying trends and movements in a security’s price, trading volume, and other market-related factors in an attempt to discern patterns. Sources of information for analysis include research material acquired from outside vendors, financial newspapers and magazines, annual reports, prospectuses, filings with the SEC and company press releases.

Investing in securities involves the risk of loss that you should be prepared to bear. Understanding the type of risk(s) exposure involved in securities and investment advisory

services, as well as your own tolerance for risk is a key component of the investment decision making process.

With regard to investment advisory services, AXA Advisors subscribes to various market and investment publications and services directly or indirectly through Broker/Dealer. Financial Professionals also analyze the prospectuses and offering memoranda of mutual funds, UITs, ETFs and other securities where such documentation is available in developing and evaluating investment strategies. National conventions, professional meetings and membership in industry organizations also serve to provide AXA Advisors with continuing access to the practical experiences of others and current developments.

Discussion of Risk

Investments in the Accounts are subject to market risk, will fluctuate and may lose value. Asset allocation or the use of various investment strategies do not guarantee a profit or protect against loss.

Investing in securities involves the risk of loss that clients should be prepared to bear. The types of risk vary depending on the type of securities and strategies in which a client may participate. The following is a list of key risks that one may be exposed to depending on their particular investments, with definitions as provided by FINRA.

Market Risk – Due to the volatile nature of a market based system, securities cannot guarantee the safety of principal invested or a certain rate of return. Past performance is no guarantee of future results.

Capitalization Risk - Equities, i.e., stocks, and equity based funds may also involve an issuing company “capitalization risk” as the common shares of small or mid-capitalized companies are generally more vulnerable to adverse business or economic conditions than larger companies having more available resources.

Interest-rate risk describes the risk that the value of a security will go down because of changes in interest rates. For example, when interest rates overall increase, bond issuers must offer higher coupon rates on new bonds in order to attract investors. The consequence is that the prices of existing bonds drop because investors prefer the newer bonds paying the higher rate. On the other hand, there's also interest-rate risk when rates fall because maturing bonds or bonds that are paid off before maturity must be reinvested at a lower yield.

Inflation risk describes the risk that increases in the prices of goods and services, and therefore the cost of living, reduce your purchasing power. Let's say a can of soda increases from \$1 to \$2. In the past, \$2 would have bought two cans of soda, but now \$2 can buy only one can, resulting in a decline in the value of your money.

Inflation risk and interest rate risk are closely tied, as interest rates generally rise with inflation. Because of this, inflation risk can also reduce the value of your investments. For example, to keep pace with inflation and compensate for the loss of purchasing power, lenders will demand increased interest rates. This can lead to existing bonds losing value because, as mentioned above, newly issued bonds will offer higher interest rates. Inflation can go in cycles, however. When interest rates are low, new bonds will likely offer lower interest rates.

Currency risk occurs because many world currencies float against each other. If money needs to be converted to a different currency to make an investment, any change in the exchange rate between that currency and yours can increase or reduce your investment return. You are usually only impacted by currency risk if you invest in international securities or funds that invest in international securities.

As with most risks, currency risk can be managed to a certain extent by allocating only a limited portion of your portfolio to international investments and diversifying this portion across various countries and regions.

Liquidity risk is the risk that you might not be able to buy or sell investments quickly for a price that is close to the true underlying value of the asset. Sometimes you may not be able to sell the investment at all if there are no buyers for it. Liquidity risk is usually higher in over-the-counter markets and small-capitalization stocks. Foreign investments can pose liquidity risks as well. The size of foreign markets, the number of companies listed, and hours of trading may limit your ability to buy or sell a foreign investment.

Sociopolitical risk is the possibility that instability or unrest in one or more regions of the world will affect investment markets. Terrorist attacks, war, and pandemics are just examples of events, whether actual or anticipated, that impact investor attitudes toward the market in general and result in system-wide fluctuations in stock prices.

Management risk, also known as company risk, refers to the impact that bad management decisions, other internal missteps, or even external situations can have on a company's performance and, as a consequence, on the value of investments in that company.

Credit risk, also called default risk, is the possibility that a bond issuer won't pay interest as scheduled or repay the principal at maturity.

Voting Client Securities

AXA Advisors does not have and will not accept authority to vote proxies or respond to other corporate actions on your behalf. You retain the responsibility for receiving and voting proxies and responding to other corporate actions for any and all securities maintained in your Account(s).

Client Information Provided to Portfolio Managers

Your Financial Professional is the portfolio manager for your Account(s). The Financial Professional has access to the information you provide at account opening, including information in the client profile you complete as part of the account opening process.

Client Contact with Portfolio Managers

There are no restrictions placed on your ability to contact and consult with your Financial Professional. You may call at any time during normal business hours to speak directly with your Financial Professional about your account, financial situation, or investment needs.

Additional Information

Disciplinary Information

AXA Advisors, LLC, ("Firm") is dually registered as an investment adviser and broker-dealer. Following are summaries of regulatory actions involving the Firm during the past ten years. Additional details about the firm or these matters can be obtained through Financial Industry Regulatory Authority's (FINRA) broker/check:

<http://www.finra.org/Investors/ToolsCalculators/BrokerCheck> or the Securities and Exchange Commission (SEC) <http://www.adviserinfo.sec.gov>

- In an order dated on or about March 23, 2012, FINRA alleged that the Firm failed to reasonably supervise a registered representative the Firm had placed on heightened supervision. FINRA alleged that during the time the representative was on heightened supervision, between January and November 2008, he misappropriated approximately \$122,000 from a single customer account by sending requests for redemptions from money market funds held in the customer account directly to the mutual fund sponsor. Such redemptions were then sent directly to the representative's personal bank account. FINRA alleges that the Firm did not adequately review the activities in the customer account. In March 2009, the Firm via an audit of the representative discovered irregularities in the customer's file whereupon the representative admitted to the misappropriation of funds. The Firm immediately discharged the representative and reimbursed approximately \$122,000 to the customer.

The Firm, without admitting or denying the findings, consented to an Acceptance, Waiver & Consent and was fined \$50,000.

- In an order dated on or about March 13, 2012, FINRA alleged that the Firm failed to reasonably supervise a registered representative and failed to investigate adequately red flags concerning the representative's fraudulent scheme to misappropriate customer funds. FINRA alleged that while at previous firms and when with the Firm the representative engaged in a Ponzi scheme whereby he induced customers of the Firm and others to participate in a fictitious investment club and to invest in a fictitious real estate investment trust. FINRA further alleges that in April, 2008 the Firm became aware of red flags relating to the representatives activities and failed to adequately respond to these red flags.

The Firm, without admitting or denying the findings, consented to an Acceptance, Waiver & Consent and was fined \$100,000.

- In an order dated on or about January 20, 2012, the SEC alleged that the Firm failed to reasonably supervise a registered representative to help prevent and detect a fraudulent scheme that took place from December 2005 through December 2008. During this time

period, the SEC alleges the representative fraudulently induced customers to redeem securities held at AXA Advisors, including variable annuities and mutual funds, under the false representation that the proceeds from such redemptions would be invested in other securities through AXA Advisors. The SEC notes that instead, the representative caused customers to place those funds in a bank account controlled by the representative, from which he misappropriated the funds.

The Firm, without admitting or denying the findings, accepted a Settlement Offer, consented to pay a civil penalty of \$100,000, and implemented remedial measures to improve its supervisory system.

- In an order dated on or about June 2, 2011, the Oregon Division of Finance and Corporate Securities alleged that the Firm failed to adequately supervise a registered representative formerly affiliated with the Firm who engaged in dishonest and unethical business practices by offering and selling fictitious investments to clients between December 1989 through October 2006, and apportioned client funds for personal use.

The Firm, without admitting or denying the findings, accepted the Consent Order and paid a \$75,000 fine. The Firm also paid a contribution of \$5,000 to the DCBS Consumer Financial Education Account.

- In an order dated on or about October 28, 2010, the Missouri Securities Division alleged that the Firm was affiliated with a Missouri registered representative who engaged in dishonest and unethical business practices by offering and selling unregistered securities and failing to advise the Firm about these sales so that the Firm could record the securities on its books and records.

The Firm, without admitting or denying the findings, accepted the Consent Order and paid a \$25,000 fine and \$56,000 in restitution, plus \$7,515.41 in interest. The Firm also paid \$3,500 for the costs of the investigation.

- In an order dated on or about February 5, 2010, FINRA alleged that the Firm inaccurately reported municipal securities transactions to the Municipal Securities Rulemaking Board's (MSRB) real-time transaction reporting systems (RTRS) and corporate bond transactions to FINRA Trade Compliance Reporting Engine (TRACE), respectively, by reporting transactions with the firm acting in a Principal capacity when the firm actually acted as an Agent on the transactions. FINRA alleged that this caused inaccurate and incomplete confirmations to be sent to customers by incorrectly confirming transactions as Principal transactions when they should have been confirmed as Agency transactions.

Without admitting or denying the findings, the Firm consented to an Acceptance, Waiver & Consent and was fined \$20,000.

- In an order dated on or about November 19, 2009, FINRA alleged that the Firm did not keep accurate and complete records relating to its direct mutual funds business. FINRA further alleged that the Firm failed to have adequate systems, procedures and related written procedures to reasonably supervise the matching of records for its direct mutual funds business.

Without admitting or denying the findings, the Firm agreed to an Acceptance, Waiver & Consent and was fined \$250,000.

- In an order dated on or about August 11, 2009, the Securities and Exchange Commission ("SEC") alleged that the Firm failed to reasonably supervise a registered representative with a view to preventing and detecting his violations of Federal Securities Law during the period of 2004 to 2007 when the registered representative induced investors to roll over 401k accounts into existing 403(b) investment products.

The Firm, without admitting or denying the findings, accepted a Settlement Offer, consented to pay a civil penalty of \$50,000, and implemented an automated system for reviewing the suitability of all subsequent transactions.

- In an order dated on or about December 23, 2008, FINRA alleged that during the time period of 2002 to 2006, the Firm failed to retain business related e-mails or have adequate supervisory systems and procedures in place to detect and prevent certain malfunctions in the e-mail archive system used by the Firm. In 2004, a new system was installed to retain e-mails and employ archives that permitted searches for regulatory and other requests, but the system periodically failed to capture certain e-mail during 2004 and 2006.

Without admitting or denying the findings, the Firm signed an Acceptance, Waiver & Consent and was fined \$350,000. FINRA noted that despite the deficiencies alleged herein, the Firm did produce e-mails that were material to any regulatory investigation or other legal proceeding. FINRA also noted the Firm's self-reporting of this matter and the steps it took to remedy deficiencies.

- In an order dated on or about September 5, 2007, FINRA alleged that the Firm failed to establish and maintain a supervisory system reasonably designed to review and monitor its fee-based brokerage business by offering its customers a fee-based brokerage account in which they paid an annual fee based on the total value of assets rather than paying a commission on every trade made in the account. FINRA further alleged that the Firm distributed inaccurate or misleading sales literature, public communications, sales material, and internal communications.

Without admitting or denying the findings, the Firm agreed to an Acceptance, Waiver & Consent and was fined \$1,200,000. The Firm also paid remediation of \$1,391,427 plus interest and ceased its fee-based business. In addition, the Firm undertook voluntary remediation that goes beyond the remediation required in the AWC.

- In an order dated on or about June 8, 2005 the NASD (now known as FINRA) alleged that the Firm maintained a revenue sharing program in which a number of participating mutual funds complexes paid a fee in return for certain preferential treatment, which included enhanced access to the Firm's sales force, placement of sales material on the firm's internal website and promotion of funds' shares by the firm on a broader basis than was available for other funds. Participating fund complexes paid their fees, in whole or part, by directing brokerage commissions to the Firm.

Without admitting or denying the allegations, the Firm was censured and fined \$900,000.

- In an order dated on or about November 30, 2004, FINRA alleged that the Firm filed late amendments to Forms U4 and U5s and that the Firm's supervisory system and procedures were not reasonably designed to comply with FINRA's reporting obligations as set forth in the FINRA By-laws.

Without admitting or denying the allegations, the Firm agreed to an Acceptance, Waiver & Consent and was fined \$250,000. In addition, the Firm certified in writing to FINRA that an audit was conducted, recommendations were implemented, and the Firm reviewed and established a system and procedures to achieve compliance with FINRA's reporting requirements.

- In an order dated on or about February 25, 2004, the NASD (now known as FINRA) alleged that the Firm did not ensure that investors who qualified to purchase Class A shares of mutual funds at Net Asset Value (NAV) through the Funds' NAV Transfer Program received this benefit. Purchases of Class B shares were recommended and the Firm failed to establish and maintain a supervisory system designed to identify all categories of opportunities for investors to purchase mutual funds at NAV.

Without admitting or denying the allegations, the Firm agreed to an Acceptance, Waiver and Consent and was fined \$250,000, of which \$50,000 was joint and several. The Firm also retained an independent consultant to conduct a comprehensive review of, and make written recommendations for, the revisions of the Firm's supervisory and compliance procedures and systems in connection with the Firm's investment company securities business.

- On or about November 2003-February 2004 the NASD (now known as FINRA) alleged that the Firm allowed an individual, while not registered as a Principal, to act in that capacity by actively engaging in the management of the Firm.

Without admitting or denying the allegations, the Firm agreed to an Acceptance, Waiver & Consent and was fined \$15,000, of which \$7,500 was joint and several.

- On or about January 30, 2002 the Vermont Securities Division alleged that the Firm employed and supervised an Investment Adviser Representative (Financial Professional) who was not registered in Vermont nor exempt from registration, and failed to make a notice filing to the Vermont Securities Division that included information about its branch office.

The Firm paid a Monetary Fine of \$4,000.

Other Financial Industry Activities and Affiliations

AXA Advisors is also a broker/dealer, registered under the Securities Exchange Act of 1934, and a member of the Financial Industry Regulatory Authority (FINRA). The principal business of AXA Advisors is acting as a broker/dealer to offer investment products and services (including variable insurance products) to its clients through its Financial Professionals. In that capacity, AXA Advisors distributes mutual funds, unit investment trusts, asset management accounts as well as variable life insurance and annuities, and offers brokerage and other services for general securities.

For execution and clearing of certain brokerage transactions, AXA Advisors maintains a clearing arrangement with LPL Financial, Charles Schwab, and TD Ameritrade. Advisory associated persons may also be licensed in other areas such as insurance (life, health, casualty, annuities, variable life, etc.) and/or securities. AXA Advisors' Financial Professionals usually offer variable and traditional life insurance and annuity products of AXA Equitable, AXA Life and Annuity

Company ("AXA L&A"), and over 100 other life insurance companies, and are licensed insurance agents associated with AXA Network, LLC, an insurance agency affiliate.

Investment and other product recommendations made by AXA Advisors Financial Professionals generally are limited to securities and other investment and insurance products and services made available by AXA Advisors, AXA Equitable Life Insurance Company ("AXA Equitable") (AXA Advisors' affiliate) and AXA Network, LLC ("AXA Network") (AXA Equitable affiliate). AXA Network is an insurance brokerage general agency through which AXA Advisors Financial Professionals can access insurance products from other companies.

Several related persons of AXA Advisors are also registered investment advisers. For information regarding their investment advisory business, please refer (where applicable) to each Form ADV on file with the Securities and Exchange Commission as follows:

AllianceBernstein L.P., File No. 801-32361;

AllianceBernstein Corporation, File No. 801-39910;

AllianceBernstein Global Derivatives Corporation, File No. 801-40414;

Alliance Corporate Finance Group Incorporated, File No. 801-43569;

AllianceBernstein Holding L.P., File No. 801-32361;

Sanford C. Bernstein & Co., LLC, File No. 801-57937;

AXA Equitable Life Insurance Company, File No. 801-07000;

AXA Advisors has entered into written agreements with investment advisers who are related persons of AXA Advisors whereby certain registered representatives of AXA Advisors may solicit prospective investment advisory clients for the affiliated investment adviser.

AXA Advisors has entered into solicitor's agreements with related persons who typically are registered representatives of AXA Advisors. These relationships involve: (1) referrals of investment advisory business to AXA Advisors, and (2) referrals to other advisors of AXA Advisors or investment advisory businesses maintained by registered representatives of AXA Advisors (such businesses are not affiliated with AXA Advisors, but rather are maintained by such representatives as an outside business activity). AXA Advisors may also enter into solicitor's agreements with unaffiliated third parties. In either case, in exchange for the referral fee (a percentage of the overall fee or a one-time payment), these related persons or unaffiliated third parties may solicit clients for advisory programs—with respect to which AXA Advisors provides services. In these cases, the soliciting person has an incentive to refer clients to a program because of the solicitation fee he or she receives, rather than based exclusively on the needs of the client.

The solicitation arrangements are structured and comply with Rule 206(4)-3 of the Investment Advisors Act of 1940. Certain registered representatives of AXA Advisors may refer broker-dealer business to qualified Financial Professional and receive referral fees.

Code of Ethics

AXA Advisors maintains a Code of Ethics and written compliance policies and procedures that apply, among others, to all of our Financial Professionals. The Code of Ethics, and other

policies and procedures, were written to assist Financial Professionals with proper activities designed to satisfy their fiduciary responsibilities and avoid conflicts of interest with AXA Advisors' clients and other practices that may be inappropriate, illegal, or improper. They also regulate the personal securities trading activities of those individuals we have deemed to be "access persons" (generally, our Financial Professionals who make specific securities recommendations to our clients). A copy of the Code of Ethics is available for your review. If you would like to receive a copy of the Code of Ethics, please request one from your Financial Professional.

Participation or Interest in Client Transactions and Personal Trading

Your Financial Professional's ability to purchase specific securities for your Account(s) may result in situations where (i) your Financial Professional invests in the same securities that are purchased for your Account; or (ii) your Financial Professional buys or sells securities for his/her own account at or about the same time as such securities are purchased in your Account. Potential conflicts of interest could arise in such instances, including the possibility that your Financial Professional could "front run," or trade for his/her personal account ahead of a client, or otherwise attempt through client recommendations to influence the price of a security your Financial Professional is invested in or contemplating buying or selling for his/her own account.

We address the potential conflicts of interest created in a number of ways. As noted above, our Code of Ethics regulates the personal securities trading activities of our Financial Professionals that we have deemed to be access persons. Our Code of Ethics requires our access persons to direct their personal securities brokers to provide us with duplicate copies of confirmations for all of their personal securities transactions (focusing on personal trading activities relating to "reportable securities," which the SEC has defined to exclude shares in mutual funds that are not affiliated with us), and copies of their periodic statements.

These reports are utilized by our Personal Brokerage Accounts Group to compare your Financial Professional's personal trading to trading in your Account(s).

We will take appropriate action to remedy the situation, including by reversing the trades so that the client receives the more favorable price.

Our Code of Ethics also prohibits access persons from acquiring for their own account securities in any Initial Public Offering (IPO) and to obtain specific written approval prior to acquiring for their own account any securities in a limited offering. These prohibitions are intended to help address potential conflicts of interest that could arise relating to allocation of IPO and other limited securities to our clients.

Review of Accounts

At Account opening, your Financial Professional must ensure that the Account and the investment style are suitable investments for you. Your Financial Professional is then responsible for reviewing your Account on an ongoing basis. The review is conducted by your Financial Professional, who will meet with you at least annually to discuss any updates to personal or financial information that may affect your investment objectives. You shall also receive a notice on a quarterly basis confirming the accuracy of your personal and financial information and reminding you to update out of date information or account restrictions. Your Financial Professional shall implement any changes you request to your investment objectives

as a result of changes in personal or financial circumstances and may adjust your portfolio at any time according to market conditions.

AXA Advisors shall conduct a review of Accounts on a quarterly basis for items such as concentrated positions, excessive trading, margin guidelines, management fees, inactivity and market performance.

AXA Advisors supervisory review personnel also conduct various other reviews of Accounts, including, but not limited to, daily trade activity, trading in restricted securities and securities that may differ from the Account's investment objective, ongoing profit/loss, and Account loss parameters based on your risk tolerance.

In addition to the reviews described above, AXA Advisors may in its sole discretion, review certain Financial Professionals or Accounts managed by a Financial Professional, for certain other parameters. In doing so, AXA Advisors may utilize the services of a third party vendor to assist in conducting these reviews.

It should be noted that the reviews above shall not substitute for your continued monitoring of the Account performance.

Client Referrals

From time to time, AXA Advisors enters into solicitors' agreements with third parties through which those parties provide us with client referrals in exchange for a fee. Solicitor arrangements are conducted in accordance with all applicable laws. Referred clients will receive a "Solicitor's Disclosure Statement" that will describe the compensation we pay to the referring party and the relationship (if any) between the third party and us. Often, an individual(s) that is a registered representative of AXA Advisors will be associated with the third party that provides the referral through an outside business activity.

Other Compensation

AXA Advisors may also receive financial support payments from certain mutual fund companies for assets placed by AXA Advisors in the funds through the Wrap Fee Accounts. AXA Advisors provides enhanced marketing and support opportunities to certain fund families and in return such fund families pay financial support to AXA Advisors.

Financial support payments received by AXA Advisors from mutual funds will generally be structured as either: (i) an annualized percentage of assets placed by AXA Advisors into the fund (generally ranging from 3 bps (0.03%) through 5 bps (0.05%)), subject to an alternative annual minimum payment generally ranging from \$10,000 through \$250,000; or (ii) an annual flat fee payment (up to \$2 million) irrespective of assets placed by AXA Advisors into the fund. Financial support payments are generally not assessed with respect to assets held in mutual funds through qualified retirement or other accounts or plans subject to the Employee Retirement Income Security Act of 1974, as amended.

Please refer to AXA Advisors' Guide to Mutual Fund Investing and/or Guide to 529 Plans, which are available from your Financial Professional or at **www.axa-equitable.com**, to view a list of fund families who provide AXA Advisors with additional financial support compensation.

AXA Advisors may also receive financial support payments for assets placed by AXA Advisors in certain alternative investments, including, but not limited to, Real Estate Investment Trusts and Business Development Companies.

Financial support payments in connection with these securities are intended to compensate AXA Advisors for certain marketing and other services. Financial support payments from each company generally range from 100 basis points (1.0%) to 150 basis points (1.5%) based upon total sales of the offering sold by AXA Advisors. Financial support payments are re-allowed to AXA Advisors from the broker-dealer managing the sales syndicate.

AXA Advisors may retain portions of financial support payments for any valid corporate purpose, and these amounts may contribute to the overall profits of AXA Advisors. Financial support payments are generally not assessed with respect to assets held in asset management programs through qualified retirement or other accounts or plans subject to the Employee Retirement Income Security Act of 1974, as amended. The financial support payments (if any) are disclosed more fully in the Client Agreement and the Fee Disclosure that are provided to clients.

The financial support payments described above will not result in a higher payment to your Financial Professional. However, the additional payments will contribute to AXA Advisors' profits and may indirectly benefit your Financial Professional insofar as the payments are used by AXA Advisors to support costs related to marketing or training.

Financial Professionals and their managers may receive higher levels of cash compensation or other incentives for selling products issued by AXA Advisors and/or its affiliates ("proprietary products") rather than products issued by third parties. Among other things, they may qualify for certain benefits, such as health and retirement benefits, based solely on sales of these proprietary products. Certain components of the compensation of Financial Professionals who are managers may be based on the sale of proprietary products. Managers may also earn higher compensation (and credits towards awards and bonuses) if those they manage sell more proprietary products.

In addition to advisory fees, Financial Professionals and their managers may receive other compensation related to the sales of proprietary products. For example, they may receive, among other things, AXA stock options and/or stock appreciation rights, allowances and other assistance with marketing and related activities, training and education, trips, prizes, entertainment, awards and other merchandise.

Accepting compensation in connection with the sale of securities or other investment products, including financial support payments and asset-based sales charges or service fees from the sale of mutual funds, may present a conflict of interest in that there is an incentive to recommend investment products based on the compensation received, rather than on a client's needs. We disclose potential conflicts of interest to clients through documents such as this disclosure document, the prospectus, and other materials discussing the products and services offered. You should consider these additional payments and the potential conflicts of interest they create carefully prior to investing in any securities or receiving any Services. You are encouraged to ask your Financial Professional for additional information should you have any questions regarding these payments or the potential conflicts of interest they create.

Financial Information

Please refer to the AXA Advisors Form ADV Part 2A Item 18.