

**Firm Brochure
Form ADV, Part 2A**

Item 1 – Cover Page

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This “Brochure” provides information about the qualifications and business practices of Smart401k [“Smart401k”] as they relate primarily to its services provided through the JPMorgan Smart Account Manager.

If you have any questions about the contents of this Brochure, please contact us at 877-627-8401. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Smart401k, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Smart401k, LLC also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the U.S. Securities and Exchange Commission issued a rule which required investment advisers to begin providing their clients with new Form ADV, Part 2A (the Firm Brochure), which replaced the prior Form(s) ADV, Part II and Schedule F. The new Form ADV, Part 2A, requires the reporting of specific information about the investment adviser and its advisory services, all in a narrative plain English format. The new Form ADV, Part 2A, must be provided to all new clients, as well as to existing clients who request it.

Material changes since the last update on March 30, 2012:

Investment advisers must update the information in their Form ADV, Part 2A, when a material change has occurred. Smart 401k, LLC is updating its Form ADV, Part 2A, [dated March 2012] to report the following:

- I. Item 4 was amended to represent a change in the ownership of Smart401k. TMFS Holdings, LLC, owns 100% of Smart401k. Warburg Pincus Private Equity X, L.P., through intermediate entities, owns between 50% and 75% of TMFS Holdings, LLC. The remainder of TMFS Holdings, LLC is owned by various individuals and entities, none of which individually own 25% or more;
- II. Item 14 was amended to represent client referrals and other compensation related to referrals by advisors of Smart401k to advisors of The Mutual Fund Store.
- III. The amount of assets under its management, and the number of clients, as of December 31, 2012.

The revised Form ADV, Part 2A, for Smart401k is dated January 2013.

Item 3 -Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 -Table of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	4
Item 6 – Performance-Based Fees and Side-By-Side Management	4
Item 7 – Types of Clients	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information	6
Item 10 – Other Financial Industry Activities and Affiliations	6
Item 11 – Code of Ethics, Participation or Interest in Client Transactions	7
Item 12 – Brokerage Practices	8
Item 13 – Review of Accounts.....	8
Item 14 – Client Referrals and Other Compensation.....	8
Item 15 – Custody	8
Item 16 – Investment Discretion	8
Item 17 – Voting Client Securities	8
Item 18 – Financial Information.....	8
Item 19 – Requirements for State-Registered Advisers.....	8

Item 4 – Advisory Business

Smart401k, LLC has been in business since 2003. As of December 31, 2012, Smart401k managed approximately \$44.2 million in assets under management for 12,700 clients.

Smart401k has entered into an agreement to serve as a sub-advisor to J.P. Morgan Institutional Investments Inc. (“JPMII”). Sub-advisory services provided by Smart401k are offered through the platform of J.P. Morgan Retirement Plan Services LLC (“JPMRPS”), an affiliate of JPMII.

In its capacity as sub-advisor to JPMII, Smart401k furnishes non-discretionary investment advisory services to retirement plan participants through a program called the JPMorgan Smart Online Advisor for JPMII customers and investment supervisory services through the Portfolio Allocation Service, which, for JPMII customers, is called JPMorgan Smart Account manager.

TMFS Holdings, LLC, owns 100% of Smart401k. Warburg Pincus Private Equity X, L.P., through intermediate entities, owns between 50% and 75% of TMFS Holdings, LLC. The remainder of TMFS Holdings, LLC is owned by various individuals and entities, none of which individually own 25% or more.

Scott Holsopple is Chief Executive Officer and President of Smart401k.

Item 5 – Fees and Compensation

Basic Fees

In consideration for its services as a sub-advisor, Smart401k generally receives from JPMII a nominal setup fee per each participant of plans to which Smart401k’s services are provided and 5 basis points on assets managed through the JPMorgan Smart Account manager.

Other Fees and Expenses

Clients will pay fees and expenses to JPMII as set forth in JPMII’s disclosure brochure. Additionally, investment options recommended for a plan participant will also bear a variety of expenses, including, but not limited to, investment management, accounting, legal, administrative and distribution expenses. Please refer to the prospectus or other offering documents for each investment offered in your particular plan for more information regarding fees and expenses.

Potential Conflicts of Interest

Smart401k may be deemed to be under common control (as defined by the SEC) and have relationships with other firms that provide services to investors and/or retirement plans. The Mutual Fund Store permits us to use their name on our website and in marketing materials. In addition, The Mutual Fund Store makes available to us certain – but not all -- of their proprietary research tools. The Mutual Fund Store, however, is under no obligation to provide any investment advice, guidance, research or other service to us or any of our Clients. Any investment advisory relationship with our clients is strictly between us and such client.

Item 6 – Performance-Based Fees and Side-By-Side Management

Smart401k does not receive performance based fees in this program.

Item 7 – Types of Clients

For purposes of this brochure, JPMII is Smart401k's client. However, Smart401k's services as provided through the JPMorgan Smart Account Manager are generally utilized by retirement plan participants.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Smart401k provides investment advice relating to investment allocations to funds offered through company-sponsored retirement plans. Smart401k does not offer advice with respect to company stock ("Company Stock") or any other individual company security except that Smart401k generally recommends that Clients allocate no more than ten percent (10%) of the investable assets of their portfolios to Company Stock.

Smart401k's methodology is designed to create asset allocation recommendations that match clients' Investor Profiles. Asset allocation models are provided by an affiliate of Smart401k, The Mutual Fund Research Center, LLC (Research Center), an SEC registered investment adviser. The Research Center does not manage client assets but rather provides non-discretionary investment advisory services to affiliates, including Smart401k. The Research Center provides templates of various asset allocation models for use by Smart401k Advisors. These templates include a range of asset allocation models from the most conservative to the most aggressive.

Smart401k is responsible for evaluating and determining the proper asset allocation for a particular client and implementing an investment strategy for that client. Client Investor Profiles are based on clients' answers to a standardized questionnaire, which is designed to measure clients' investment time horizons, risk tolerances and investment goals. Based upon each client's answers to the questionnaire, Smart401k chooses an asset allocation model. Asset allocation refers to the way in which money is allocated among the various asset classes, such as International Stock Funds, Small/Mid-cap Stock Funds, Large-cap stock Funds, Bond Funds and Short-term Fixed Income, and other asset categories. To determine what Smart401k believes is an optimal mix for each client, Smart401k uses the concepts of Modern Portfolio Theory and the Efficient Frontier.

- **Modern Portfolio Theory*** – The theory, first published in the 1950s, formalizes and advocates the practice of diversifying across a variety of investment types. The chief benefit of diversification is a reduction in portfolio risk – diversification is the opposite of putting all your eggs in one basket.
- **The Efficient Frontier*** – An element of Modern Portfolio Theory, financial analysts use this equation to determine which funds that have the highest expected return for a specific level of investment risk.

Once an asset allocation model is chosen for a client, Smart401k uses a proprietary fund selection methodology to determine what it believes to be the best available fund in each asset category. Factors that are considered include, but are not necessarily limited to, the following:

- The fund manager's track record;
- Consistency of performance across multiple time periods;
- Performance of the fund against others in the same category;

- Risk factors;
- Expenses;
- The overall ethics and stewardship of the fund family; and
- Potentially other factors.

Smart401k acquires plan-level Fund offerings and certain other information from plan participants, plan sponsors, and potentially other sources. Performance, expense and other data relating to specific funds is generally obtained through third-party databases, including Morningstar and Lipper, and may be obtained through other sources.

Risks and Other Limitations

Investing in mutual funds and other investments involves risk, including the risk of a loss of principal investments. There is no guarantee that Smart401k's investment methodology will result in a positive investment return for any client portfolio. Please refer to individual fund prospectuses of other offering documents for details relating to the specific risks of each investment fund recommended through the JPMorgan Smart Account Manager.

Above included references to Modern Portfolio Theory and Efficient Frontier concepts should not be construed as any guarantee of efficiency in expected returns as compared to portfolio risks. Smart401k applies a variety of criteria in choosing funds for each asset class, including historical returns, fee ratios, management tenure and several other criteria, the application of which may cause a recommended portfolio to be theoretically less efficient than it may have been had other fund recommendations been made. Additionally, Smart401k's ability to match funds to asset classes for any given plan is limited, potentially significantly, due to limitations in the number and/or types of funds offered in any particular plan.

Please note that that portfolio recommendations provided by Smart401k to a participant of a particular 401k plan do not take into account investments and other assets held by the participant outside of that plan. If you have significant fund and/or individual securities investment outside of this 401k plan, we strongly urge you to speak to a qualified investment professional prior to implementing any allocation recommendations provided by Smart401k. Additionally, because Smart401k is reliant upon participants and other parties to provide updated plan information, recommendations made by Smart401k may not always capture or include changes to a roster of funds offered in a given plan if those changes were not communicated to Smart401k.

Item 9 – Disciplinary Information

Smart401k does not have any disciplinary information to disclose.

Item 10 – Other Financial Industry Activities and Affiliations

As previously noted, Smart401k is wholly owned by TMFS Holdings, LLC which also owns other registered investment advisers doing business as The Mutual Fund Store. As of January 2013, Smart401k considered the following entities as affiliates based on TMF Holdings, LLC's ownership of Smart401k:

The Mutual Fund Store-Kansas City, LLC
The Mutual Fund Store-St. Louis, LLC
The Mutual Fund Store-Syracuse, LLC
The Mutual Fund Store-Detroit, LLC
The Mutual Fund Store-Omaha, LLC
The Mutual Fund Store-Indiana, LLC
The Mutual Fund Store- Florida, LLC
The Mutual Fund Store-Denver, LLC
The Mutual Fund Store-Portland, LLC
The Mutual Fund Store-New York, LLC
The Mutual Fund Store-Georgia, LLC
The Mutual Fund Store-Louisiana, LLC
The Mutual Fund Store-Louisville, LLC
The Mutual Fund Store-Ohio, LLC
The Mutual Fund Store-Houston, LLC
The Mutual Fund Research Center, LLC
TMFS Advisory Services, LLC

The Mutual Fund Store also permits us to use their name on our website and in marketing materials. In addition, The Mutual Fund Store makes available to us certain – but not all -- of their proprietary research tools. The Mutual Fund Store, however, is under no obligation to provide any investment advice, guidance, research or other service to us or any of our Clients. Any investment advisory relationship with our clients is strictly between us and such client.

An agreement for investment advice exists between Smart401k and The Mutual Fund Research Center, LLC. Termination of that agreement could limit the ability of Smart401k to access new asset allocation recommendations provided by The Mutual Fund Research Center. Smart401k does not anticipate any future events occurring which would result in termination of the agreements, as both entities share common ownership. Upon request, Smart401k will provide a listing of occurrences that could result in the termination of either of these agreements.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions

Individuals associated with Smart401k may buy or sell securities identical to those mutual fund investments or securities which may be offered as investment options in any of Smart401k’s advice or portfolio allocation clients’ company-sponsored retirement plans. Smart401k does not maintain either possession or custody of client assets. However, with regard to portfolio allocation clients, Smart401k does exercise discretionary authority over such client’s retirement plan assets.

Smart401k has adopted a Code of Conduct pursuant to 204A-1 of the Investment Advisers Act of 1940 (the “Code”). Smart401k’s Code specifies that all employees, officers, and directors of Smart401k (“Employees”) are expected to conduct business according to high standards of honesty and fairness and to render that service to its customers, which, in the same circumstances, it would apply to or demand for itself. Employees are also expected to provide competent customer focused sales and service; to engage in active and fair competition; to provide advertising and sales materials that are clear as to purpose and honest and fair as to content; to provide for fair and expeditious handling of customer complaints and disputes; and to maintain a system of supervision that is designed to achieve compliance with the rules and regulations of its industry.

Item 12 – Brokerage Practices

Smart401k does not recommend or direct any brokerage services.

Item 13 – Review of Accounts

Allocation percentages contained in each model are updated quarterly. Available investment options are analyzed periodically, but in any event no less frequently than once every six months.

Item 14 – Client Referrals and Other Compensation

Smart401k is wholly owned by TMFS Holdings, LLC which also owns other registered investment advisers doing business as The Mutual Fund Store. Advisors of Smart401k may, on occasion, refer a prospect or client to an advisor of The Mutual Fund Store. In doing so, Smart401k may provide compensation to its advisors which will not exceed \$100.

Smart401k may compensate, either directly or indirectly, a number of third-party institutions or any person for referrals. Smart401k may also compensate an affiliated organization for referrals. Compensation for client referrals is generally paid out of client fees paid to Smart401k, but generally will not result in a higher fee charged to clients than would otherwise be the case.

Each client for which Smart401k pays a referral fee should receive, and agree to, disclosures setting forth the nature of activities conducted by the referral agent, the nature of the fees paid by Smart401k, whether Smart401k is affiliated with the referral agent and whether the Client pays a fee higher than that which the Client would have paid otherwise.

Item 15 – Custody

Smart401k does not maintain custody of any client funds or securities.

Item 16 – Investment Discretion

Smart401k does not have discretionary authority over the assets of participants utilizing JPMorgan Smart Account Manager.

Item 17 – Voting Client Securities

At this time Smart401k does not vote proxies on behalf of clients.

Item 18 – Financial Information

Smart401k does not have any financial condition that is likely to impair its ability to their contractual commitments to their clients.

Item 19 – Requirements for State-Registered Advisers

Not applicable