

Item 1 – Cover Page

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January 2013

This “Brochure” provides information about the qualifications and business practices of Smart401k, LLC [“Smart401k”]. 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.

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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.

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.

Independent Participant Investment Advice

Smart401k, LLC (“Smart401k”) provides investment advice to retirement plan participants (“Advice Clients”) to assist Advice Clients to select an appropriate mix of investments that are made available to them through their employer-sponsored retirement plan (“Plan”). Smart401k offers its Advice Clients the ability to provide information about investment time horizon, individual risk tolerance and investment goals through the Smart401k questionnaire that is made available in hardcopy form or through a website. In certain circumstances, Smart401k may have an arrangement with the Plan to provide independent investment advice to the Plan (“Independent Plan Investment Advice”) and/or Plan participants. Where no such arrangement exists, Advice Clients may be required to supply information regarding the investment options that are available through the Plan, including mutual fund and/or brokerage windows. Smart401k will analyze the information supplied by the Advice Client and will generate customized investment recommendations for the Advice Client to implement to achieve a well-diversified portfolio through the investment options available under the Plan. The investment advice may include recommendations to invest in specific funds and the dollar amount to be allocated to each fund or to invest in a preexisting model or managed portfolio made available through the Plan. Advice Clients are provided instructions to implement – if the Advice Client so chooses – the elements of the action plan. Smart401k asks its Advice Clients to review their accounts quarterly, through the Smart401k website, to review their asset allocation and/or obtain a new recommendation. It is the sole responsibility of Advice Clients to update their accounts and address any personal circumstances that may have changed, and Smart401k will not render any advice or have any responsibility for investments held outside of the Plan.

Smart401k may also have an arrangement with the Plan to create and/or manage the model portfolios (“Independent Portfolio Allocation Services” and/or “Independent QDIA Management”), but it will not receive additional compensation when an Advice Client invests in one of the model or managed portfolios. Smart401k is an Independent Investment Adviser and does not receive any compensation from those who provide or manage investments that are available through the Plan. Smart401k charges a fee that is based upon a percentage of Plan assets, the number of Plan participants and/or a flat dollar amount. As such, Smart401k has no incentive to direct an Advice Client to invest in one investment option over another. Nevertheless, Advice Clients are free to arrange for investment advice from an advisor that has no affiliation with the Plan.

Any advice delivered by Smart401k to an Advice Client will be non-discretionary, and the Advice Client must affirmatively elect to implement the recommendations through the Plan's recordkeeper or administrator. Any decision to purchase, sell or hold an investment must be made solely at the direction of the Advice Client. The investment advice provided to an Advice Client is based on the information supplied by the Advice Client (and, if applicable, information supplied by the Plan) and the market and economic conditions prevailing (or reasonably believed to occur) at the specific time that the investment advice is provided to the Advice Client. In rendering Independent Participant Investment Advice to Advice Clients, Smart401k is a fiduciary under the Employee Retirement Income Security Act of 1974 ("ERISA") and the Investment Advisers Act of 1940 (the "Act") and will act solely in the best interest of its Advice Clients. Unless Smart401k is also providing Independent Plan Investment Advice to the Plan, Smart401k, has no obligation, fiduciary or otherwise, to select and monitor the investment options made available under the Plan.

Independent Plan Investment Advice

Smart401k may provide Independent Plan Investment Advisory Services to Plan fiduciaries of employer-sponsored retirement plans to assist the Plan fiduciary in selecting and monitoring investment options for the Plan. The Plan fiduciary is solely responsible for the selection of the investment platform, recordkeeping and other services for the Plan. Based upon the investments available to the Plan, Smart401k will assist the Plan fiduciary in selecting and monitoring investment options, which are consistent with the asset classes selected by the Plan fiduciary in the Plan's Investment Policy Statement ("IPS"), to make available to Plan participants. Smart401k uses proprietary and third-party research tools to formulate the advice and will provide quarterly reports and/or other information as the Plan fiduciary may reasonably request to assist the Plan fiduciary in meeting its responsibility to prudently select and periodically monitor investment options available under the Plan. Smart401k will act as a fiduciary under the Act and section 3(21)(A)(ii) of ERISA, and the Plan fiduciary will retain sole discretion and responsibility as to whether to implement the recommendations with the Plan's recordkeeper or third-party administrator.

Independent Portfolio Allocation

Smart401k may provide Independent Portfolio Allocation Services to Plan fiduciaries of employer-sponsored retirement plans. Unless Smart401k has been engaged by the Plan to provide Independent Plan Investment Advice, Smart401k will use the investment options selected by the Plan fiduciary or a delegate thereof to construct a series of well-diversified model and/or managed portfolios to be included as investment options available to Plan participants through the Plan. The model and/or managed portfolios will seek to achieve varying degrees of long-term appreciation and capital preservation, subject to the Plan fiduciary's stated investment guidelines, through a mix of equity and fixed income exposures offered as investment options under the Plan. Smart401k will not include company stock or investment options made available through mutual fund and/or brokerage windows in the model and/or managed portfolios and will have no responsibility or liability for such investments. In rendering Independent Portfolio Allocation Services, Smart401k is a fiduciary under the Act and ERISA and will act solely in the best interest of the Plan's participants and beneficiaries. Unless Smart401k is also providing Independent Plan Investment Advice to the Plan, Smart401k, has no obligation, fiduciary or otherwise, to select and monitor the individual investment options made available under the Plan. The agreement executed with the

Plan fiduciary will determine whether Smart401k provides model portfolio or managed account portfolio allocation services.

Managed Portfolio Allocation Services

In providing Managed Portfolio Allocation Services, Smart401k will have full discretion and authority, without further approval by the Plan fiduciary, to supervise and direct the asset allocation with respect to each managed portfolio designed by Smart401k. Smart401k will act as a fiduciary under the Act and a fiduciary “investment manager” under section 3(38) of ERISA, but the Plan fiduciary shall be responsible for determining whether to implement the initial recommendations required to create the managed portfolios. Once the Plan fiduciary elects to implement the initial advice, Smart401k will be primarily responsible for monitoring the managed portfolios, and the Plan fiduciary’s responsibility will be limited to monitoring the performance of Smart401k as an investment manager to the Plan. Smart401k will communicate investment instructions directly with the Plan’s recordkeeper or third-party administrator and will provide quarterly reports and/or information as the Plan fiduciary may reasonably request to assist the Plan fiduciary in meeting its responsibilities to monitor the performance of Smart401k as an investment manager to the Plan.

Managed Account Sub-Advisory Services

In providing Managed Account Sub-Advisory Services, Smart401k constructs managed account allocations utilizing model portfolio allocations made up from investment options available under a plan. The allocations are updated and submitted on a quarterly basis to the plan’s participant advisor, who then implements and supports the advice. Smart401k will provide information as the Plan fiduciary may reasonably request to assist the Plan fiduciary in meeting its responsibility to prudently select and periodically monitor investment options available under the Plan.

Independent Qualified Investment Alternative Management

Smart401k may provide Qualified Default Investment Alternative (“QDIA”) management services and will create and manage a series of portfolios that allocate the assets of individual accounts for those Plan participants who fail to make an investment election. The managed portfolios will be constructed so as to achieve varying degrees of long-term appreciation and capital preservation through a mix of equity and fixed income exposures offered through investment alternatives available under the Plan. Smart401k will reallocate and rebalance the portfolios and associated risk levels over time in accordance with generally accepted investment theories and will diversify the managed portfolios to minimize the risk of large losses. Based on the Participant’s age, target retirement date or life expectancy, Smart401k will invest defaulted participants into the proper managed portfolio and will automatically move defaulted Participants into more conservative managed portfolios as the Participant ages. Smart401k will not take into account the risk tolerances, other investments or other preferences of an individual Participant that is defaulted into a managed portfolio.

In providing QDIA Management Services, Smart401k will act as a fiduciary under the Act and a fiduciary “investment manager” under section 3(38) of ERISA, but the Plan fiduciary shall be responsible for determining whether to implement the initial recommendations required to create the managed portfolios. Once the Plan fiduciary elects to implement the initial advice, Smart401k will have full discretion and authority, without further approval by the Plan fiduciary, to supervise

and direct the asset allocation with respect to each managed portfolio designed by Smart401k. Smart401k will be primarily responsible for monitoring the managed portfolios, and the Plan fiduciary's responsibility will be limited to monitoring the performance of Smart401k as an investment manager to the Plan. Smart401k will communicate investment instructions directly with the Plan's recordkeeper or third-party administrator and will provide quarterly reports and/or information as the Plan fiduciary may reasonably request to assist the Plan fiduciary in meeting its responsibilities to monitor the performance of Smart401k as an investment manager to the Plan.

Smart401k will be considered to be serving as a QDIA Manager only with respect to the assets of a defaulted Plan participant's account over which it has authority to exercise discretion.

Consequently, Smart401k will not have any discretion over and/or responsibility or liability for investments in employer securities or other investment options available under the Plan, including those made available through mutual fund or brokerage windows. The Plan fiduciary retains the sole responsibility to provide all required notices to Plan participants as required under ERISA section 404(c)(5), and Smart401k makes no representations that the Plan will otherwise be compliant with ERISA section 404(c).

Sub-Advisory Services

In addition to providing investment advisory and related services under arrangements with employer-sponsored plans and plan sponsors, Smart401k also has arrangements with financial institutions to provide similar services on a sub-advisory basis. Smart401k may license certain advice methodologies, quarterly portfolio allocation recommendations and services to these firms to provide investment advisory and other related services. In these cases, the financial institution is responsible for delivering the advice services to its clients through its personnel and technology.

Item 5 – Fees and Compensation

Smart401k charges the following fees for providing the above-referenced services. Such fees will not vary depending upon the basis of any investment option selected and are calculated pursuant to one or more of the following bases: (i) a flat-dollar basis; (ii) a flat percentage of total plan assets; or (iii) a per-participant basis. In special circumstances, Smart401k may also enter into agreements with clients pursuant to which it charges hourly fees for the advisory services. The amount of such fees and the corresponding rates are subject to negotiation.

Independent Participant Investment Advice

In certain circumstances, the company that offers or sponsors a retirement plan ("Plan") may decide to pay Smart401k's fees as a benefit for the employee. If Smart401k services are funded by the company, two types of fees are typically charged: a fixed fee and an additional fee per participating employee. Fees are negotiable on a provider by provider basis. Generally, fees range from 0 - \$5,000 plus \$5 to \$50 per employee plan participant per year (or the equivalent as an asset-based fee) based on the employee base, up to 10,000 employees. Based on the number of Plan participants, Smart401k may negotiate the annual employee fee. The fees paid by the Provider are billed when the Smart401k setup is complete (and the service becomes available to Plan participants) and on an annual basis thereafter.

If the Smart401k service is paid for by Advice Clients, they must pay when registering for the service on the Smart401k website. Generally, the standard pricing is \$59 per quarter (every 3 months), or \$199.95 per year, payable in advance. This pricing can be reduced through a group discount to companies that allow the marketing of Smart401k to their employees. The typical discount lowers the price per individual to \$45 per quarter, or \$149.95 per year.

Independent Plan Investment Advice

This service is typically paid for by the Plan or the Plan Sponsor through either a fixed fee or asset-based fee. Pricing will generally vary from a fixed fee of \$500-\$10,000, or 3 to 30 basis points on plan assets.

Independent Portfolio Allocation Services

Smart401k charges a fixed fee, an asset-based fee, or a combination of the two for Independent Portfolio Allocation Services on a quarterly basis in arrears. This pricing will generally vary from 1 to 30 basis points, based on the assets in the Plan and the services provided. Generally, fees will be higher where Smart401k is providing managed portfolio services and has the responsibility to direct the investments with discretion.

Independent QDIA Management

Smart401k charges a fixed fee, an asset-based fee, or a combination of the two for QDIA Management Services on a quarterly basis in arrears. This pricing will generally vary from 1 to 30 basis points, based on the assets in the Plan and the services provided.

Sub-Advisory Services

Smart401k may offer advisory services to customers of certain financial institutions on a sub-advisory basis. The financial institution collects the advisory fees from the plan sponsor and then pays Smart401k a sub-advisory fee based on the number of plan participants. The amount of the fee and the ability to obtain refunds or terminate an agreement before its expiration is subject to negotiation between Smart401k and the financial institution. Typically, Smart401k charges both a fixed fee and an asset based fee for these services. The fixed fee is paid annually and the asset based fee is paid on a quarterly basis in arrears.

Smart401k is an Independent Investment Adviser registered with the Securities and Exchange Commission. As an Independent Investment Adviser, Smart401k does not receive any fees or other compensation, directly or indirectly, from any person or persons (or anyone affiliated with such persons) that market, sell, manage or provide investments in which plan assets of any individual account plan are invested. The only compensation received by Smart401k are the fees set forth above. Smart401k does not participate in any revenue sharing with investment providers to the Plan or receive any “special” compensation above-and-beyond the fees it charges for the above-referenced services.

Service Pricing Promotions and Discounts

Smart401k may offer discounts and/or promotional pricing on any of the services noted above to select clients, plans and/or participants. Smart401k may also offer free trial periods, at its sole discretion, to select prospective clients.

Other Fees and Expenses

In addition to the fees charged by Smart401k, investment options recommended for a participant and/or plan 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

As explained in above, the fees for the use of Smart401k services might be paid in certain circumstances by the Plan sponsor, the Plan, Plan participants or a service provider to the Plan. In such situations, the Plan sponsor or service provider paying our fee might seek to reduce its costs by either limiting the services available through Smart401k or otherwise. Also, there might be situations in which a Plan service provider pays, from a portion of the amount they earn for the services provided to the Plan, our service fee. There could be incentives for such providers to seek to increase the number or amount of Plan transactions. To mitigate any potential conflict of interest that may arise where the fees charged by Smart401k are paid by a third-party, Smart401k will base its recommendations solely on the criteria provided by the Plan fiduciary (either directly or through the IPS) or the Advice Client.

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.

Service Termination Provisions and Refunds of Fees Paid to Smart401k

Clients may terminate their relationship with Smart401k at any time upon written or email notice. Clients may also cancel their service as-of the end of their respective service periods by contacting a Smart401k advisor by telephone or by logging in to their Smart401k accounts. However, please note that any client wishing to cancel a service as-of a date prior to the end of the previously selected service period, and wishing to receive a refund, to the extent applicable, for any unused portion of that service period, must cancel by written or email notice.

A client terminating the relationship by submitting a written or email notice during the first 30 days of service will be entitled to a full refund, unless the client requests to continue service through the end of the initial service period. After the first 30 days of service, cancellations will be processed as-of the end of the service quarter in which the cancellation request is received. As-of the end of the quarter in which the cancellation request is received, the client will be deactivated from the Smart401k website and will no longer receive advisory or portfolio allocation services. For written and email cancellation requests submitted after the first thirty days of service, a client will be refunded for unused quarters, where applicable, based on their original method of payment.

For a client utilizing a free trial period, the paid subscription service automatically begins once the free trial period has ended. However, a client utilizing a free trial may cancel the service prior to

the conclusion of the trial period through the normal cancellation methods noted above. Once the free trial period has ended, the subscription period will begin as-of the first day after the trial period has ended and any cancellations or refunds will be subject to the provisions noted in the preceding two paragraphs above.

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

Smart401k does not receive performance based fees.

Item 7 – Types of Clients

Smart401k's clients generally consist of Plan sponsors, Plan participants and individual customers wishing to obtain advice regarding their employer sponsored retirement plans.

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. 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.

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.

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

For the Independent Participant Investment Advice Service, Smart401k offers customized investment recommendations to retirement plan participants. For the advice service, Smart401k does not monitor the Advice Client's retirement plan accounts. Smart401k provides a customized investment recommendation to its Advice Clients, which is available for review by the Advice Client via the internet, before the Advice Client determines whether to implement the recommendation. Smart401k asks that participants review their accounts quarterly to address and review their asset allocation through the Smart401k website and obtain a new recommendation as the Advice Client wants or as the Advice Client determines is appropriate. It is the sole responsibility of the Advice Clients to update their accounts and address any personal circumstances that may have changed.

For the Independent Portfolio Allocation Service, Smart401k offers customized investment portfolio recommendations to retirement plan participants ("managed account clients") and periodically updates the asset allocation to maintain a certain portfolio. Every three months (at calendar quarter end), Smart401k reviews and revises the investment portfolio recommendations, which identify asset categories and allocations by fund category, to determine the customized investment portfolio recommendations for clients.

For the Independent Plan Investment Advice Service, Smart401k provides advice to the Plan Sponsor regarding the selection and monitoring of investment options for the Plan from among the options available on the investment platform selected by the Plan Sponsor. The initial service is performed at initiation of the agreement, and ongoing fund monitoring is performed quarterly (if arranged with the client).

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 has discretionary authority over client's assets only for managed accounts, which is obtained through an executed investment Advisory Agreement. Discretion over client assets is generally limited to establishing investment allocation percentages in the asset allocation models maintained by Smart401k for certain clients. With the Plan Sponsor's authorization, Smart401k will rebalance and adjust allocations to the models as often as needed.

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

**Brochure Supplement
Part 2B of Form ADV**

Smart401k, LLC
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www.smart401k.com

January 2013

This Brochure Supplement provides information about the investment advisor representatives at Smart401k, LLC ["Smart 401k"] and supplements its Brochure (Part 2A of Form ADV). You should have received a copy of that Brochure. Please contact Smart401k at the above address, or by telephone, if you did not receive the Brochure or if you have any questions about the contents of this supplement.

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.

Shannon Duncan

Item 2 - Educational Background and Business Experience

Year of Birth: 1973
Formal Education: University of Missouri – Columbia, 1995, B.S. Human Environmental Studies

Business Background: Senior V.P. Marketing & Operations at Smart401k, LLC 10/2010 to the present
V.P. Marketing & Communications at Smart401k, LLC 11/2009 to 10/2010
Marketing Manager, Bank of Oklahoma, 06/2008 to 11/2009
Registered Rep, JP Morgan Institutional Investments, Inc., 12/2003 to 05/2008

Professional Designations:

Ms. Duncan has successfully completed the Series 65 (Uniform Investment Adviser Law) examination, which permits her to qualify as an investment advisor representative, and register with states where she may provide advisory services and which require registration.

Item 3 - Disciplinary Information

Ms. Duncan has no disciplinary information to disclose.

Item 4 - Other Business Activities

Ms. Duncan is not actively engaged in any outside, investment related business or occupation.

Item 5 - Additional Compensation

Ms. Duncan does not receive additional compensation or economic benefit from any other source for providing advisory services to her clients.

Item 6 - Supervision

Ms. Duncan is supervised by the President & CEO, Scott Holsopple, who can be reached at 913-744-3378.

Item 7 - Requirements for State-Registered Advisers

Not applicable

Kevin M. Jaegers, CFA

Item 2 - Educational Background and Business Experience

Year of Birth: 1979

Formal Education: Missouri State University from 2001 to 2004, B.S. Insurance & Risk Management

Business Background: Director of Product Development with Smart401k, LLC from 10/2010 to present
Senior Investment Adviser with Smart401k, LLC from 10/2007 to 10/2010
Investment Adviser with Smart401k, LLC from 2/2006 to 10/2007
Registered Representative, JPMorgan Retirement Plan Services, 2/2005 to 2/2006
Registered Representative of Andrew Garrett Investments from 1/2004 to 1/2005

Professional Designations:

Mr. Jaegers earned the Chartered Financial Analyst® (CFA®) designation in September of 2012. According to the CFA Institute, to be awarded the CFA charter one must have four years of qualified investment experience, pledge to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct on an annual basis and complete the CFA Program. The CFA Program is organized into three levels, each culminating in a six-hour exam. The disciplines of study include accounting, economics, ethics, equity analysis, fixed income analysis, portfolio management and statistics.

Mr. Jaegers has successfully completed the Series 65 (Uniform Investment Adviser Law) examination, which permits him to qualify as an investment advisor representative, and register with states where he may provide advisory services and which require registration.

Item 3 - Disciplinary Information

Mr. Jaegers has no disciplinary information to disclose.

Item 4 - Other Business Activities

Mr. Jaegers is not actively engaged in any outside, investment related business or occupation.

Item 5 - Additional Compensation

Mr. Jaegers does not receive additional compensation or economic benefit from any other source for providing advisory services to his clients.

Item 6 - Supervision

Mr. Jaegers is supervised by the President & CEO, Scott Holsopple, who can be reached at 913-744-3378.

Item 7 - Requirements for State-Registered Advisers

Not applicable

Raymond M. Dyches

Item 2 - Educational Background and Business Experience

Year of Birth: 1983

Formal Education: Brigham Young University Idaho, Bachelor of Science, Business-Finance, 2006
Brigham Young University Hawaii, 2002

Business Background: Investment Adviser with Smart401k, LLC, 06/2012 to present
Retirement Services Rep with Charles Schwab, 09/2010 to 06/2012
President/Trader, Zion Capital, 02/2008 to 09/2010
Trader with Blue Caribbean Trading, 12/2006 to 02/2008

Professional Designations:

Mr. Dyches has successfully completed the Series 65 (Uniform Investment Adviser Law) examination, which permits him to qualify as an investment advisor representative, and register with states where he may provide advisory services and which require registration.

Item 3 - Disciplinary Information

Mr. Dyches has no disciplinary information to disclose.

Item 4 - Other Business Activities

Mr. Dyches is not actively engaged in any outside, investment related business or occupation.

Item 5 - Additional Compensation

Mr. Dyches does not receive additional compensation or economic benefit from any other source for providing advisory services to his clients.

Item 6 - Supervision

Mr. Dyches is supervised by the Senior V.P. of Marketing & Operations, Shannon Duncan, who can be reached at 913-529-8452.

Item 7 - Requirements for State-Registered Advisers

Not applicable.

Randy A. Schaller

Item 2 - Educational Background and Business Experience

Year of Birth: 1980

Formal Education: Baker University, Bachelor of Business Administration, 2010

Business Background: Senior Investment Adviser with Smart401k, LLC, 7/2012 to present
Investment Adviser with Smart401k, LLC, 03/2011 to 7/2012
Fund Accountant with State Street Bank & Trust Co., 4/2009 to 3/2011
Financial Planning Associate, Searcy Financial Services, Inc., 7/2005 to 12/2008

Professional Designations:

CERTIFIED FINANCIAL PLANNER™ (CFP®)

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

CFP® professionals must complete the following ongoing education and ethics requirements:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Mr. Schaller has successfully completed the Series 65 (Uniform Investment Adviser Law) examination, which permits him to qualify as an investment advisor representative, and register with states where he may provide advisory services and which require registration.

Item 3 - Disciplinary Information

Mr. Schaller has no disciplinary information to disclose.

Item 4 - Other Business Activities

Mr. Schaller is not actively engaged in any outside, investment related business or occupation.

Item 5 - Additional Compensation

Mr. Schaller does not receive additional compensation or economic benefit from any other source for providing advisory services to his clients.

Item 6 - Supervision

Mr. Schaller is supervised by the Senior V.P. of Marketing & Operations, Shannon Duncan, who can be reached at 913-529-8452.

Item 7 - Requirements for State-Registered Advisers

Not applicable.