

**Item 1 – Cover Page**

Smart401k, LLC  
7301 College Blvd., Ste 220  
Overland Park, KS 66210  
Phone - 877-627-8401  
Fax - 866-666-5583  
[www.smart401k.com](http://www.smart401k.com)

January 2013

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](http://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.

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. 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.

#### **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



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

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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](http://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.