

FORM ADV**Uniform Application for Investment Adviser Registration****Part II – Page 1**

OMB APPROVAL	
OMB Number:	3235-0049
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Name of Investment Adviser:						MarketRiders, Inc.					
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code:	Telephone Number:					
	740 Camino Ramon	Danville	California	94526	(650)	328-7873					

This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any government authority.

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(Schedules A,B,C,D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

Applicant: MarketRiders, Inc.	SEC File Number: 801-	Date: 07/29/2009
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1. A. Advisory Services and Fees. (Check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | | |
|---|-----------------|---|
| <input checked="" type="checkbox"/> (1) Provides investment supervisory services..... | <u>5 (est)</u> | % |
| <input type="checkbox"/> (2) Manages investment advisory accounts not involving investment supervisory services..... | _____ | % |
| <input type="checkbox"/> (3) Furnishes investment advice through consultations not included in either service described above..... | _____ | % |
| <input type="checkbox"/> (4) Issues periodicals about securities by subscription..... | _____ | % |
| <input type="checkbox"/> (5) Issues special reports about securities not included in any service described above..... | _____ | % |
| <input type="checkbox"/> (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... | _____ | % |
| <input type="checkbox"/> (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities.. | _____ | % |
| <input type="checkbox"/> (8) Provides a timing service..... | _____ | % |
| <input checked="" type="checkbox"/> (9) Furnishes advice about securities in any manner not described above..... | <u>95 (est)</u> | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term? Yes ☐ No ☒

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input checked="" type="checkbox"/> (4) Subscription fees |
| <input type="checkbox"/> (2) Hourly charges | <input type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- When compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate and investment advisory contract before its expiration date

2. Types of clients – Applicant generally provides investment advice to: (check all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> A. Individuals | <input type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks and thrift institutions | <input type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:	SEC File Number:	Date:
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3. Types of Investments. Applicant offers advice on the following: (Check those that apply)

- | | |
|---|---|
| <input type="checkbox"/> A. Equity Services | <input type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | <input type="checkbox"/> I. Options contracts on: |
| <input type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input type="checkbox"/> (3) foreign issuers | <input type="checkbox"/> (2) commodities |
| <input type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input type="checkbox"/> E. Certificate of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal Securities | <input type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities | <input type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | |
| <input type="checkbox"/> (3) mutual fund shares | <input type="checkbox"/> L. Other (explain on Schedule F) |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input type="checkbox"/> Inspections of corporate activities | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases |
| (4) <input type="checkbox"/> Corporate rating services | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|---|
| (1) <input checked="" type="checkbox"/> Long Term Purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input type="checkbox"/> Short Term Purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short Sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?

Yes

No

☐☒

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.....

Yes

No

☐☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

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9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☐ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services and impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes ☒ No ☐

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For Reviews**, include the frequency, different levels, and triggering factors. **For Reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Investment Advisory Services: The securities in every client's account will be under continuous review. Client accounts will typically be reviewed quarterly. Accounts will be reviewed by the President. Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Investment Advisory Services: Our managed account clients will receive a monthly report from the Custodian detailing the clients account performance. Financial planning clients may arrange for additional reports for a separate fee. Our internet clients will receive monthly emails showing the status of their portfolios and period alerts when it is time to rebalance their portfolio(s).

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

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12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|---|--|---|
| (1) securities to be bought or sold?..... | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| (2) amount of the securities to be bought or sold?..... | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| (3) broker or dealer to be used?..... | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| (4) commission rates paid?..... | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients?.....

Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
--	--------------------------------

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any products the applicant used during the last fiscal year to direct client transactions to a particular broker in return for any product and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|--|--|---|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients?..... | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals?..... | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?.....	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
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Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
FORM ADV**

Continuation Sheet for Form ADV Part II

Applicant:

MarketRiders, Inc.

SEC File Number:

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Date:

07/29/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part 1 of Form ADV: MarketRiders, Inc.		IRS Empl. Ident. No.: 26-3086575
Item of Form (identify)	Answer	
Part II, 1 D	<p>MarketRiders, Inc. (hereinafter "MR") offers the following services to clients:</p> <p>MR offers a subscription-based Internet service that empowers registered members to build and manage ETF portfolio. To become a registered member (hereinafter "Clients"), Clients elect to pay a \$9.95 monthly subscription fee or a \$100 annual fee, resulting in access to MarketRiders E.Adviser software that allows them to build and manage their MarketRiders portfolios. Within the E.Adviser software, Clients can either choose to answer a series of questions resulting in a recommended portfolio, or they can employ the custom portfolio construction feature to build the portfolio of their choosing. MR monitors these portfolios for Clients and sends out rebalancing alerts guiding their portfolio management. All new Clients receive a 30-day free trial that can be terminated during the trial period without penalty. After the 30-day free trial, Clients may terminate their account at anytime through the account management function on the MarketRiders website and no further charges will be made to their bank or credit card.</p> <p>These fees are negotiable, and the final fee schedule will be attached in the Investment Advisory Contract. Fees are paid monthly in advance, and clients may terminate their account with thirty days written notice. Refunds will be given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. Clients may terminate their accounts without penalty, for full refund, within 5 business days of signing the advisory contract.</p> <p>MR also offers RIA coaching services for \$399 for up to two hours of coaching. MarketRiders coaching provides a MarketRiders Registered Investment Advisor who helps the investor through a three-step process online and by phone. The first step focuses on identifying the ideal asset allocation for the investor through a brief interview process. Based upon this interview the Coach architects within the E.Adviser software an asset allocation based on the investors age, risk tolerance, timeframe and other key factors, and then delivers them a personalized ETF portfolio in the MarketRiders E.Adviser software. In the second step, the coach helps the investor buy this recommended portfolio online and confirm these purchases in E.Adviser. Finally, once the investor's portfolio gets out of balance and a rebalancing alert is generated, the coach helps the investor perform their first rebalancing online, teaching the investor how to take the E.Adviser recommendations and execute them at their online broker and confirm the purchases back in the E.Adviser engine.</p>	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
FORM ADV**

Continuation Sheet for Form ADV Part II

Applicant:	SEC File Number:	Date:
MarketRiders, Inc.	801-	07/29/2009

1. Full name of applicant exactly as stated in Item 1A of Part 1 of Form ADV: MarketRiders, Inc.		IRS Empl. Ident. No.: 26-3086575
Item of Form (identify)	Answer	
Part II, 1 D (cont.)	INVESTMENT SUPERVISORY SERVICES MR will offer ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Investment Supervisory Services include, but are not limited to, the following: Investment strategy; Personal investment policy; Asset allocation; Asset selection; Regular portfolio monitoring. MR will evaluate the current investments of each client with respect to their risk tolerance levels and time horizon. MR will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels will be documented in the Investment Policy Statement, which will be given to each client. Fees for these services will be either AUM or fixed fees as follows: Depending upon the complexity of the situation and the needs of the client, the Assets Under Management fee is 0.50% on all assets. Fees are paid quarterly in arrears. Because fees are charged in arrears, no refund is necessary. The fees are negotiable and the final fee schedule will be attached as Exhibit II of the Investment Advisory Contract. Clients may terminate their accounts without penalty, for full refund, within 5 business days of signing the advisory contract. There is an account minimum, \$25,000 which may be waived by the investment advisor, based on the needs of the client and the complexity of the situation. For investors using the E.Adviser software, there is no minimum, although MR recommends clients have at least \$50K.	
Part II, 6	EDUCATION AND BUSINESS BACKGROUND Name: Mitchell Jay Tuchman Born: 1956 Education Background: Boston University, 1978, Bachelor of Science in Business Administration Harvard University, 1982, Masters in Business Administration Business Background: 2008 – Present President MarketRiders, Inc. 2000 – Present Managing Member JacksonNet, LLC	

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
FORM ADV**

Continuation Sheet for Form ADV Part II

Applicant:

MarketRiders, Inc.

SEC File Number:

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Date:

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1. Full name of applicant exactly as stated in Item 1A of Part 1 of Form ADV:

MarketRiders, Inc.

IRS Empl. Ident. No.:

26-3086575

Item of Form
(identify)

Answer

Part II, 6 (cont.)

Name: Stephen Beck

Born: 1961

Education Background:

Bachelors of Arts from California Polytechnic State University San Luis Obispo
Professional Clear Secondary Teaching Credential from the same University.

Business Background:

Over the past eight years Stephen Beck has been a partner at Integrity Partners, a boutique venture capital firm located at 1499 Danville Blvd, Alamo, CA 94507, and he continues there as an inactive partner.

Part II, 9

CODE OF ETHICS

MR has a written Code of Ethics that covers the following areas:

Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions.

ALL PROSPECTIVE AND CURRENT CLIENTS HAVE A RIGHT TO SEE OUR CODE OF ETHICS. FOR A COPY OF THE CODE OF ETHICS, PLEASE ASK YOUR FINANCIAL ADVISOR AT ANY TIME.

Part II, 10

CONDITIONS FOR MANAGED ACCOUNTS

MR has a minimum family of accounts value of \$25,000. MR may waive conditions based on the complexities of the situation and/or the needs of the client.

Complete amended pages in full, circle amended items and file with execution page (page 1).

**Schedule F of
FORM ADV**

Continuation Sheet for Form ADV Part II

Applicant:

MarketRiders, Inc.

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1. Full name of applicant exactly as stated in Item 1A of Part 1 of Form ADV:

MarketRiders, Inc.

IRS Empl. Ident. No.:

26-3086575

Item of Form
(identify)

Answer

**Part II, 12
A (1-2) & B**

INVESTMENT OR BROKERAGE DISCRETION

For those client accounts where MR provides ongoing money management or investment advice with ongoing supervision, MR will maintain limited power of attorney over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities will be explained to clients in detail before an advisory relationship has commenced. The Custodian was chosen based on their relatively low transaction fees. MR will never charge a premium or commission on transactions, beyond the actual cost imposed by Custodian. Every attempt will be made to get group discounts on transactions when possible.

Part II, 13 B

ADDITIONAL COMPENSATION

B: MR offers members incentives in the form of monthly discounts on their subscription fees to refer friends who decide to join the website.

Complete amended pages in full, circle amended items and file with execution page (page 1).