



Item 1 – Cover Page

Dimensional SmartNest (US) LLC

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March 31, 2011

This Brochure provides information about the qualifications and business practices of Dimensional SmartNest (US) LLC (“DSN”). If you have any questions about the contents of this Brochure, please contact us at (512) 306-7400 and/or dimensionalretirement@dimensional.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

DSN is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

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



Item 2 – Material Changes

This Brochure dated March 31, 2011 is a new document prepared in accordance with the SEC's new requirements and rules, including recent amendments to Form ADV. As such, this document is materially different in structure from our previous Brochure and contains certain new required information.



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Item 4 – Advisory Business

General Description of Advisory Firm

The principal business activities of DSN involve providing investment advice to managed accounts through its proprietary Dimensional Retirement solution (described below). DSN has been in business since 2010 and has been a registered investment advisor under the Investment Advisers Act of 1940 (the “Advisers Act”) since October 2010. Dimensional SmartNest LLC (“SmartNest”) is the principal owner.

DSN does not currently manage any assets.

General Description of Advisory Services

Dimensional Retirement is made available to participants in defined contribution plans (e.g., Individual Retirement Accounts (IRAs) and 401(k) plans) by plans, plan sponsors (e.g., an employer that offers a retirement plan to employees) or plan fiduciaries (e.g., the trustee or investment adviser to a plan) who have entered into a written agreement with DSN. That agreement will specify the method(s) of enrollment into Dimensional Retirement for eligible plan participants, which may include an opt-in method of enrollment where a plan participant affirmatively elects to enroll in Dimensional Retirement, an opt-out method of enrollment where plan participants are enrolled in Dimensional Retirement in accordance with plan or plan sponsor specifications (including designation as the investment alternative for new hires who do not make elections), with the ability to withdraw at any time without penalty, or some combination of both methods.

Participants access Dimensional Retirement through an interactive online planning tool which helps participants establish retirement goals based on the amount of income needed to maintain a comfortable standard of living in retirement (“Desired Income”), the minimum income required to live (“Minimum Income”), the amount to contribute each pay period and the age at which the employee hopes to retire. Dimensional Retirement then creates a personalized investment plan aimed at helping the participant achieve their retirement goals. Through its proprietary algorithm which addresses interest rate, market and inflation risk, combined with the available investment options, Dimensional Retirement calculates an estimate of the participant’s chances of realizing the participant’s Desired Income based on their selections in the planning tool. Participants make changes to their selections until reaching a percentage likelihood with which they are comfortable at which time they authorize the Dimensional Retirement solution to automatically invest their account towards their Minimum Income and Desired Income.



Some of the information provided for use with the Dimensional Retirement program may be provided by the participant's employer (e.g., age and salary information). The plan record keeper provides information about each plan participant and plan account to DSN. DSN makes no guarantees or warranties, express or implied, as to the accuracy or completeness of such information. The participant is solely responsible for the completeness and accuracy of such information and for reviewing and updating their personal information. Participants are encouraged to visit the online planning tool for regular check-ins and are free to make adjustments to their settings and preferences at any time.

The Dimensional Retirement solution targets the purchase of a real annuity (a fixed, inflation-protected long-term annuity) at retirement which will make payments to the participant at his or her Desired Income and determines an allocation among investment options based on that target. On a monthly basis, or otherwise as directed by the plan sponsors or plan fiduciaries who contract with DSN, the Dimensional Retirement solution automatically optimizes the participant's investment portfolio using both current balance (updated to reflect current fund prices) and expected future contributions. The portfolio is allocated among the investment options in the plan, and is rebalanced and reallocated, in a manner seeking to achieve the Minimum Income selected by the participant and optimizing the likelihood of achieving the selected Desired Income. Optimization calculations are based on simulations using a range of possible (real) interest rate and equity developments, with statistical long-term historical data. Allocations are dynamic over time based on changes in the participant's goals, savings rate, age and years until retirement, as well as actual returns in the market. Participants are not able to impose restrictions on investing in certain securities within the Dimensional Retirement program.

Investment options to which the Dimensional Retirement program allocates participants' portfolios are limited to investment companies (i.e., mutual funds) advised by Dimensional Fund Advisors LP ("DFA"), an affiliate of DSN, or its affiliates (the "Dimensional Funds"). Other investment options that are not available in the Dimensional Retirement program may have characteristics similar to or superior to those available to Dimensional Retirement participants. The Dimensional Retirement program and its available investment options are approved by the plan sponsor or other plan fiduciary. See Item 11 for further information regarding this relationship.

DSN does not participate in any wrap fee programs.



Item 5 – Fees and Compensation

DSN's arrangements with a plan or plan sponsor to provide the Dimensional Retirement program to plan participants generally provide for DSN's fees to be paid by the plan or the plan sponsor. Such fees vary and are negotiated between DSN and the plan or plan sponsor, and generally range from 0.45% to 1.0% of plan assets. DSN reserves the right to offer discounted fees.

The Dimensional Retirement proprietary software allocates a participant's account to shares or units of investment products advised or administered by DFA or its affiliates. The fees payable to DSN will be reduced by the fees payable to DFA or its affiliates by the investment products to which a participant's account is allocated. To the extent the fees payable to DSN are not reduced in full by the fees payable to DFA or its affiliates by such products, DSN will bill the plan or plan sponsor in arrears on either a monthly or quarterly basis, as agreed to by DSN and such plan or plan sponsor.

DSN's fees are in addition to other fees that participants may pay to unaffiliated entities in connection with their defined contribution plan accounts, including investment management fees, plan administration fees, and fees for participant initiated transactions (e.g., loans, redemptions, etc.).

DSN may charge certain retirement plans, plan sponsors, plan administrators, financial institutions or others one-time or regular licensing, set-up, integration or development fees in connection with the provision of Dimensional Retirement. For example, certain retirement plans, plan sponsors or plan administrators may pay fees relating to development or maintenance of software or other technology used in providing the services. DSN may charge additional fees for technical or maintenance services, including telephone or email support, subject to negotiation based upon the nature and extent of the services.

Neither DSN nor any of its supervised persons accepts compensation for the sale of securities or other investment products to clients.



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

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

Item 7 – Types of Clients

DSN's clients are defined contribution plan sponsors or plan fiduciaries who have entered into a written agreement with DSN. Except as provided below, participants who use the Dimensional Retirement program have the sole responsibility in determining whether or not to use the program and give the Dimensional Retirement program discretionary authority to direct the plan administrator/record keeper to effect the allocations produced by the Dimensional Retirement algorithm for the account without prior approval of each transaction. Participants generally must allocate all of their account balance to Dimensional Retirement. Partial management of the account where a participant invests in other investment plan options while also participating in Dimensional Retirement is generally not an option.

In certain instances, plans or plan sponsors may select Dimensional Retirement as the investment alternative for new hires or other participants who do not make investment elections and authorize automatic enrollment of such participants in Dimensional Retirement in accordance with plan or plan sponsor specifications, with the ability to withdraw at any time without penalty.

The Dimensional Retirement solution does not take into account or provide investment allocation service for non-plan assets.

Participants may cancel their participation in Dimensional Retirement at any time; however, the allocation of their investment options will not change after cancellation unless the participant affirmatively makes an allocation change to their account through their retirement plan platform.

The portfolios managed by DFA which constitute the investment options available to Dimensional Retirement for allocation of a participant's account require an initial funding of \$2,000,000. Once the assets in each of these funds reach \$2,000,000, DSN may require a minimum dollar value for plans to implement and/or maintain use of the Dimensional Retirement program. However, all plans implementing Dimensional Retirement are



subject to the approval of DSN and all plans or plan sponsors must complete and submit the necessary account registration forms.

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

Methods of Analysis

DSN utilizes proprietary software in its investment advisory service platform, including software for which patents have been obtained and other patents are pending, to analyze historic and current returns, volatility, cross-correlations and other factors to develop individualized recommendations as to the allocation of assets within individual retirement plans and other investment accounts. The software employs returns-based style analysis, optimization, and Monte Carlo simulation, among other techniques, to develop individualized recommendations.

DSN does not analyze individual securities in the traditional sense. DSN does, however, make asset allocation recommendations on broad classes of securities.

The main sources of information used by DSN include returns data for mutual funds, individual securities, and broad asset categories (e.g., large-capitalization U.S. equity returns, money market returns, foreign equity returns, etc.), security-specific information such as mutual fund portfolio holdings, as well as current market data and information that can be derived therefrom.

DSN utilizes recognized and independent pricing services for timely valuation information for advisory client securities. Whenever valuation information for specific, illiquid, foreign, private or other investments is not available through pricing services, DSN will obtain price information from at least one independent source, whether it be a broker/dealer, bank, pricing service, plan sponsor, plan record keeper or other source. Securities for which ready valuation information is not available from an independent source are to be reviewed and priced in good faith to reflect the security's fair and current market value. DSN will conduct periodic and frequent reviews of valuation information to identify incorrect, stale or mispriced securities. DSN will seek to resolve any pricing errors as promptly as possible.



Investment Strategies

Recommendations regarding classes of securities derive from forward-looking models of the economy and securities markets that may utilize such data as historical returns, historical correlations, expected returns and estimated risk premiums.

DSN generally requires that those involved in determining investment advice on its behalf have substantial experience in investment analysis, financial services or economic research. This experience may be reflected in an advanced degree, an undergraduate concentration in economics, statistics, finance, mathematics, business software or other related field, and/or work experience evidencing comparable expertise.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. The value of a participant's investment in the Dimensional Funds will fluctuate and there is the risk that a participant may lose money. Forecasts are reasonable estimates based upon assumptions and information supplied by (or on behalf of) a client. Forecasts are generated using forward-looking models of the economy and securities markets, which may incorporate such data as historical returns, historical correlations, expected growth rates and calculated risk premiums. Past performance is not an accurate predictor of the future, and reliance on historical and current data necessarily involves certain inherent limitations.

The forecasts or other information generated by DSN regarding the likelihood of various investment outcomes are hypothetical in nature, do not reflect actual investment results and are not guarantees of future results.

Participation in the Dimensional Retirement program subjects participants to the following risks:

- **Market risk.** Prices of the securities held by the Dimensional Funds will fluctuate sometimes rapidly and unexpectedly. These fluctuations may cause the price of a security to decline for short- or long-term periods and cause the security to be worth less than it was worth when purchased by the Dimensional Fund.
- **Business Risks; Economic Conditions.** Investments are subject to risk from changes in the economic climate, including, for example, interest rates, inflation rates, industry conditions, competition, technological developments, political and diplomatic events and trends, tax laws, the competency of management, and innumerable other factors, in a



similar way to other industrial or commercial companies. None of these conditions are within the control of DSN.

- **Portfolio Concentration.** The investment options in the Dimensional Retirement program are limited to the Dimensional Funds. The limited number of investment options and the extent to which a participant's portfolio is concentrated may cause the performance of a participant's portfolio to be more volatile than the performance of a more diversified investment product.

DSN believes that certain Dimensional Funds may be subject to additional material risks and special considerations, as explained below. A more detailed discussion of the risks relating to an investment in the Dimensional Funds can be found in each Dimensional Fund's prospectus and statement of additional information.

Equity Investments

Small Company Risk: Securities of small companies are often less liquid than those of large companies and this could make it difficult to sell a small company security at a desired time or price. As a result, small company stocks may fluctuate relatively more in price. In general, smaller capitalization companies are also more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources.

Value Investment Risk: Value stocks may perform differently from the market as a whole and following a value-oriented investment strategy may cause a portfolio to at times underperform equity funds that use other investment strategies.

Foreign Securities and Currencies Risk: Foreign securities prices may decline or fluctuate because of: (a) economic or political actions of foreign governments, and/or (b) less regulated or liquid securities markets. Investors holding these securities also are exposed to foreign currency risk (the possibility that foreign currency will fluctuate in value against the U.S. dollar). A portfolio generally seeks to hedge foreign currency exposure.

Emerging Markets Risk: Numerous emerging market countries have a history of, and continue to experience serious, and potentially continuing, economic and political problems. Stock markets in many emerging market countries are relatively small, expensive to trade in and risky. Foreigners are often limited in their ability to invest in, and withdraw assets from, these markets. Additional restrictions may be imposed under other conditions. Certain emerging markets countries (known as "frontier market" countries)



generally have smaller economies or less developed capital markets and, as a result, the risks of investing in emerging market countries are magnified in frontier market countries.

Securities Lending: Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, a portfolio may lose money and there may be a delay in recovering the loaned securities. The portfolio could also lose money if it does not recover the securities and/or the value of the collateral falls, including the value of investments made with cash collateral. Securities lending also may have certain potential adverse tax consequences.

Fixed-Income Investments

Foreign Securities Risk: Foreign securities prices may decline or fluctuate because of: (a) economic or political actions of foreign governments, and/or (b) less regulated or liquid securities markets.

Interest Rate Risk: Fixed income securities are subject to interest rate risk because the prices of fixed income securities tend to move in the opposite direction of interest rates. When interest rates rise, fixed income security prices fall. When interest rates fall, fixed income security prices rise. In general, fixed income securities with longer maturities are more sensitive to these price changes. In addition, falling interest rates may cause a portfolio's income to decline.

Credit Risk: Credit risk is the risk that the issuer of a security, or the counterparty to an agreement or contract (including a derivative instrument, such as a credit default swap), may be unable or unwilling to meet its financial obligations. A downgrade to an issuer's credit rating or a perceived change in an issuer's financial strength may affect a security's value, and thus, impact a portfolio's performance.

Risks of Banking Concentration: Focus on the banking industry would link the performance of a portfolio to changes in the performance of the banking industry generally. Banks are very sensitive to changes in money market and general economic conditions. The profitability of the banking industry is dependent upon banks being able to obtain funds at reasonable costs and upon liquidity in the capital and credit markets to finance their lending operations. Adverse general economic conditions can cause financial difficulties for a bank's borrowers and the borrowers' failure to repay their loans can adversely affect the bank's financial situation. Banks are subject to extensive regulation and decisions by regulators may limit the loans banks make and the interest rates and fees they charge, which could reduce bank profitability.



Income Risk: Income risk is the risk that falling interest rates will cause a portfolio's income to decline.

Call Risk: Call risk is the risk that during periods of falling interest rates, a bond issuer will call or repay a higher-yielding bond before its maturity date, forcing a portfolio to reinvest in bonds with lower interest rates than the original obligations.

Derivatives

Various Risks: Derivatives are securities, such as futures contracts, whose value is derived from that of other securities or indices. The use of derivatives for non-hedging purposes may be considered more speculative than other types of investments. When a portfolio uses derivatives, the account will be directly exposed to the risks of that derivative. Derivative securities are subject to a number of risks including liquidity, interest rate, market, credit and management risks, and the risk of improper valuation. Changes in the value of the derivative may not correlate perfectly with the underlying asset, rate, or index; and the portfolio could lose more than the principal amount invested.

Item 9 – Disciplinary Information

A registered investment adviser is required to disclose in this Item all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of the adviser or the integrity of the adviser's management.

DSN has no disciplinary information to report under this item.

Item 10 – Other Financial Industry Activities and Affiliations

DSN has several affiliated businesses that are material to its advisory business.

Affiliated Broker-Dealer

DFA Securities LLC ("DFA Securities") supervises DFA's distribution of the shares of DFA Investment Dimensions Group Inc., The DFA Investment Trust Company, Dimensional Emerging Markets Value Fund and Dimensional Investment Group Inc., registered investment companies to which DFA acts as investment adviser (the "Dimensional Funds"). DFA Securities is wholly owned by DFA and is therefore under common control with DSN. DFA Securities is not compensated for sales of the Dimensional Funds to DSN's clients. DSN



clients will invest into Dimensional Fund shares, which are distributed by DFA Securities, but no distribution fee is paid by the Dimensional Funds nor is DFA Securities performing any service directly to DSN.

Affiliated Investment Advisers

DSN is affiliated with several other investment advisers, which include:

- DFA has the majority interest in SmartNest, which is the 100% owner of DSN. DFA is the investment advisor to the Dimensional Funds. As discussed above, investment options to which the Dimensional Retirement program allocates participants' portfolios are limited to the Dimensional Funds. DFA receives compensation from the Dimensional Funds for its services as investment adviser. Client fiduciaries who select DSN's services select both the use of the DSN investment advice and the underlying investments into Dimensional Funds. This conflict of interest is further discussed below in Item 11.
- DFA Australia Limited ("DFA Australia"), as a wholly-owned subsidiary of DFA, is under common control with DSN, and may provide investment advice to some of the Dimensional Funds.
- Dimensional Fund Advisors Ltd. ("DFA Ltd."), as a wholly-owned subsidiary of DFA, is under common control with DSN, and may provide investment advice to some of the Dimensional Funds.
- Dimensional Fund Advisors Canada ULC ("DFA Canada"), as a wholly-owned indirect subsidiary of DFA, is under common control with DSN.

Affiliated Collective Investment Trust

DFA sponsors one collective trust fund with various subtrusts, The DFA Group Trust, in which assets of qualified defined benefit plans are invested.

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

DSN has adopted a Code of Ethics (the "Code"), under Rule 204A-1 of the Advisers Act for certain access persons of DSN ("Access Persons"). The Code is designed to ensure that Access Persons act in the interest of DSN and its clients with respect to any personal



trading of securities. The Code contains (i) certain reporting requirements applying to purchases of the funds in which DSN or a related person has a financial interest or the purchase of underlying portfolio securities of such funds and (ii) securities trading clearance procedures applying to the purchase of portfolio securities. The Code also requires all Access Persons to pre-clear with a compliance officer all trades in stocks, bonds, initial public offerings and private investments. Subject to the terms of the Code, employees of DSN may purchase for their own accounts shares of funds in which DSN or a related person has a financial interest or securities recommended for purchase by any of DSN's clients.

Clients may receive a copy of the Code by contacting their client service representative at DSN. Prospective clients may receive a copy of the Code by contacting DSN at dimensionalretirement@dimensional.com.

The Dimensional Retirement proprietary solution allocates a participant's account to shares or units of collective investment vehicles advised or administered by DFA, and/or its affiliates Dimensional Fund Advisors Ltd. ("DFAL") and DFA Australia Limited ("DFAA") (DFA, DFAL and DFAA are collectively referred to as the "Advisors"), each of which is an affiliate of DSN. Because the Advisors are affiliated with DSN, a potential conflict of interest exists between DSN and its clients. This conflict is addressed in the following ways:

- The available investment alternatives to which the Dimensional Retirement program makes allocations and the fact that only Dimensional Funds are available for use with the Dimensional Retirement program are approved by the plan sponsor or other plan fiduciary;
- The fees payable to DSN will be reduced by the fees payable to the Advisors by the investment vehicle in which allocations of a participant's account are made; and
- The Asset Allocation function of the Dimensional Retirement program determines the allocations of each participant's account in accordance with the calculations of its proprietary algorithmic model with no discretionary changes implemented by DSN's operational team.

The Advisors may recommend to clients that they buy or sell shares or units of collective investment vehicles advised or administered by any of the Advisors.



Item 12 – Brokerage Practices

For plan participants enrolled in the Dimensional Retirement solution, the only investment options to be bought or sold are determined by the Dimensional Retirement proprietary software and methodology. The Dimensional Retirement proprietary solution allocates a participant's account to shares or units of collective investment vehicles advised or administered by DFA, an affiliate of DSN, or its affiliates. Because the only investment options available in the Dimensional Retirement program are the Dimensional Funds, DSN does not select brokers or dealers for client transactions.

Item 13 – Review of Accounts

For participants of the pension plan clients enrolled in the Dimensional Retirement solution, DSN generally conducts account reviews on a monthly basis or otherwise as directed by the plan fiduciaries who contract with DSN. Members of the research and science team and the portfolio management team conduct these reviews. They are supervised by the Chief Executive Officer.

The account review process begins with an automated analysis of the account which generates proposed adjustments, if applicable, to rebalance and reallocate the account in a manner designed to optimize the likelihood of achieving the Desired Income confirmed by the participant. The Asset Allocation Production function, initiated by the DSN operational team, compares the proposed allocation with the probability of achieving the Minimum Income at retirement selected by the participant and reviews the account for allocation among the available investment options to seek to achieve the Minimum Income and maximize the likelihood of achieving the Desired Income selected by the participant. Each period review takes into account any changes made by the participant to their goals and savings rate during the period as well as actual returns in the market.

Participants may review and make changes to their account preferences, i.e., the amount of income needed to maintain a comfortable standard of living in retirement, the Desired Income, the minimum income required to live, the Minimum Income, the amount to contribute each pay period and the age at which the employee hopes to retire, as frequently as they choose. It is the responsibility of the plan participants to review and update their account preferences over the internet should significant changes occur in their personal circumstances, or otherwise as directed by the plan fiduciaries who contract with DSN. DSN may from time to time provide e-mail notifications to plan participants who elect to



receive such messages from DSN concerning changes in the value of the participant's investments or the chances of reaching their goal. These notices will be generated by DSN's proprietary software, and are authorized by the fiduciaries of the plan.

DSN and each plan or plan sponsor will work together to determine the reports to be provided to the plan, plan sponsor and the participants regarding the assets invested through Dimensional Retirement.

Item 14 – Client Referrals and Other Compensation

Individuals, including marketing officers and regional directors, all of whom are employees of DSN or its affiliates, may be paid a portion of the advisory fee paid to DSN as compensation for soliciting clients. Consultants of DSN may be paid a commission for client referrals. Such commission may be based on a percentage of total fees received by DSN as a result of such referrals.

DSN or its affiliates may provide its own personnel and outside consultants to independent financial advisors ("FAs") for purposes of (i) continuing education for the FAs and (ii) internal strategic planning and practice management for the FAs. DSN or its affiliates may provide historical market analysis, risk/return analysis, and continuing education for FAs.

Item 15 – Custody

DSN does not have custody of client funds or securities.

Item 16 – Investment Discretion

For members enrolled in the Dimensional Retirement program, the investment options to be bought or sold are determined by the Dimensional Retirement proprietary software and methodology. The Dimensional Retirement proprietary software allocates a participant's account to shares or units of collective investment vehicles advised or administered by the Advisors. However, each plan and plan sponsor will approve the investment options available within Dimensional Retirement. DSN's authority to manage securities accounts on a discretionary basis is generally granted in the Investment Management Agreement between DSN and the plan or plan sponsor.



Item 17 – Voting *Client* Securities

DSN does not have responsibility for voting proxies relating to securities held in participants' accounts. DSN does not have the legal authority or any responsibility for initiating, taking, advising on, or responding to any action with respect to potential or existing class action litigation, bankruptcy or any other proceeding involving any security held in participants' accounts.

Item 18 – Financial Information

DSN is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.

Item 19 – Requirements for State-Registered Advisers

Not applicable.