



Item 1 – Cover Page

Dimensional SmartNest (US) LLC

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February 25, 2014

This Brochure provides information about the qualifications and business practices of Dimensional SmartNest (US) LLC (“Dimensional SmartNest”). If you have any questions about the contents of this Brochure, please contact us at (512) 306-7400 and/or dimensionalsmartnest@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.

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

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



Item 2 – Material Changes

This Brochure dated February 25, 2014 updates the annual update dated April 1, 2013 to Form ADV Part 2A for Dimensional SmartNest and its subsequent update dated January 2, 2014. This Brochure dated February 25, 2014 reflects the following material changes:

- Effective as of February 28, 2014, Dimensional SmartNest has determined that it will no longer offer the discretionary investment management service described herein in the United States to new clients and is in the process of terminating its existing agreements with its current U.S. clients. Dimensional SmartNest anticipates this will be complete in the second quarter of 2014.
- Also, effective March 1, 2014, Dimensional SmartNest has unilaterally determined it will cease charging U.S. clients a fee for the Dimensional Managed DC service. However, clients by investing in the investment funds used by Dimensional Managed DC will continue to bear the management fee of those funds.



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Item 4 – Advisory Business

General Description of Advisory Firm

Effective as of February 28, 2014, Dimensional SmartNest has determined that it will no longer offer the discretionary investment management service described herein in the United States to new clients and is in the process of terminating its existing agreements with its current U.S. clients. Dimensional SmartNest anticipates this will be complete in the second quarter of 2014. Also, effective March 1, 2014, Dimensional SmartNest has unilaterally determined it will cease charging its U.S. clients a fee for the Dimensional Managed DC service. However, clients investing in the investment funds used by Dimensional Managed DC will continue to bear the management fee of those funds. The remainder of this Item describes the Dimensional Managed DC product offered by Dimensional SmartNest before February 28, 2014 in the United States.

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

As of December 31, 2012, Dimensional SmartNest managed \$11,866,756 in assets on a discretionary basis.

General Description of Advisory Services

Dimensional SmartNest provides its Dimensional Managed DC service to U.S. defined contribution plans (“Plans”), to such Plans’ plan sponsors who serve as an authorized fiduciary of the Plan (e.g., an employer that offers a retirement plan to employees) (“Plan Sponsors”) or other authorized plan fiduciaries (e.g., the trustee, investment manager, registered investment adviser or financial adviser to a Plan) (“Financial Advisers” and, together with Plan Sponsors, “Plan Fiduciaries”) who make Managed DC available to participants (collectively, “Participants”) such the Plans.

Dimensional Managed DC is a managed account program which determines an asset allocation, based upon input received from, through or at the direction of the Plan Fiduciary with respect to a Participant, with the goal of giving the Participant in the Plan the ability to target a retirement income stream using a liability-driven investment strategy. For modeling purposes, Dimensional Managed DC assumes a purchase of a lifetime, inflation-protected income stream (e.g. an annuity) at retirement date. A portion



of a Participant's assets, taking into account future contributions, is allocated to seek to reduce the duration mismatch by using inflation-linked fixed income investments which aim to lower a Participant's risk of not maintaining sufficient retirement account assets due to interest rate variations.

The Plan Fiduciary may determine the method(s) of enrollment into Dimensional Managed DC for eligible Participants, which may include an opt-in method of enrollment (where Participants affirmatively elect to enroll in Dimensional Managed DC), an opt-out method of enrollment (where Participants are enrolled in Dimensional Managed DC in accordance with a Plan's specifications (including designation as the default investment alternative for new hires who do not make elections)), or some combination of both methods. The Participants may withdraw at any time without penalty.

Dimensional Managed DC generally utilizes an algorithmic model (the "Algorithm") to determine an allocation among the equity and fixed income fund options selected by the Plan based on the information provided, taking into account certain assumptions or estimates as described below. However, in certain circumstances, when Dimensional SmartNest determines it to be in the best interests of a Plan or a Participant, Dimensional SmartNest may use methods other than or in addition to the Algorithm under Dimensional Managed DC to determine an appropriate allocation. As directed by the Plan Fiduciary, Dimensional SmartNest will inform the Plan's recordkeeper of the allocation, and the recordkeeper will implement the allocation for Participants' accounts. Participant accounts are rebalanced in accordance with Dimensional Managed DC regularly.

Dimensional Managed DC Assumptions

Among the estimates used by Dimensional Managed DC is the estimated Social Security payments a Participant will be entitled to receive at retirement. In calculating such amounts, Dimensional Managed DC does not take into consideration any breaks in employment that may ultimately negatively impact a Participant's receipt of Social Security. The Social Security estimate is based on Participant's salary and using the Social Security Administration's quick calculator assuming the benefit starts at normal retirement age (ie. the full Social Security start age) as determined by the Social Security Administration (generally between 65 and 67 years). The link to the Social Security quick calculator is <http://www.ssa.gov/OACT/quickcalc/>. Individual salary is assumed to grow over time based on a Participant's average salary by age in 401(k) and 403(b) plans using cross-sectional survey data from the 2010 Survey of Consumer Finances of the Federal Reserve Board.

The projections or other information generated by Dimensional Managed DC, including estimated probabilities, are based on 1000 simulated outcomes using a Monte Carlo



simulation and reflect current model assumptions such as equity risk premium (5%) and standard deviation of equity returns (20%). Simulated returns may differ from the actual returns of the investment options.

Dimensional Managed DC also employs certain assumptions about annuities to be purchased by the Participants at retirement. Life-only assumptions are based on qualified assets for a male age 65, living in a designated state, with a single life payout option. The annuity rate for a female may cost more than the rate for a male. This may generate less income over the life of a female retiree. Income payment depends on claims-paying ability of issuing insurance company. Monthly income amount depends on variables that will change, such as age, mortality, and interest rates. Interest rates and annuity prices are determined based on running 1,000 simulated outcomes in the Algorithm.

An authorized Plan Fiduciary who is independent of Dimensional Managed DC will designate a default method to determine the conservative income and desired income settings for Participants who are active employees. These formulas will typically be based on the Plan Fiduciary's determination of an adequate income replacement ratio at retirement for Participants. Plan Sponsors permit a Participant to log in and change the default settings for conservative and desired income targets at any time.

No assets outside of (1) the Plan, (2) estimated Social Security, and (3) defined benefit plan benefits, if any (to the extent received from the Plan or determined based on input by the Participant), are considered by Dimensional Managed DC.

Allocations under Dimensional Managed DC are currently limited to a specified set of registered investment companies (i.e., mutual funds), which are advised by Dimensional Fund Advisors LP ("DFA"), an affiliate of Dimensional SmartNest (the "Dimensional Funds"), currently consisting of one equity and two fixed income funds. An authorized Plan Fiduciary makes the decision on behalf of each Plan to use Dimensional Managed DC and to use the specified investment options. The selection of a smaller number of funds by a Plan Fiduciary among which to allocate assets would impact the results of the allocation and would potentially increase risk.

Dimensional SmartNest does not currently participate in any wrap fee programs.

Participant Disclosure

The following disclosure is for the benefit of the Plan Participants who are enrolled in Dimensional Managed DC by their Plan Fiduciary ("Plan Fiduciary"):



The Plan Fiduciary has entered into an agreement with Dimensional SmartNest pursuant to which Dimensional Managed DC is made available to you. The Plan Fiduciary may modify or terminate this arrangement at any time and cause a Plan to stop using Dimensional Managed DC.

Dimensional Managed DC communicates in terms of a Participant's retirement income goals and not only the value of a Participant's account balance. For modeling purposes, Dimensional Managed DC assumes a purchase of a lifetime, inflation-protected income stream at retirement date. Income from a retirement payout (annuity) contract depends on the claims-paying ability and strength of the issuing insurance company. An income stream purchased with the assets in a Participant's account will only provide a portion of the income reflected in the target income goals. Both the Conservative and Desired Income targets assume a Participant will receive, and thus reflect, expected income from a Participant's Social Security benefit and any defined benefit pensions a Plan Fiduciary or Participant has indicated, as well as any income that a Participant may purchase at retirement with the assets in the account. The income from these retirement sources alone may not preserve the Participant's current standard of living in retirement. Thus, the Participant may wish to consider other avenues for additional personal savings.

When necessary Participant information is not received (such as salary), Dimensional Managed DC is designed to manage the account based on the Participant's age, rather than the retirement income goals. Once missing information is provided, Dimensional Managed DC will manage the account to target the retirement income goals.

Fees

The fees payable with respect to Dimensional Managed DC consist of the Managed Account Fee plus the Investment Fund Fees, each of which is described below.

Managed Account Fee

Pursuant to an agreement between the Plan Fiduciary and Dimensional SmartNest, the Plan Fiduciary has agreed to an annual Managed Account Fee based on a percentage of the balance of eligible assets in



Dimensional Managed DC. If the Plan Fiduciary gives instructions to the recordkeeper to do so, the Participant's account may be assessed an annual Managed Account Fee that can range between .15% or .30%, depending on the Plan.

Investment Funds and Fees

The investment funds eligible for use with Dimensional Managed DC are currently limited to following three investment funds selected by the Plan Fiduciary: Dimensional Retirement Equity Fund II of DFA Investment Dimensions Group Inc., Dimensional Retirement Fixed Income Fund II of DFA Investment Dimensions Group Inc. and Dimensional Retirement Fixed Income Fund III of DFA Investment Dimensions Group Inc. Please see Item 5, below, for a discussion of the fees relevant to these investment funds.

Dimensional Managed DC, in making allocations among the investment options chosen by the Plan Fiduciary, makes assumptions about inflation rates, credit rates and costs of annuities, among other things, none of which may be correct.

Additional Information and Acknowledgments

Dimensional Managed DC depends on a number of factors, including the information provided with respect to the Participants, other information the employer provides, various assumptions, and estimates and other considerations. Any forecasts, projected outcomes or other information generated regarding the estimated probability of various investment outcomes are hypothetical in nature, do not reflect actual investment results and are not guarantees of future results. In addition, results may vary each time a forecast is generated. Dimensional SmartNest does not guarantee that the Participants will achieve their retirement income targets. Dimensional Managed DC receives information about the Plan from the Plan Fiduciary and assumes that information through the Participant's retirement date in its projected outcomes. If the Plan Fiduciary or Participant modifies that information in the future, it is possible that Participants' income targets and estimated probability could be overstated or understated. Participants acknowledge that Dimensional SmartNest is basing its actions with respect to the Participant's account on the information provided to Dimensional Managed DC and such personal and financial information will be updated



by the Plan Fiduciary or the Participants as necessary. To the extent permitted by applicable law, Dimensional SmartNest shall not be liable to Participants for any misstatement or omission contained in personal and financial information or any loss, liability, claim, damage or expense whatsoever arising out of or attributable to such misstatement or omission. Some of the information provided in conjunction with Dimensional Managed DC is provided by independent third parties and not by Dimensional SmartNest.

Retirement Account Information

Dimensional Managed DC will use retirement account information about Participants that Dimensional SmartNest obtains from the Plan Fiduciary, its agents or Participants. Under Dimensional Managed DC, the Plan Fiduciary and/or its recordkeeper or Participants are responsible for the accuracy and completeness of the information provided to Dimensional SmartNest. The allocations generated by Dimensional Managed DC may change based on various factors including any information provided to Dimensional Managed DC that may be incorrect. Factors may include:

- Updates to employment status or annual income;
- Updates in contribution rate;
- Updates in income targets;
- Updates to desired retirement age;
- Other events that may cause a reallocation of eligible assets.

Plan information is updated generally through Dimensional Managed DC's online user interface or another method as designated by the Plan Fiduciary.

Termination

In the event of the change in status of a Participant (for example, retirement, leave of absence, death), the account attributable to that Participant shall continue to be allocated among the relevant investment funds in accordance with the current agreement governing the relationship, unless and until the Plan Fiduciary, the recordkeeper



and/or the Participant takes appropriate steps to redeem any such investment or notifies Dimensional SmartNest that the account should no longer be allocated by Dimensional Managed DC.

The Plan Fiduciary should notify Dimensional SmartNest if the Participant's account should no longer be enrolled in Dimensional Managed DC.

A Participant may choose to terminate participation in Dimensional Managed DC at any time at which point the Participant will be responsible for managing his or her assets using other Plan options. Any termination will be effective and fees will be collected based on balances of eligible assets in Dimensional Managed DC at the end of the day the request was received. Any pending exchange transactions will be completed prior to the completion of the termination request.

Participation in Dimensional Managed DC terminates automatically in certain circumstances including:

- (1) Dimensional SmartNest no longer provides Dimensional Managed DC to the Plan Fiduciary;
- (2) Dimensional SmartNest is notified that a Plan or Participant is no longer eligible for participation in Dimensional Managed DC; or
- (3) The Plan Fiduciary discontinues offering Dimensional Managed DC as an investment option.

The assets previously allocated through Dimensional Managed DC will remain in the underlying investment funds until such time as they are redeemed. However, no further allocations will be sent by Dimensional Managed DC.

Termination will not affect: (i) the validity of any action previously taken or (ii) any liabilities or obligations for transactions initiated before termination or (iii) Dimensional SmartNest's right to fees for services rendered. Dimensional SmartNest will have no obligation to provide access to Dimensional Managed DC services or user interface with regard to assets in a Plan Fiduciary account after termination of Dimensional Managed DC.



Termination of Dimensional Managed DC does not by itself terminate any Plan or participation therein.

Item 5 – Fees and Compensation

Dimensional SmartNest's agreements with a Plan Fiduciary to provide the Dimensional Managed DC program to Participants generally provide for Dimensional SmartNest's fees to be paid by the Plan Sponsor, Participants or Financial Adviser. Dimensional SmartNest's fees for Dimensional Managed DC are negotiated with each Plan Fiduciary and consist of two separate fees, both agreed to by the Plan Fiduciary. Participants are not able to individually negotiate fees.

First, the managed account fee (the "Dimensional SmartNest Fee") is based on a percentage of the assets receiving allocations from Dimensional Managed DC (generally 0.30% after any offsetting of fees paid to affiliates but may be higher or lower depending on the particular circumstances of the Plan, specific investment strategies mandated by the Plan, Plan size, or as otherwise agreed to with specific Plans). Dimensional SmartNest calculates the fees on a quarterly, per Plan basis. The Plan Fiduciary may determine to pay the fee directly or can request that the recordkeeper redeem shares of the Dimensional Funds held by the Plan for payment of the fee. Dimensional SmartNest reserves the right to offer discounted fees. As noted above, Dimensional SmartNest has unilaterally determined it will no longer charge the Dimensional SmartNest Fee to any of its U.S. clients effective March 1, 2014.

In addition, DFA receives a management fee from the Dimensional Funds equal to 0.30% of the aggregate net asset value of each Dimensional Fund (the "Fund Fee"). Pursuant to an Amended and Restated Fee Waiver and Expense Assumption Agreement (the "Fee Waiver Agreement"), DFA has contractually agreed to waive management fees, and in certain instances, assume certain expenses of the Dimensional Funds, as described below. The Fee Waiver Agreement for the Dimensional Funds will remain in effect through February 28, 2014, and shall continue in effect from year to year thereafter unless terminated by the Dimensional Fund or DFA.

With respect to the Dimensional Retirement Equity Portfolio and Dimensional Retirement Fixed Income Portfolio II (each a "Portfolio"), DFA has contractually agreed to waive up to the full amount of a Portfolio's management fee of 0.30% to the extent necessary to offset the proportionate share of the management fees paid by the Portfolio through its investment in other funds managed by DFA (the "Underlying Funds") (including the Portfolio's proportionate share of any management fees that an Underlying Fund paid through its investment in an affiliated cash management fund). In addition, under the Fee Waiver Agreement, DFA has also agreed to waive all or a portion of the management fee



and to assume the expenses of a class of a Portfolio to the extent necessary to reduce the ordinary operating expenses (including expenses incurred through its investment in other investment companies but excluding any applicable 12b-1 fees) ("Portfolio Expenses") of a class of a Portfolio so that such Portfolio Expenses do not exceed 0.40% of the average net assets of a class of a Portfolio on an annualized basis.

With respect to the Dimensional Retirement Fixed Income Portfolio III (also a "Portfolio"), DFA has contractually agreed to waive all or a portion of its management fee and to assume the expenses of each class of the Retirement Fixed Income Portfolio III to the extent necessary to limit the ordinary operating expenses (not including expenses incurred through an investment in other investment companies and any applicable 12b-1 fees) ("Portfolio Expenses") of a class of the Retirement Fixed Income Portfolio III so that such Portfolio Expenses do not exceed 0.40% of the average net assets of a class of the Portfolio on an annualized basis.

If DFA were to cancel or fail to approve the continuation of the contractual waivers referred to above, the expenses paid by such funds (and, indirectly, by Plans) would increase.

Therefore, the Plan and/or the Participant will pay both the Dimensional SmartNest Fee (until February 28, 2014) and the Fund Fees with respect to their investments through the Dimensional Managed DC program. The Plan Fiduciary of each Plan agrees to pay this total amount before commencing use of Dimensional Managed DC. To the extent Dimensional SmartNest or its affiliates receive any fee attributable to a Plan's investment in the Dimensional Funds in excess of the aggregate of the Dimensional SmartNest Fee and the Fund Fee, Dimensional SmartNest or its affiliates will offset such excess fees, on a dollar for dollar basis, against the Dimensional SmartNest Fee or the Fund Fee, or Dimensional SmartNest will credit the Plan directly with such excess fees so that, in any event, the allocations generated by Dimensional Managed DC will not result in Dimensional SmartNest or its affiliates receiving compensation relating to the Plans in excess of the agreed-upon Dimensional SmartNest Fee and the Fund Fee, irrespective of what the allocation is that is generated by the use of Dimensional Managed DC. Currently, all such offsets occur against the Fund Fee.

As a Participant ages, it is possible that his or her allocation will shift towards fixed income investments, although the Dimensional SmartNest Fee and the Fund Fee remain constant. Therefore, it is possible that the total fees attributable to such an account will be higher than might otherwise be paid for an account investing largely in fixed income investments.

Dimensional SmartNest's fees are in addition to other fees that Plans or 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.).

Dimensional SmartNest may charge certain retirement plans, plan sponsors, plan administrators, financial institutions or others one-time or regular licensing, set-up, integration or development fees or fees to prepare materials in connection with the provision of Dimensional Managed DC, which are in addition to the Dimensional SmartNest Fee and the Fund Fee. 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. Dimensional SmartNest 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.

Dimensional SmartNest may use some of its compensation to pay recordkeepers, trustees or other service providers to the Plans for services in connection with the marketing, support or distribution of Dimensional Managed DC.

Neither Dimensional SmartNest 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

Dimensional SmartNest 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).

The Plans or the Plans' recordkeepers may set dates on which their Participant's accounts will be rebalanced, and neither the selection of such dates nor the effects of that periodic rebalancing should be deemed an action of Dimensional SmartNest nor be deemed to favor or disfavor consciously any client in the allocation of investment opportunities. Dimensional SmartNest may give advice and take action in performing its duties to other clients that may differ from advice or the timing or nature of action. The agreements for services with Dimensional SmartNest state that the implementation of Dimensional Managed DC may vary from client to client in that it may reflect the direction of the Fiduciary or Financial Advisor in setting variables or defaults.



Item 7 – Types of Clients

Dimensional SmartNest's clients are Plan Sponsors and Financial Advisers who have entered into a written agreement with Dimensional SmartNest. Dimensional SmartNest will treat the Participants investing through such Plan sponsors and Financial Advisers as clients. Plan Fiduciaries direct the Plan recordkeeper to effect the allocations produced by Dimensional SmartNest for the Participant's account. Participants generally must allocate all of their account balance to Dimensional Managed DC. Partial management of the account where a Participant invests in other investment plan options while also participating in Dimensional Managed DC is generally not an option.

The Dimensional Managed DC solution does not take into account or provide investment allocation service for non-plan assets, except as described herein.

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

Methods of Analysis

Dimensional Managed DC takes into account historic and current returns, volatility, cross-correlations and other factors to develop customized recommendations as to the allocation of assets within Participants' retirement plan accounts. Dimensional Managed DC employs returns-based style analysis, optimization, and Monte Carlo simulation, among other techniques, to develop customized recommendations which seek varying degrees of appreciation and capital preservation. As noted above, the asset allocation decisions are based on certain minimum information that may be provided, as well as Dimensional Managed DC's investment allocation models. Furthermore, Dimensional Managed DC diversifies accounts through the use of the Dimensional Funds that are themselves diversified and represent equity and fixed income asset classes. The goal of Dimensional Managed DC is to seek retirement income rather than to seek to maximize the assets in the account.

Dimensional SmartNest does not analyze individual securities in the traditional sense but rather places them into broad asset categories, such as equity or fixed income (with long, short and intermediate duration). Dimensional SmartNest does, however, make asset allocations on the market as a whole, based on the characteristics of all individual securities in the aggregate. For example, the equity category has a risk premium of 5% and a volatility measure of 20%.

The main sources of information used by Dimensional SmartNest 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.

Dimensional SmartNest invests Plan assets only in shares of the Dimensional Funds which are registered investment companies that publish net asset values daily. Under ordinary circumstances, Dimensional SmartNest will rely on the Dimensional Funds' published share prices for use in Dimensional Managed DC.

The ability to attain the investment objective will at all times be impacted by, among other things:

- the range of funds into which the assets of a Plan can be allocated;
- the inherent limitations of the Algorithm;
- the actual amount of social security income a Participant receives upon reaching his or her desired retirement age;
- the range of questions (which have been or will be separately approved by the Plan Fiduciary) on the user interface;
- taxation of a Participant at retirement, as the desired income target and essential income target do not consider the impact of taxation at retirement;
- assumptions made concerning the pricing, availability and security of a lifetime inflation-protected real annuity;
- the nature, accuracy and completeness of:
 - i. the information provided to SmartNest by the Financial Adviser, Plan Sponsor or recordkeeper or Participant;
 - ii. the answers provided to the questions set out on the user interface;
- any failure by SmartNest, the Plan Fiduciary, a Participant or any of their designees to execute any orders to implement the allocations made by SmartNest
- the Participant's salary and contribution rate;
- the Participant's continued employment;
- market cycles; and



- the Participant's continued enrollment in Dimensional Managed DC.

Investment Strategies

Dimensional Managed DC is a managed account program which determines an asset allocation, based upon input received from, through or at the direction of the Plan Fiduciary with respect to a Participant, with the goal of giving the Participant in the Plan the ability to target a retirement income stream using a liability- driven investment strategy. Dimensional Managed DC assumes a purchase of a lifetime, inflation-protected income stream (e.g. an annuity) at retirement date. A portion of a Participant's assets, taking into account future contributions, are allocated to seek to reduce the duration mismatch by using inflation-linked fixed income investments which aim to lower a Participant's risk of not maintaining sufficient retirement account assets due to interest rate variations.

For many accounts, the fixed income investments required will have a very long duration. The remaining assets, in excess of those required to achieve the conservative income target, are invested in a broad equity strategy which seeks to increase the estimated probability of accumulating sufficient assets to realize the Participant's higher desired income target.

The targeted stream of retirement income does not account for any taxes, fees or penalties that may be associated with withdrawals from retirement accounts. Investment allocations derive from forward-looking models of interest rates and securities markets that may utilize such data as historical returns, historical correlations, expected returns and estimated risk premiums. Dimensional Managed DC uses a three factor model of the relation among interest rates at different maturities, calibrated using historical data. The model assumes that interest rates converge to a long term average calibrated using historical data. The model is used to simulate 1,000 future paths of interest rates. Returns on fixed income funds are simulated using the simulated interest rates. The simulated interest rates are also used to calculate annuity prices at retirement. Annuity prices are also calculated using survival rates. The source for survival rates is the 1996 US Annuity Tables from the Society of Actuaries.

Dimensional SmartNest generally requires that those involved in determining investment decisions 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 an account under Dimensional Managed DC and invested in the Dimensional Funds will fluctuate, and there is the risk that a Plan or Participant may lose money. Past performance is not an accurate predictor of the future, and reliance on historical and current data necessarily involves certain inherent limitations.

None of the accounts are insured by the FDIC or the SIPC.

Forecasts or other information generated by Dimensional Managed DC regarding the estimated probability 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 Managed DC program entails the following additional risks:

- *Market risk:* Prices of the securities held by the Dimensional Funds, and the prices of the funds themselves, 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. Because the value of the investment will fluctuate, there is the risk that a Plan or Participant will lose money at any time, including at or near retirement.
- *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 is within the control of Dimensional SmartNest.
- *Portfolio Concentration:* The investment options in the Dimensional Managed DC program are currently 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.
- *Algorithm Risk:* The success of Dimensional Managed DC depends in large part on the allocations, assumptions and estimates made by the Algorithm. In the event that the Algorithm does not work as anticipated, the Participant may not have sufficient assets to reach his or her retirement income targets. Certain older Participants may have a large



portion of their accounts allocated in equities which may have greater volatility than certain fixed income investments.

- **LDI Risk:** Dimensional Managed DC is a liability driven investment strategy with a focus on reducing both equity and interest rate risk once a Participant has a high degree of estimated probability of achieving his or her desired income target. Dimensional Managed DC assumes that Participants will remain in the Plan until their retirement and will be fully invested through that period. In order to reduce the impact of interest rate movements on a Participant's future income target, Dimensional Managed DC may use a Dimensional Fund with exposure to long duration inflation linked bonds. Long duration bonds are volatile and sensitive to interest rate movements. A rise in interest rates can cause a significant decline in this Dimensional Fund's value which may result in a significant decline in the account. Dimensional Managed DC focuses on helping a Participant achieve a desired income in retirement and not on account balance. Therefore it is important for Participants to understand how interest rate movements can have a substantial impact on a Participant's account value, while potentially having less significant impact on a Participant's retirement income when the duration of the fixed income Dimensional Funds and the future income liability are similar.

With the goal of improving the probability of achieving a desired income goal, an account could have as much as 98% invested in either the Dimensional Fund with global equity exposure or the Dimensional Fund with long duration inflation linked bond exposure. Due to the volatility of these investments, this significant allocation to either may result in a significant decline in account value as a result of equity or interest rate movements.

Dimensional SmartNest 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 which may be found at http://www.dfaus.com/pdf/prospectuses/retirement_pros.pdf.

Some of the Dimensional Funds used by Dimensional Managed DC are funds of funds. Funds of funds are subject to the following risk:

- **Fund of Funds Risk:** The investment performance of any fund that operates as a fund of funds is affected by the investment performance of the underlying funds in which it invests ("Underlying Funds"). The ability of such a fund to achieve its investment objective depends on the ability of its Underlying Funds to meet their investment objectives and on the funds' advisor's decisions regarding the allocation of the fund's assets among the Underlying Funds. A fund may allocate assets to an Underlying Fund or asset class that underperforms other funds or asset classes. There can be no assurance that the investment



objective of the fund or any Underlying Fund will be achieved. When a fund invests in Underlying Funds, investors are exposed to a proportionate share of the expenses of those Underlying Funds in addition to the expenses of the fund. Through its investments in the Underlying Funds, the fund is subject to the risks of the Underlying Funds' investments.

The risks described below apply to the Dimensional Funds or the Underlying Funds in which the Dimensional Funds invest.

Fixed-Income Investments

LDI Risk: See description above.

Market Risk: Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer-specific events will cause the value of securities, and the Underlying Funds that own them, and, in turn, the fund itself, to rise or fall. Because the value of an investment in the fund will fluctuate, there is the risk of a loss of money.

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.

Inflation-Protected Securities Interest Rate Risk: Inflation-protected securities may react differently from other fixed income securities to changes in interest rates. Because interest rates on inflation-protected securities are adjusted for inflation, the values of these securities are not materially affected by inflation expectations. Therefore, the value of inflation-protected securities are anticipated to change in response to changes in "real" interest rates, which represent nominal (stated) interest rates reduced by the expected impact of inflation. Generally, the value of an inflation-protected security will fall when real interest rates rise and will rise when real interest rates fall.

Credit Risk: Credit risk is the risk that the issuer of a security may be unable to make interest payments and/or repay principal when due. 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 the performance of a fund holding that security. Government agency obligations have different levels of credit support and, therefore, different degrees of credit risk. Securities issued by agencies and instrumentalities of the U.S. Government that are supported by the full faith and credit of the United States, such as the Federal Housing Administration and Ginnie Mae, present little credit risk. Other securities issued by agencies and instrumentalities sponsored by the U.S. Government, that are supported only



by the issuer's right to borrow from the U.S. Treasury, subject to certain limitations, and securities issued by agencies and instrumentalities sponsored by the U.S. Government that are sponsored by the credit of the issuing agencies, such as Freddie Mac and Fannie Mae, are subject to a greater degree of credit risk. U.S. government agency securities issued or guaranteed by the credit of the agency may still involve a risk of non-payment of principal and/or interest.

Risks of Investing for Inflation Protection: Because the interest and/or principal payments on an inflation-protected security are adjusted periodically for changes in inflation, the income distributed by a fund holding such securities may be irregular. Although the U.S. Treasury guarantees to pay at least the original face value of any inflation-protected securities the Treasury issues, other issuers may not offer the same guarantee. Also, inflation-protected securities, including those issued by the U.S. Treasury, are not protected against deflation. As a result, in a period of deflation, the inflation-protected securities held by a fund may not pay any income and the fund may suffer a loss during such periods. While inflation-protected securities are expected to be protected from long-term inflationary trends, short-term increases in inflation may lead to a decline in the fund's value. If interest rates rise due to reasons other than inflation, the fund's investment in these securities may not be protected to the extent that the increase is not reflected in the securities' inflation measures. In addition, positive adjustments to principal generally will result in taxable income to the fund at the time of such adjustments (which generally would be distributed by the fund as part of its taxable dividends), even though the principal amount is not paid until maturity. The current market value of inflation-protected securities is not guaranteed and will fluctuate.

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

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 may also be exposed to foreign currency risk (the possibility that foreign currency will fluctuate in value against the U.S. dollar or that a foreign government will convert, or be forced to convert, its currency to another currency, changing its value against the U.S. dollar).

Foreign Government Debt Risk: The risk that: (a) the governmental entity that controls the repayment of government debt may not be willing or able to repay the principal and/or to pay the interest when it becomes due, due to factors such as political considerations, the relative size of the governmental entity's debt position in relation to the economy, cash flow problems, insufficient foreign currency reserves, the failure to put in place economic reforms required by the International Monetary Fund or other multilateral agencies,



and/or other national economic factors; (b) governments may default on their debt securities, which may require holders of such securities to participate in debt rescheduling; and (c) there is no legal or bankruptcy process by which defaulted government debt may be collected in whole or in part.

Equity Investments

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 may also be exposed to foreign currency risk (the possibility that foreign currency will fluctuate in value against the U.S. dollar or that a foreign government will convert, or be forced to convert, its currency to another currency, changing its value against the U.S. dollar). The equity Underlying Funds do not hedge foreign currency risk.

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 the fund and the Underlying Funds to at times underperform equity funds that use other investment strategies.

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 generally have higher risks than those in developed markets. Foreigners are often limited in their ability to invest in, and withdraw assets from, these markets. Additional restrictions may be imposed under other conditions. 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.

Derivatives

Derivatives Risk: Derivatives are instruments, such as futures and foreign exchange forward contracts, whose value is derived from that of other assets, rates or indices. Derivatives can be used for hedging (attempting to reduce risk by offsetting one investment position with another) or non-hedging purposes. The use of derivatives for non-hedging



purposes may be considered more speculative than other types of investments. When a fund or Underlying Funds use derivatives, the fund will be exposed to the risks of those derivatives. Derivative instruments 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 a derivative may not correlate perfectly with the underlying asset, rate or index, and the fund and/ or Underlying Fund could lose more than the principal amount invested. Additional risks are associated with the use of swaps including counterparty risk (the risk that the other party to a swap agreement will not fulfill its contractual obligations, whether because of bankruptcy or other default) and liquidity risk (the possible lack of a secondary market for the swap agreement).

Other General Risks

Securities Lending Risk: Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, an Underlying Fund may lose money and there may be a delay in recovering the loaned securities. An Underlying Fund 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 adverse tax consequences. To the extent that the fund holds securities directly and lends those securities, it will be also subject to the foregoing risks with respect to its loaned securities.

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.

Dimensional SmartNest has no disciplinary information to report under this item.

Item 10 – Other Financial Industry Activities and Affiliations

Dimensional SmartNest has several affiliated businesses that may be material to its advisory business.



Affiliated Broker-Dealer

DFA Securities LLC (“DFA Securities”) is registered as a broker dealer and supervises DFA’s distribution of the shares of the Dimensional Funds. DFA Securities is not compensated for sales of the Dimensional Funds to Dimensional SmartNest’s clients. Dimensional SmartNest clients will invest in 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 Dimensional SmartNest.

Affiliated Investment Advisers

Dimensional SmartNest is affiliated with several other investment advisers, which include:

- DFA is the indirect parent of Dimensional SmartNest. Dimensional SmartNest is a wholly-owned subsidiary of SmartNest which is a wholly-owned subsidiary of DFA, subject to a minority profits interest held by certain individuals of SmartNest. DFA is registered with the SEC as an investment adviser and acts as the investment advisor to the Dimensional Funds. As discussed above, investment options to which the Dimensional Managed DC program allocates accounts are limited to the Dimensional Funds. DFA receives compensation from the Dimensional Funds for its services as investment adviser. Plan Fiduciaries who select Dimensional SmartNest’s services select both the use of Dimensional Managed DC and the Dimensional Funds to be used. This conflict of interest is further discussed below in Item 11.
- DFA Australia Limited (“DFAA”) is a wholly-owned subsidiary of DFA, and may provide investment advice to some of the Dimensional Funds.
- Dimensional Fund Advisors Ltd. (“DFAL”) is a wholly-owned subsidiary of DFA, and may provide investment advice to some of the Dimensional Funds.
- Dimensional Fund Advisors Canada ULC (“DFA Canada”) is a wholly-owned indirect subsidiary of DFA.
- Dimensional Japan Ltd. (“DFA Japan”) is a wholly-owned subsidiary of DFA, subject to minority profits interest held by certain employees of DFA Japan.
- Dimensional Fund Advisors Pte. Ltd. (“DFA Singapore”) is a wholly-owned indirect subsidiary of DFA, subject to minority profits interest in its direct parent held by certain officers of such entity.



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 may be invested. Dimensional Managed DC does not allocate accounts to this trust fund.

Affiliated Recordkeeper

Dimensional SmartNest or DFA may recommend to certain of its clients the use of an affiliated recordkeeping entity, Dimensional Retirement Plan Services LLC.

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

Dimensional SmartNest has adopted a Code of Ethics (the “Code”) under Rule 204A-1 of the Advisers Act for certain access persons of Dimensional SmartNest (“Access Persons”). The Code is designed to ensure that Access Persons act in the interest of Dimensional SmartNest 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 Dimensional SmartNest 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 Dimensional SmartNest may purchase for their own accounts shares of funds in which Dimensional SmartNest or a related person has a financial interest or securities recommended for purchase by any of Dimensional SmartNest’s clients.

Copies of the Code are available to users (or prospective users) of Dimensional Managed DC by contacting Dimensional SmartNest at dimensionalsmartnest@dimensional.com.

Dimensional SmartNest renders investment advisory services for multiple clients and customers. Dimensional SmartNest may give advice and take action in performing its duties to other clients that may differ from advice or the timing or nature of action with respect to a particular client. Nothing shall impose upon Dimensional SmartNest any obligation to generate an allocation relating to any security or other property which the officers or employees of Dimensional SmartNest may purchase or sell for their own accounts or which Dimensional SmartNest may generate for the account of any other client or customer. Allocations may not be generated for all client accounts at the same time or at the same price.



The Dimensional Managed DC proprietary solution proposes an allocation of an account to shares or units of collective investment vehicles advised or administered by DFA and/or its affiliate, Dimensional Fund Advisors Ltd. (“DFAL”) (DFA and DFAL are collectively referred to as the “Advisors”), each of which is an affiliate of Dimensional SmartNest. Because the Advisors are affiliated with Dimensional SmartNest, a potential conflict of interest exists between Dimensional SmartNest and its clients. This conflict is addressed in the following ways:

- The Plan or Plan Fiduciary selects the available investment alternatives to which the Dimensional Managed DC program makes allocations. The fact that only Dimensional Funds are available for use with the Dimensional Managed DC program is approved by the Plan or Plan Fiduciary;
- The investment management fees are set and agreed to by the Plan or other Plan Fiduciary before commencement of services;
- The fee is structured so that Dimensional SmartNest and its affiliates do not increase their revenues as a result of the allocations among the pre-selected investment alternatives; and
- Dimensional SmartNest determines the recommended allocations of each Participant’s account generally in accordance with Dimensional Managed DC.

Dimensional SmartNest may compensate recordkeepers or other service providers to Plans out of its own revenues in connection with the services these entities provide to support the use of Dimensional Managed DC by the Plans. These services may include recordkeeping, marketing, administrative and/or distribution-related services.

The Plans may also utilize an affiliated recordkeeper which charges fees in connection with the services it provides to the Plan. These fees may be reduced based on whether the Plan’s investment options include funds managed by its affiliate, DFA.

Item 12 – Brokerage Practices

Dimensional Managed DC allocates only among shares of the Dimensional Funds. Currently, Dimensional SmartNest does not select or recommend brokers or dealers because it does not generate the trade orders or execute the trades to effectuate their allocations, which are effected by the Plan Fiduciary or recordkeeper.



Item 13 – Review of Accounts

For Participants enrolled in Dimensional Managed DC, Dimensional SmartNest generally conducts account reviews regularly or otherwise as directed by the Plan Fiduciary who contracts with Dimensional SmartNest. 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 and takes into consideration any changes made by the Participant to his or her income targets and retirement plan savings rate during the period as well as actual returns in the market.

Plan Fiduciaries generally permit Participants to review and make changes to certain account information. It is the responsibility of the Plan Fiduciary and/or Participants to review and update account information over the user interface should significant changes occur in their personal circumstances, or otherwise as directed by the Plan Fiduciaries who contract with Dimensional SmartNest, and each Plan Fiduciary will work together with Dimensional SmartNest to determine the reports to be provided to the Plan, Plan Fiduciary, and the Participants regarding the assets invested through Dimensional Managed DC.

Item 14 – Client Referrals and Other Compensation

Dimensional SmartNest or its affiliates may provide their 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.

Dimensional SmartNest’s affiliates may provide certain non-advisory services (such as data collection or other consulting services) to FAs or broker-dealers that are involved in the distribution of mutual funds advised by its affiliates or who may recommend its affiliates’ strategies or the purchase of its affiliate’s funds for their clients. Dimensional SmartNest’s affiliates may also provide historical market analysis, risk/return analysis, and continuing education to FAs (some of whom may be dual registered investment advisers/broker-dealers) as well as educational speakers and facilities for FA conferences. Dimensional SmartNest or its affiliates may pay a fee to attend, speak at or assist in sponsoring such conferences or pay travel accommodations of certain participants attending a FA sponsored conference. Sponsorship of FA and/or broker-dealer events by Dimensional SmartNest or its affiliates may include direct payments to vendors or reimbursement of expenses incurred by FAs and/or broker-dealers in connection with hosting educational, training or other events for their customers. At the request of a client or potential client,



Dimensional SmartNest or its affiliates may also refer such client to one or more such FAs. These arrangements may give such FAs and broker-dealers an incentive to recommend its affiliates' strategies or affiliates' funds to their clients in order to receive such non-advisory services from Dimensional SmartNest's affiliates. However, the provision of these services by Dimensional SmartNest's affiliates is not dependent, directly or indirectly, on the amount of Dimensional funds sold or recommended by such FAs or broker-dealers.

Item 15 – Custody

Dimensional SmartNest does not have custody of client funds or securities.

Item 16 – Investment Discretion

Prior to the effective termination of Dimensional SmartNest's current agreements with its U.S. clients, Dimensional SmartNest accepted discretionary authority to manage its clients' assets. Dimensional SmartNest's authority to manage assets on a discretionary basis was granted in either the Investment Management Agreement or the Subadvisory Agreement between Dimensional SmartNest and its client. Dimensional SmartNest's discretionary authority will terminate upon the effective termination of the Investment Management Agreement or the Subadvisory Agreement between Dimensional SmartNest and its client.

Item 17 – Voting Client Securities

Dimensional SmartNest does not have responsibility for voting proxies relating to securities held by our clients. Dimensional SmartNest does not have the legal authority or any responsibility for initiating, taking, advising on, or responding to any action (including the filing of proofs of claim) with respect to potential or existing class action litigation, bankruptcy or any other proceeding involving any security held in or formerly held in the Plan or the issuer of those securities.

Item 18 – Financial Information

Dimensional SmartNest 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.