

1. Introduction

ShareBuilder Advisor (SBA) is a Securities Exchange Commission Registered Investment Adviser. Brokerage and Investment Advisory services and fees differ, and it is important for investors to understand the differences. The SEC provides educational materials about BDs, IAs and investors on its investment education website, investor.gov/sec; free and simple tools to research firms and financial professionals are available there as well.

2. Relationships and Services: What Investment Services & Advice Can You Provide Me?

SBA provides consulting services and information to Plan Sponsors regarding establishing defined contribution plans for their Participants. Our Investment Committee is responsible for the identification, selection, monitoring, and oversight of the securities offered called the Investment Roster, as well as the composition, monitoring and adjustment of Model Portfolios. All investments and models are created to support investment opportunities appropriate for retirement investing. Generally, the investments we offer include index-based Exchange Traded Funds (ETF) and money market funds. We have discretionary authority as to the Investment Roster and the Model Portfolios from which participants can select on a self-directed basis. These are monitored on a quarterly basis and adjusted as the Investment Committee determines. We do not impose a minimum account size for new accounts.

Conversation starters:

Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do those qualifications mean?

3A. What Fees Will I Pay?

ShareBuilder 401k charges via three main price points. These include a setup fee, a one-time charge which covers the establishment and/or conversion of a plan from a previous provider to us, Administration and recordkeeping which are charged to the plan periodically based on the number of participants in the plan and investment expenses which are paid based on the amount of assets in the plan. Additional Information: You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investment over time. Please make sure you understand what fees and costs you are paying.

Conversation starters:

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

3B. What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

We are an Employee Retirement Income Security Act (ERISA) 3(38) investment manager and we act in a fiduciary capacity as required by the ERISA for each 401(k) Plan. We must make only investment recommendations that are in your best interest and not put our interests ahead of yours. Our sole source of revenue are fees from Plans and their participants. SBA typically offers a bundled solution that includes our investment management services, a Third Party Administrator's (TPA) recordkeeping services and a broker-dealer's trading services. Plan Sponsors typically must use a TPA with whom we have contractual relationships. Each TPA has agreements with a broker-dealer to whom it directs aggregated trades for all SBA Plans served by the TPA. The TPA and broker-dealer may charge additional fees which are separate from ours. For additional information please see our [ADV II Brochure](#).

Conversation Starter:
How might your conflicts of interest affect me, and how will you address them?

3C. How do your professionals make money?

Our professionals are members of the Investment Committee. Employees are paid salaries and receive bonus based on the profitability of SBA and their performance of their responsibilities. Certain Investment Committee members with specialized expertise provide analysis and added oversight based on contractual agreements.

4. Do you or your financial professionals have legal or disciplinary history?

No. Visit <https://www.sec.gov/investor/brokers.htm> for a free and simple search tool to research us and our financial professionals.

Conversation Starter:
As a financial professional, do you have any disciplinary history? For what type of conduct?

5. Additional Information

For additional information about our services, please review our Form ADV Parts I and II found at www.adviserinfo.sec.gov, a copy of this disclosure found at www.sharebuilder401k.com or by calling (800) 431-7934, option 1.

Conversation Starter:
Who is my primary contact person? Is he/she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have a concern about how this person is treating me?