

INTRODUCTION

What is the purpose of this document?

You are receiving this document because we understand that you are a fiduciary for an employee benefit plan that is subject to the Employee Retirement Income Security Act of 1974 (ERISA), and that you are responsible for the plan's overall arrangement with TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. (each or both of which are also sometimes referred to herein as TD Ameritrade). Under recent U.S. Department of Labor (DOL), section 408(b)(2), regulatory changes, covered service providers to ERISA plans (such as TD Ameritrade) are required to provide plan fiduciaries with certain information about the services they provide to the plans and the compensation (direct and indirect) they receive for such services. Please note that future updates to this disclosure will generally be provided to you via email. This disclosure is not intended as an offer for any product, service, or specific security.

Why the new regulations?

The DOL has indicated that changes in recent years in the way services are typically provided to ERISA plans and in the way service providers may be compensated have generally improved efficiency and reduced costs for these plans. However, the DOL believes that these changes have also introduced increased complexity, making it more difficult for plan sponsors and other fiduciaries to understand how service providers are compensated for their services.

The DOL has stated that the new regulations are intended to ensure that plan service providers present necessary information about their services and compensation, so that plan fiduciaries can make informed decisions about costs and services in discharging their fiduciary responsibility to select and monitor plan service providers.

What is TD Ameritrade doing to comply?

Below you will find information about the services we provide and the commissions, fees, charges, and other compensation we receive or pay related to these services. If you have any questions, please feel free to call us at the following numbers:

TD Ameritrade Institutional Advisor/RIA business - 800-431-3500

TD Ameritrade Retail brokerage business - 800-669-3900

TD Ameritrade Retirement Plan Self-Directed Brokerage Account (SDBA) - 866-423-2683

OVERVIEW

TD Ameritrade, Inc., as an introducing broker-dealer, and its affiliate TD Ameritrade Clearing, Inc., as a clearing broker-dealer, provide the services described below to those accounts on the TD Ameritrade brokerage platform that are subject to ERISA. TD Ameritrade does not generally provide investment, legal, or tax advice in connection with its brokerage services but does, on occasion, provide investment advice in connection with fixed income products. TD Ameritrade, Inc. is also a registered investment advisor and, in that capacity, may provide investment advice with respect to certain aspects of the AdvisorDirect program, as further described below.

TD Ameritrade has three service lines that may be applicable to ERISA-covered accounts: (a) Retail (generally, for plan participants who use our services through our retail website), (b) Institutional (utilized by independent registered investment advisor clients of TD Ameritrade), and (c) Self-Directed Brokerage Accounts (SDBA) (generally, for plan participants who have the self-directed brokerage account as an investment option in their plans). TD Ameritrade may receive direct and indirect compensation for the services and other benefits it provides to the plan and its participants. Certain services are not available to all client types, as generally indicated below.

I. SERVICES

Brokerage Services

TD Ameritrade provides brokerage and related services for which it receives direct compensation. These services are generally described below in this summary. For additional information regarding these services, you can obtain the relevant TD Ameritrade Client Agreement at:

Retail - <https://www.tdameritrade.com/forms/AMTD182.pdf>

Institutional - Please call 800-431-3500

SDBA – <http://www.tdameritraderetirement.com/forms/ACS182.pdf>; or call 866-423-2683 (Plans); 866-766-4015 (Participants).

- **Brokerage.** Brokerage services include the TD Ameritrade website and related services that are needed to place trades for the plan's brokerage account(s). Brokerage services also include execution of orders placed for the plan participant's account for purchases or sales of shares of mutual funds and other securities, subject to any limitations imposed by the plan. These execution services are provided by TD Ameritrade Clearing, Inc.
- **Sweep program.** TD Ameritrade offers a cash sweep service to the sweep vehicle selected for the plan account. The sweep vehicle is typically an FDIC-insured deposit account or a money market fund. TD Ameritrade Cash may also be selected as the designated sweep vehicle, where TD Ameritrade will pay interest on available cash in the plan's or participant's account. Interest rates may vary among clients in connection with special offers or combinations of services or other circumstances. Where a plan or participant elects TD Ameritrade Cash as the sweep option, TD Ameritrade Clearing, Inc. has the use of the cash in the plan's or participant's account pending the investment of such cash, and it may therefore derive a financial benefit depending on the manner and duration of such use.

- **Custody and safekeeping.** TD Ameritrade provides custody and safekeeping of client assets. TD Ameritrade also takes reasonable measures to protect the privacy and confidentiality of client account information. For additional information, please review the TD Ameritrade Privacy Statement: <https://www.tdameritrade.com/forms/AMTD800.pdf>.
- **Statements and confirmations.** These documents permit the plan or participant, as applicable, to review and confirm transaction activity within the account so that the plan or participant has an opportunity to timely report any errors to TD Ameritrade.
- **Prospectuses and Shareholder communications.** TD Ameritrade (through a third-party vendor) provides to its clients copies of prospectuses and other shareholder communications in connection with investments in their TD Ameritrade accounts.
- **Transfers out.** If a decision is made to move the plan account, TD Ameritrade will assist with the orderly transfer of plan assets to the new custodian.
- **Other.** TD Ameritrade may offer options, futures, and foreign exchange trading and margin services to certain clients but not others, depending upon the type of client or specifications in plan documents provided by the Plan to TD Ameritrade.

Further information can be obtained at:

For Retail Clients - <https://www.tdameritrade.com/trade/options.html>; <https://www.tdameritrade.com/trade/futures.html>; and <https://www.tdameritrade.com/trade/forex.html>

For Institutional, please call 800-431-3500

Futures, forex, and margin are not available to SDBA clients. For more information about limited options trading in SDBAs, please call 866-423-2683 (Plans); 866-766-4015 (Participants).

Advisory Services

- **AdvisorDirect.** As an SEC-registered investment advisor, TD Ameritrade, Inc. also provides advisory services to plans or participants in its AdvisorDirect program, an advisor referral service. Under AdvisorDirect, TD Ameritrade, Inc. provides information about independent investment advisors for the plan or participant client's analysis and evaluation to assist the client's selection of an investment advisory firm that may meet the client's investment needs. The plan or participant, as applicable, and not TD Ameritrade, Inc., makes the decision to select an advisor and determines the services to obtain from, or authority to grant to, the advisor. TD Ameritrade, Inc. does not provide investment advice to the plan or participant in connection with the plan's or participant's assets under management by the advisor. In providing its services under AdvisorDirect, TD Ameritrade, Inc. is not acting as a fiduciary as that term is defined under current DOL regulations. A description of the TD Ameritrade, Inc. fee arrangement appears under "Indirect Compensation" below.

This service is not available to SDBA clients.

Other

- **Paying Agent Services.** TD Ameritrade Trust Company (TD Ameritrade Trust), a non-depository trust company affiliate, has entered into a contractual arrangement with TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. to provide participant distribution and tax reporting services for certain client plans. Those services are only provided to those client plans that have signed a Paying Agent Services Agreement and Account Establishment Form with TD Ameritrade Trust.

This service is not available to SDBA clients.

- **Research tools and third-party content.** TD Ameritrade makes available to its clients various outside sources for research material regarding investments and securities that such outside sources distribute to their own clients. For more information, go to: https://www.tdameritrade.com/research_disclaimer.html and <http://research.tdameritrade.com/public/markets/overview/overview.asp>.

II. DIRECT COMPENSATION

For its brokerage services, TD Ameritrade, Inc. receives compensation from plan participant accounts (direct compensation) in the form of commissions and service-specific fees, including fees that may be occasioned by the termination of your account. The amount of such commissions and fees that will be charged by TD Ameritrade, Inc. depends on the service line applicable to the account. Additional information on direct compensation is contained in the schedule(s) available to you at the applicable website identified below:

Retail: <https://www.tdameritrade.com/pricing.html>; and <https://www.tdameritrade.com/ratesfees.html>

Institutional: https://www.advisorclient.com/Announce/TDA_FeeSchedule.pdf

SDBA: Standard - <http://www.tdameritraderetirement.com/forms/ACS1009.pdf> (Your plan may restrict certain investments and not all commissions shown may be applicable to your account.)

Certain accounts that have a registered investment advisor associated with them may be eligible for negotiated rates and/or asset-based pricing for certain brokerage services. For further information, please go to the Institutional Fee Schedule link provided above.

TD Ameritrade may act as principal on any fixed-income transaction. When acting as principal, it will add a markup to any purchase, and subtract a markdown from every sale, in each case up to a maximum of 3%, depending upon the market and transaction. This markup or markdown will be included in the price quoted to you. In the case of certain new issues, the revenue to the firm from an embedded cost structure may range up to 4.5% of the offering price and will be disclosed to you prior to the transaction. Further information is available upon request.

III. INDIRECT COMPENSATION, PAYMENTS BETWEEN AFFILIATES, AND PAYMENTS TO SUBCONTRACTORS

Indirect Compensation

- **Deposit and Savings Account Marketing Fee.** The following information is applicable if the plan fiduciary elects to utilize the TD Ameritrade FDIC Insured Deposit Account (IDA) as the sweep vehicle for the plan or to make the TD Bank USA FDIC Insured Investor Savings account (Savings) available to plan participants.

Under the IDA, uninvested cash in the plan participants' accounts is swept into deposit accounts at TD Bank, N.A. (TD Bank), an affiliate of TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc., up to the FDIC limits. Any amounts over those limits are swept into deposit accounts at TD Bank USA, N.A., (TD Bank USA), an affiliate of TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc..

Under Savings, plan participants may elect to deposit cash in accounts at TD Bank USA. Savings is intended for long-term cash positions, and there is a limit of six transfers out of Savings per month. Savings is not a sweep vehicle, meaning funds are not automatically moved in and out of Savings.

TD Bank and TD Bank USA determine the interest rate paid to participants on funds deposited into the IDA, and TD Bank USA determines the same for funds deposited into Savings. TD Bank and TD Bank USA receive compensation on amounts held on deposit in the IDA and Savings by potentially achieving a positive spread between its cost of funds (e.g., yield on deposits) and the return on assets, net of expenses (spread).

Under its agreement with TD Bank and TD Bank USA, TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. receive from TD Bank and TD Bank USA (as applicable) a fee for marketing and related recordkeeping services in connection with the IDA and Savings. The fee is derived by applying a formula, which results in the fee varying from month to month depending on the interest rate and other market conditions. For example, the marketing fee is generally less in a low interest environment. The rate of the fee may exceed the interest rate or effective yield the depositors receive from the deposit accounts. TD Ameritrade Clearing, Inc. retains 40% of the fee payable to TD Ameritrade Clearing, Inc. and TD Ameritrade, Inc. for clearing services and remits the remaining 60% to TD Ameritrade, Inc. for other marketing, administrative, and other operational services. This service may be available to certain SDBA clients. Further information regarding the IDA is available in your client agreement, the form of which is also available at the locations set forth above. Further information regarding Savings is available by calling your TD Ameritrade client representative at the phone numbers listed above.

- **Payment for Order-Flow.** TD Ameritrade Clearing, Inc. receives, and shares with TD Ameritrade, payment for order flow from some market centers. This involves a payment to TD Ameritrade for routing orders to that exchange or market maker. This payment is used to offset costs of doing business and ultimately helps to reduce the overall cost to our clients. The amount of order-flow payments received by TD Ameritrade currently range from approximately \$.0005 to \$.0034 per share, and \$.30 per option contract (each prior to offset from charges paid for removal of market liquidity). These amounts are received and paid pursuant to contractual arrangements with the market centers. For more information, including the firm's SEC Rule 606 regulatory reports regarding order execution, please go to:

<https://www.tdameritrade.com/trade/orderexecution/index.html> and <https://www.tdameritrade.com/orderdisclosure.html>.

Mutual Fund Revenue

If a participant invests in one or more mutual funds, the following information applies to those investments.

TD Ameritrade receives fees for marketing and distribution, recordkeeping, subaccounting, sub-transfer agency, and/or shareholder servicing services with respect to mutual funds in which the plan invests. These fees may be paid by the fund, by the fund's distributor, transfer agent, administrator, or investment advisor (Fund Affiliate), by a third-party fund service provider, or by a combination of them, pursuant to TD Ameritrade, Inc.'s and/or TD Ameritrade Clearing, Inc.'s agreement with the particular fund, Fund Affiliate, and/or by a third-party fund service provider.

The amount of these fees may vary among mutual fund groups, and some mutual funds and Fund Affiliates do not make some or any of these payments available. The maximum amount of marketing and distribution fees that maybe paid to TD Ameritrade depends on the class of shares held by the plan but will not exceed the annual rate of 1.00% of the value of the plan's shares. Typically, shares held by a plan are subject to distribution and/or shareholder servicing fees that will not exceed the annual rate of 0.25% to 0.40%. Fees paid to TD Ameritrade for TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc.'s subaccounting, sub-transfer agency, or similar recordkeeping services may be based on the number of plan accounts (and range from \$3.00 to \$19.00 per account) or on the assets in the plan accounts (and range from an annual rate of 0.10% to 0.45%), depending on the agreement with the particular fund or Fund Affiliate. Funds may also be subject to a monthly minimum service fee payable to TD Ameritrade, Inc. of \$300.

To the extent that fees for marketing and distribution, recordkeeping, subaccounting, sub-transfer agency, and/or shareholder servicing services are paid out of fund assets, they are included in the fund's annual expense ratio and are indirectly borne by the fund's shareholders. For more information regarding such payments made by a particular mutual fund or its Fund Affiliate and details on the particular services to which the payments relate, please go to the fund's website and review its prospectus and statement of additional information or request a copy of these documents from the fund. For further information, including a listing of no-transaction fee funds (for which purchase or sale no transaction fees are charged by TD Ameritrade), other mutual funds, and their affiliates, please go to: <http://research.tdameritrade.com/public/mutualfunds/overview/overview.asp>.

In addition to fees paid from fund assets, TD Ameritrade may receive fees for these services from Fund Affiliates and/or third-party fund service providers. These fees may be paid out of the resources of the Fund Affiliate. This compensation may be at different annual rates up to a generally maximum annual rate of 0.15% on plan assets invested in the fund. The names of the Fund Affiliates and third-party fund service providers who may make these payments are available at <https://www.tdameritrade.com/forms/AMTD034.pdf>.

Fees paid by a mutual fund, Fund Affiliate, and/or third-party fund service provider are paid through TD Ameritrade Clearing, Inc., who collects these fees on behalf of TD Ameritrade, Inc.

Compensation on Funds in Transition

TD Ameritrade Clearing, Inc. receives indirect compensation on client funds in transition, such as when a participant distribution check has been issued. This compensation is known as "earnings credits." TD Ameritrade Clearing, Inc. issues checks and wires through First National Bank of Omaha and may receive these earnings credits from them. These credits accrue from the time TD Ameritrade Clearing, Inc. issues a check or sends a wire and removes funds from the plan account until such time as the check is presented to the issuing bank for payment. The earnings credits serve to offset the fees TD Ameritrade Clearing, Inc. might otherwise be required to pay for banking services. The credit is calculated based upon a variety of commercial and competitive factors, including prevailing economic and business conditions and varies over time depending upon such factors. If a check becomes "stale dated" (after 90 days without presentment for payment), the check is cancelled and the funds are returned to the plan's account and no further credits are earned.

Referral fees for AdvisorDirect

If the plan or a participant retains an independent registered investment advisor (RIA) that participates in TD Ameritrade, Inc.'s AdvisorDirect program, the following information is applicable.

Under its agreements with RIAs participating in the AdvisorDirect program, TD Ameritrade, Inc. receives referral fees from these RIAs. The referral fees are generally either 25% of the advisory fee a plan or participant pays to the plan's or participant's RIA or 25 bps of the assets in their account. These fees are more fully described in the written disclosure TD Ameritrade, Inc. provides to the plan or participant in connection with providing information about RIAs which the plan or participant may wish to consider. The referral fees do not impact the advisory fee charged by the RIA to the plan or participant account. For further information regarding the AdvisorDirect program and the referral fees, go to https://legacy.advisorservices.com/AdvisorDirect/TDA_DiscAcknowledgementForm.pdf.

This service is not available to SDBA clients.

Payments Between TD Ameritrade Affiliates

- **Paying Agent Services.** TD Ameritrade Trust has entered into a contractual arrangement with TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. to provide participant distribution and tax reporting services for certain client plans. Those services are only provided to those client plans that have signed a Paying Agent Services Agreement and Account Establishment Form with TD Ameritrade Trust. TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. pay to TD Ameritrade Trust a fee of \$25 per plan per quarter, as well as other fees for particular services rendered, including: periodic or lump sum payment processing, Form 1099-R and ACH pulls - \$5 each; wire transfers, stop payment/stale date, and Form 1099-R correction - \$25 each; overnight delivery - \$10 each; and extraordinary services - \$150 an hour. These services are not available to SDBA clients.
- **Deposit and Savings Account Fees.** Under its agreement with TD Bank and TD Bank USA, TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. receives from TD Bank USA a fee for marketing and related recordkeeping services in connection with the IDA and Savings described above under "Deposit and Savings Account Marketing Fee".
- **Sweep Vehicle Fees.** If a plan fiduciary selects a TD Asset Management USA Funds, Inc. (TDAM), an affiliated money market fund as a sweep vehicle, or if a participant chooses to invest in a fund within TDAM, the following information is applicable. Pursuant to certain agreements by and among TDAM, its distributor, SEI Investments Distribution Co., TD Ameritrade Clearing, Inc. and TD Ameritrade, Inc., fee payments of up to an aggregate of approximately 80 bps are paid by TDAM or its distributor to TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. for sweep, subdistribution, shareholder services, subtransfer agency, recordkeeping, and administrative services. TDAM is managed by TDAM USA, Inc., an affiliate of TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. The amount paid to TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. includes 12b-1 fees, absent the voluntary waivers of such fees that are currently in place, and is calculated on net assets of TDAM distributed through TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. TD Ameritrade, Inc. receives and retains the shareholder servicing fees. TD Ameritrade Clearing, Inc. receives and retains the subtransfer agency fees. TD Ameritrade Clearing, Inc. receives the 12b-1 fees, to the extent they have not been waived as noted above, and remits them to TD Ameritrade, Inc.

Payments to Subcontractors

- **Prospectus Delivery and Shareholder Communications.** TD Ameritrade, Inc. utilizes the services of a third-party vendor, Broadridge Investor Communication Services (and its affiliates) (Broadridge) to provide prospectuses, certain other shareholder communications, as well as statements, confirms, and certain tax documents, to TD Ameritrade, Inc. clients. Under its agreements with Broadridge, TD Ameritrade, Inc. pays a fixed, per-unit-of-service fee with a scaled discount to TD Ameritrade, Inc. depending upon the total amount of services rendered.
- **Account Features and Services.** TD Ameritrade utilizes the services of numerous third-party subcontractors to provide technology, market data, third-party content, and other services to certain clients. These services are available to clients for use in connection with their management of their investments. Not all services are available to all clients. For retail clients, please also refer to <https://tdameritrade.com/tradingtools/overview.html>. Certain of these services are provided to TD Ameritrade clients via fixed-fee contracts that TD Ameritrade has entered into with these subcontractors.
- **Conferences, Gifts, and Entertainment.** Providers of products and services offered by TD Ameritrade may pay for sponsorships or otherwise make payments for TD Ameritrade conferences, meetings, gifts, meals, and entertainment in order to help defray the costs of these conferences and other business expenses. These amounts are not tied to specific transactions or reflected in the selection of any investments offered.

Investment Products: Not FDIC Insured * No Bank Guarantee * May Lose Value

TD Ameritrade Trust Company is a non-depository trust company, acts as a custodian and/or directed trustee, and is not a member of FINRA, SIPC, or NFA.

TD Ameritrade Institutional is a division of TD Ameritrade, Inc., member FINRA/SIPC/NFA.

Brokerage services provided by TD Ameritrade, Inc., member FINRA/SIPC/NFA and TD Ameritrade Clearing, Inc., member FINRA/SIPC.

TD Ameritrade Trust Company, TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc. are subsidiaries of TD Ameritrade Holding Corporation.

TD Bank, N.A., TD Bank USA, N.A., TD Asset Management USA Funds, Inc. and TD Ameritrade are affiliated through their parent companies.

First National Bank of Omaha is separate and not affiliated with TD Ameritrade or its subsidiaries.

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