

# Cash Sweep Program Disclosure Statement

<p style="text-align: center;"><b>Summary</b></p> <p>Please consult the full text of the disclosure statement below for further information at the pages indicated.</p>		
<b>Available Sweep Options</b>	The available sweep options currently consist of interest-bearing deposit accounts at banks (the "Program Banks") including banks affiliated with First Clearing ("Clearing Agent") in its Expanded Bank Deposit Sweep program; interest-bearing deposit accounts at two or more banks affiliated with First Clearing in its Standard Bank Deposit Sweep program; and one or more non-proprietary Money Market Mutual Funds. Eligibility for each available sweep option is determined by account type.	Page 2
<b>How the Cash Sweep Program Works</b>	Through the Cash Sweep Program you may earn a rate of return on the uninvested cash balances in your account by automatically placing ("sweeping") cash balances into a sweep option until such balances are invested by you or otherwise needed to satisfy obligations arising in connection with your account.	Page 2
<b>Rate of Return</b>	<p>The rates of return for the sweep options vary over time. Current rates can be obtained from your investment professional, by calling the general inquiries phone number listed on the front of your account statement.</p> <ul style="list-style-type: none"> <li>The interest rates on the Standard Bank Deposit Sweep and Expanded Bank Deposit Sweep will reflect the amounts that the Program Banks credit to their respective deposit accounts, net of the fees paid to First Clearing and others, as set forth below under "Benefits to First Clearing and Others." The rates of interest paid on affiliated Program Bank deposits will be periodically set and re-set by the affiliated Program Banks in consultation with First Clearing. First Clearing will direct and otherwise cause the unaffiliated Program Banks participating in the Expanded Bank Deposit Sweep program to credit interest on their respective deposits at the same rate then being credited by the affiliated Program Banks. With certain exceptions, the rate will be tiered based upon account type and the overall household value of your account(s) with your Introducing Firm.</li> <li>Money Market Mutual Funds seek to achieve the highest rate of return (less fees and expenses) consistent with prudence and their investment objectives.</li> <li>There is no guarantee that the yield on any particular cash sweep option will remain higher than others over any given period. The rate of return on any of our sweep options may be lower than that of similar investments offered outside of the Cash Sweep Program.</li> </ul> <p>If you are seeking the highest yields currently available in the market, please contact your financial professional to discuss investment options that may be available outside of the Cash Sweep Program to help maximize your return potential consistent with your investment objectives and risk tolerance.</p>	Page 3
<b>Duty to Monitor</b>	You must monitor and determine the best cash sweep option for you under this program. You may also elect not to participate in the Cash Sweep Program and instead periodically invest cash balances directly.	Page 3
<b>Changes to the Sweep Program</b>	You will be notified in advance if First Clearing modifies the Cash Sweep Program in certain respects, including modifications that result in changing the sweep option for your account. Unless you tell your Introducing Firm otherwise within the time period specified in the notice, you will be treated as approving the change and your cash balances will be moved to the new sweep option designated by First Clearing.	Page 3
<b>Benefits to Us</b>	First Clearing receives fees and other financial benefits under the different sweep options. You should expect that First Clearing will share a portion of these fees and benefits with your Introducing Firm. Your financial professional is compensated based on total assets in your account(s), including assets in the Cash Sweep Program. Because of these fees and benefits, First Clearing and your Introducing Firm have a financial incentive to offer the particular sweep options included in the Cash Sweep Program.	Page 4
<b>Differing Risks and Account Protection</b>	The available Cash Sweep Program options (currently, Money Market Mutual Funds, the Standard Bank Deposit Sweep, and the Expanded Bank Deposit Sweep) are subject to different risks and account protection:	Page 5
	<ul style="list-style-type: none"> <li>Money Market Mutual Funds in the Cash Sweep Program invest in high quality, short-term securities and seek to maintain a stable value but are subject to market risks and potential value loss. They are not bank accounts and not subject to FDIC insurance protection. They are instead covered by SIPC, which protects against the custodial risk (and not a decline in market value) when a brokerage firm fails by replacing <u>missing</u> securities and cash up to a limit of \$500,000, of which \$250,000 may be cash.</li> <li>The Standard Bank Deposit Sweep and Expanded Bank Deposit Sweep are not subject to market risk and potential value loss but are subject to the risk of a bank's failure. In the event a bank fails, deposits at each Program Bank are eligible for FDIC insurance protection up to a limit of \$250,000 (including principal and interest) per depositor in each insurable capacity (e.g., individual or joint). All deposits (including certificates of deposit) that you maintain in the same insurable capacity at a Program Bank, whether placed directly with the Program Bank or through an intermediary (such as First Clearing or another broker), will be aggregated for purposes of determining your FDIC insurance coverage. <b>You are responsible for monitoring your deposit balances at each Program Bank to determine if your deposit balances, in total, exceed FDIC insurance limits.</b> <u>Monies held in the Standard Bank Deposit Sweep and Expanded Bank Deposit Sweep are not covered by SIPC.</u></li> </ul>	Page 6

Account(s) carried by First Clearing. First Clearing is a trade name used by Wells Fargo Clearing Services, LLC, Member SIPC, a registered broker-dealer and nonbank affiliate of Wells Fargo & Company.

## Introduction

Under the Cash Sweep Program (the "Cash Sweep Program"), uninvested cash balances in your account are automatically swept into interest-bearing deposit accounts ("Standard Bank Deposit Sweep" and "Expanded Bank Deposit Sweep", together the "Bank Deposit Sweep Programs") or, if available, stable-value money market mutual funds ("Money Market Funds"), or such other sweep arrangements made available to you (collectively "Cash Sweep Options"), until these balances are invested by you or otherwise needed to satisfy obligations arising in connection with your account. Eligibility for each available Cash Sweep Option is determined by account type. The Clearing Agent and Introducing Firm do not have a duty to affirmatively advise you on whether to use the Cash Sweep Program, which is optional.

### Available Cash Sweep Options

#### *Expanded Bank Deposit Sweep*

The Expanded Bank Deposit Sweep is the primary Cash Sweep Option for eligible clients and consists of interest-bearing deposit accounts at banks both affiliated and unaffiliated with our Clearing Agent ("Affiliated Banks" and "Unaffiliated Banks," together the "Program Banks"). The Expanded Bank Deposit Sweep will provide up to \$250,000 in FDIC insurance per Program Bank (\$500,000 per Program Bank for joint accounts with two or more owners). As of the date of this Disclosure Statement, the Expanded Bank Deposit Sweep makes five Program Banks available, resulting in up to \$1.25 million in available FDIC insurance (\$2.5 million for joint accounts with two or more owners). If your account is in the Expanded Bank Deposit Sweep, depending on market conditions and/or the size of your account, cash may be swept to only Affiliated Banks, to only Unaffiliated Banks, or to a mix of both.

You may not elect to exclude the Affiliated Banks from the Expanded Bank Deposit Sweep or exclude less than all of the Unaffiliated Banks. However, you may, at any time, elect to not use all the Unaffiliated Banks, and by doing so, move to the Standard Bank Deposit Sweep where only Affiliated Banks will receive your uninvested cash. Choosing the Standard Bank Deposit Sweep will stop your uninvested cash from being deposited into the Unaffiliated Banks and, if deposits have already been made, your funds will be withdrawn and deposited with the Affiliated Banks in the Standard Bank Deposit Sweep. You will have less FDIC insurance coverage available if you move to the Standard Bank Deposit Sweep and you may have uninsured deposits for amounts in excess of \$500,000 (\$1 million for joint accounts with two or more owners) at the Affiliated Banks.

Eligible clients may select the Standard Bank Deposit Sweep at account opening or by

contacting your Introducing Firm at any time after the account is opened. By entering into an account agreement where the Expanded Bank Deposit Sweep is offered, you will be treated as having approved the use of the Expanded Bank Deposit Sweep for your account unless you elect otherwise.

Retirement accounts in discretionary advisory programs managed by the Clearing Agent cannot elect the Expanded Bank Deposit Sweep and may only use the Standard Bank Deposit Sweep as their Bank Deposit Sweep Program. In addition, certain commercial and public fund account types are ineligible for either Bank Deposit Sweep Program and a taxable Money Market Fund will serve as the primary Cash Sweep Option for those accounts.

#### *Standard Bank Deposit Sweep*

The Standard Bank Deposit Sweep is available as an alternative to the Expanded Bank Deposit Sweep and serves as the primary Cash Sweep Option for retirement accounts in discretionary advisory programs managed by the Clearing Agent. The Standard Bank Deposit Sweep consists of interest-bearing deposit accounts at two or more Affiliated Banks. The Standard Bank Deposit Sweep will provide a minimum of \$500,000 in FDIC insurance (\$1 million for joint accounts with two or more owners).

#### *Money Market Fund*

A taxable Money Market Fund is the Cash Sweep Option for account types ineligible for either Bank Deposit Sweep Program. The list of Money Market Funds used as a Cash Sweep Option may be obtained by contacting your financial professional.

Among the Money Market Funds offered in the Cash Sweep Program include those advised by Allspring Global Investments, a money management firm in which the Clearing Agent holds a small ownership interest, but which is not considered an affiliate of the Clearing Agent. Prior to, or at the same time your available funds are first swept into an available Money Market Fund, you will be furnished with the appropriate prospectus, which should be read carefully. Mutual fund companies typically offer multiple share classes with different levels of fees and expenses. When selecting the share class for the Money Market Fund used as a Cash Sweep Option, the Clearing Agent does not in all instances, select the share class with the lowest fees that is available from the fund company and these decisions are influenced by the additional compensation the Clearing Agent receives in connection with your account's Money Market Fund holdings. The use of a more expensive share class of a Money Market Fund as a Cash Sweep Option will negatively impact your overall investment returns.

Prior to the receipt of your signed account documents, cash deposited into your account and not otherwise invested will be held as a

free credit balance and not placed in the Cash Sweep Program until written consent is provided to participate. Except for retirement accounts, while any cash remains in free credit balance, you will not earn any interest on such balance. When you open your account, or you select an ineligible Cash Sweep Option, your Cash Sweep Option will be (and any cash balances will be transferred to) the primary Cash Sweep Option for your account type. You may contact your Introducing Firm at any time to select a different Cash Sweep Option available for your account type. Existing balances in your prior Cash Sweep Option will be automatically transferred to the new Cash Sweep Option you select.

### How the Cash Sweep Program Works

On each business day available cash balances will be automatically swept into the Cash Sweep Option for your account. Shares or cash held in your Cash Sweep Option will be automatically redeemed in order to settle a transaction, serve as collateral for a margin loan or short sale, or satisfy any other obligations.

**Timing of Credits —** In the case of available cash balances resulting from the proceeds of securities sales, your Cash Sweep Option will be credited on the settlement date of the securities sale. In the case of available cash balances resulting from non-trade-related credits (i.e., the receipt of dividends, interest payments, or deposits), your Cash Sweep Option will be credited on or before the business day after receipt by Wells Fargo Advisors of the non-trade-related credit (unless there is a trade-related debit item pending in your account due to settle in one business day, in which case only that amount exceeding the trade-related debit will be credited to your Cash Sweep Option). Available cash balances will not earn a rate of return until swept into your Cash Sweep Option.

**Timing of Debits —** Your Cash Sweep Option is automatically debited to satisfy obligations arising in connection with your brokerage account, including administrative and other fees, and charges in connection with a margin account. Cash Sweep Option balances will also be debited as necessary in connection with certain account activity and services, including securities transactions, preauthorized electronic transfers, automated payments, checks, or debits from using the linked debit cards. Your brokerage account will be scanned automatically for debit items each day. Debit balances will be satisfied automatically from: available cash balances; funds in any Money Market Fund no longer serving as your Cash Sweep Option; through the withdrawal of funds from your Cash Sweep Option; and where applicable, from margin loans.

**Access to Funds** — You may only access the balances held in your Cash Sweep Option through your brokerage account with us. In addition, pursuant to SEC rules, Money Market Funds may impose a fee on redemptions (liquidity fee) of up to 2% if the fund's board considers such actions in the best interest of the fund's shareholders. Money Market Funds may also reserve the right to require one or more day's prior notice before permitting withdrawals. Please refer to the fund's prospectus for further information.

**Statements and Confirmations** — Your account statement will indicate your balance, detail transactions, and reflect interest or dividends relating to your Cash Sweep Option. These account statements are provided in lieu of separate confirmations of sweep transactions.

**Interest/Dividends Payable** — Interest on cash in the Bank Deposit Sweep Programs is accrued daily, compounded monthly, and credited to your account on the last business day of each monthly statement period. Dividends on the shares in the Money Market Fund will not be payable in cash but will be reinvested each month in additional shares of the applicable Money Market Fund at the current net asset value. Dividends are not guaranteed and are subject to change or elimination.

### Rate of Return

The rate of return for each available Cash Sweep Option can be obtained from your financial professional or by calling the general inquiries phone number listed on the front of your account statement or found on the Clearing Agent's website at [wellsfargoclearingservicesllc.com](http://wellsfargoclearingservicesllc.com). These rates will vary over time and are typically lower than rates available to clients making deposits directly with the Program Banks or at other banks, or available by investing directly in other money market mutual funds not offered through the Cash Sweep Program. You will receive the same interest rate on deposits at the Program Banks in the Bank Deposit Sweep Programs.

The interest rates on the Standard Bank Deposit Sweep and Expanded Bank Deposit Sweep can change at any time. The rates of interest paid on Affiliated Bank deposits will be periodically set and re-set by the Affiliated Banks in consultation with the Clearing Agent. The Clearing Agent will direct and otherwise cause the Unaffiliated Banks participating in the Expanded Bank Deposit Sweep to credit interest on their respective deposits at the same rate then being credited by the Affiliated Banks. The Clearing Agent and others will receive compensation from Program Banks in connection with the Cash Sweep Program, as set forth under "Benefits to First Clearing and Others." You should expect that a portion of this compensation will be shared with your Introducing Firm. The rate will be based upon account type and, with certain exceptions, the total household

value of assets in your account(s) with your Introducing Firm such that clients in higher asset tiers will generally receive higher interest rates. The total household value will include any balances in the Bank Deposit Sweep Programs, as well as all other assets listed in your account statements. The grouping of accounts into a household can be performed by your investment professional based on account eligibility and family relationships. In general, a household may contain all of your personal accounts as well as the accounts of your spouse or domestic partner, dependents, and wholly owned businesses. Retirement and Advisory accounts in the Bank Deposit Sweep Programs will generally receive a rate that is higher than that paid to other account types. Interest rates on different tiers may change from time to time at the Clearing Agent's discretion. Please contact your investment professional at the number on your account statement to find out more about householding and to ensure all eligible accounts are grouped in a household.

Neither the Clearing Agent nor any of the Program Banks are under any obligation to provide the highest rates available in the marketplace. Higher rates may be available outside of the Cash Sweep Program. By making the Cash Sweep Program available, the Clearing Agent assumes no obligation to seek or negotiate interest rates in excess of any reasonable rate of interest the Affiliated Banks are willing to credit. In the Bank Deposit Sweep Programs, lower rates are more financially beneficial to the Clearing Agent and others, including your Introducing Firm, as well as Wells Fargo & Company and its affiliates, including the Affiliated Banks and their respective personnel. By comparison, a Money Market Fund generally seeks to achieve the highest rate of return (less fees and expenses) consistent with the fund's investment objective, which can be found in the fund's prospectus. (Money Market Fund rates are, however, affected by the fees applicable to the particular class of shares made available through the Cash Sweep Program.) As a result, the current rate of return on each Cash Sweep Option will vary over time and there is no guarantee that the return on any particular Cash Sweep Option will remain higher than the others over any given period.

If you desire, as part of an investment strategy or otherwise, to maintain a cash position in your account that seeks the highest yields currently available in the market for your cash balances, please contact your financial professional to discuss investment options that may be available outside of the Cash Sweep Program to help maximize your return potential consistent with your investment objectives, liquidity needs, and risk tolerance. Please note, however, that available cash accumulating in your account will not be automatically swept into any investment you purchase outside of the Cash Sweep Program.

### Your Responsibility to Monitor Your Cash Sweep Option

As returns in the Cash Sweep Options, your personal financial circumstances, and other factors change, it may be in your financial interest to change your Cash Sweep Option (if another option is available for your account type), or to invest cash balances in products offered outside of the Cash Sweep Program, options which likely generate a higher rate of interest or yield.

### Alternatives to the Cash Sweep Program

You may elect not to participate in the Cash Sweep Program and instead periodically invest cash balances directly in available money market mutual funds or other products offered as direct investments outside of the Cash Sweep Program. Those direct investment options would likely generate a higher rate of interest or yield than the Cash Sweep Program. You may invest your cash in other products by providing instructions to your financial professional. Available cash will not be automatically swept into any money market mutual fund or other investment that you purchase outside of the Cash Sweep Program; each such investment must be requested by our or your investment professional. Please note, if you elect not to participate in the Cash Sweep Program, accruing cash balances will not earn a rate of return prior to direct investment.

Your financial professional can provide further details and additional information, including a prospectus, for any of the money market mutual funds available for direct investment outside of the Cash Sweep Program. Please read the prospectus carefully before investing. Investments in money market mutual funds are not guaranteed or insured by the FDIC or any other government agency and are not deposits of a bank or bank affiliate. Although retail and U.S. Government money market mutual funds seek to preserve their net asset value at one dollar per share, it is possible to lose money by investing in money market mutual funds.

### Changes to Cash Sweep Options

From time to time, the Clearing Agent may modify the Cash Sweep Program, which may result in changing the Cash Sweep Option for your account. If the Clearing Agent makes a change, there is no guarantee that such change will provide an equal or greater rate of return to you during any given period, and the rate of return may be lower. You will receive advance notice of certain changes the Clearing Agent may make to the Cash Sweep Program, including changes from one Cash Sweep Option to another, any reduction in the number of Program Banks in either of the Bank Deposit Sweeps, or, for retirement accounts, any reprioritization of the Affiliated Banks relative to the Unaffiliated Banks under the Expanded Bank Deposit Sweep, if it

affects your account. Unless you object within the time period specified, you will be treated as approving the change and the Clearing Agent will transfer the balances from your prior Cash Sweep Option into any new Cash Sweep Option.

If you decide to enroll in a new product or service that doesn't offer your current Cash Sweep Option, your new Cash Sweep Option will become the Expanded Bank Deposit Sweep if you are eligible (if not, your Cash Sweep Option will be an available Money Market Fund selected by the Clearing Agent) unless you select a different available Cash Sweep Option.

## Benefits to First Clearing and Others

The Clearing Agent receives fees and benefits for services provided in connection with the Cash Sweep Program, and the Clearing Agent may choose to make available the Cash Sweep Options that are more profitable to it than other money market mutual funds or bank deposit accounts. A portion of these fees may be paid to your investment professional.

You should expect that the Clearing Agent will share a portion of the fees and benefits it receives from the Cash Sweep Program with your Introducing Firm, and the rate shared may be increased based on the aggregate amount of your Introducing Firm's client funds in the Cash Sweep Program. In addition, the aggregate amount of your Introducing Firm's client funds in the Cash Sweep Program may be considered in determining the overall payout rate that your Introducing Firm receives from the Clearing Agent. This means the higher aggregate amounts of client funds in the Cash Sweep Program may cause your Introducing Firm to receive more compensation on transactions and other activities unrelated to the Cash Sweep Program, even when no Cash Sweep Program fees are shared with your Introducing Firm.

### Money Market Funds

The Cash Sweep Program includes money market funds that are managed by third parties, and others advised by an entity in which an affiliate of the Clearing Agent retains an ownership interest, called Allspring Global Investments. The selection of such money market funds creates a conflict of interest because using a fund advised by an entity in which an affiliate of the Clearing Agent retains an ownership interest generates a financial benefit that does not exist if a third-party money market fund was selected.

The Allspring money market funds offered, in addition to charging management and administrative fees, also charge a Rule 12b-1 distribution fee or a separate shareholder services fee, both of which benefit us. All money market fees, which vary depending on the Money Market Fund (and class thereof)

used, are paid directly by the Money Market Funds but ultimately borne by you as a shareholder in the fund and lower your return. Mutual fund companies typically offer multiple share classes with different levels of fees and expenses. When selecting the share class for the Money Market Fund used as a Cash Sweep Option, the Clearing Agent does not, in all instances, select the share class with the lowest fees that is available from the fund company and these decisions are influenced by the additional compensation the Clearing Agent receives in connection with your account's Money Market Fund holdings. You should expect a portion of this compensation to be shared by the Clearing Agent with your Introducing Firm. The use of a more expensive share class of a Money Market Fund as a Cash Sweep Option will negatively impact your overall investment returns.

### Bank Deposit Sweep Programs

The Clearing Agent and the Program Banks benefit financially from cash balances held in Bank Deposit Sweep Programs through the "spread" banks affiliated with our Clearing Agent earn on deposits; payments the Clearing Agent receives from Affiliated Banks and Unaffiliated Banks; payments the Introducing Firm receives from the Clearing Agent, and incentive compensation our Clearing Agent's management personnel and other employees receive, which are based on several factors including Bank Deposit Sweep Program assets. The Clearing Agent has a conflict of interest as a result of these benefits because it benefits financially from the Bank Deposit Sweep Programs and chooses to include these options as the default cash sweep, instead of selecting other cash investment options that would not generate these financial benefits, and that typically pay you higher rates of interest.

#### (1) Spread Earned by Affiliated Banks

As with other depository institutions, the profitability of the banks in the Bank Deposit Sweep Programs, including those banks affiliated with our Clearing Agent, is determined in large part by the difference or "spread" between the interest they pay on deposits, and the interest or other income they earn on loans, investments, and other assets. Higher rates of interest than the rates credited by the Program Banks in the Bank Deposit Sweep Programs may be available outside of the Cash Sweep Program. The Program Banks pay rates of interest on the Bank Deposit Sweep Program deposits that are significantly less than the spread those banks earn on deposits. The participation of the Affiliated Banks in the Bank Deposit Sweep Programs will increase their respective deposits and, accordingly, overall profits.

Generally, in the Expanded Bank Deposit Sweep, the Clearing Agent has an incentive to first place deposits with Affiliated Banks because of the spread revenue generated from these deposits. Wells Fargo &

Company's periodic filings include high-level information on deposit spreads and are available at [wellsfargo.com/about/investor-relations/filings](https://www.wellsfargo.com/about/investor-relations/filings) (Navigate to the Wells Fargo website to the Investor Relations Filing page).

#### (2) Program Bank Payments

As noted above, the Clearing Agent receives payments from both Unaffiliated and Affiliated Banks, which are calculated as a percentage of the assets deposited in the Cash Sweep Program. The interest rates paid to client accounts in the Bank Deposit Sweep Program are deducted from these payments, and we retain the remainder. Accordingly, the Clearing Agent has an incentive to pay lower interest rates to participating accounts. Note that the fee received from the Program Banks usually exceeds the interest paid to participating client accounts by a substantial amount. Moreover, due to the contractual arrangements in place between the Unaffiliated Banks and the Clearing Agent, the rates paid out to clients will be substantially lower than the Federal Funds Effective Rate and will not increase as quickly as the Federal Funds Effective Rate.

With respect to the Affiliated Banks in both the Standard and Expanded Bank Deposit Sweep Programs, the Clearing Agent receives from the Affiliated Banks payments not to exceed a percentage equivalent to Federal Funds Effective Rate plus 30 basis points (0.30%) of the daily total of deposit balances at the Affiliated Banks.

With respect to Unaffiliated Banks under the Expanded Bank Deposit Sweep, the financial benefits available to the Clearing Agent may differ as between retirement accounts and non-retirement accounts. In the case of non-retirement accounts in the Expanded Bank Deposit Sweep, the amounts paid to the Clearing Agent by each Unaffiliated Bank will vary from one Unaffiliated Bank to the next, but not exceed a percentage equivalent to Federal Funds Effective Rate plus 30 basis points (0.30%). However, for retirement accounts (including IRAs), each Unaffiliated Bank in the Expanded Bank Deposit Sweep will pay the Clearing Agent a uniform fee up to 79% of the Federal Funds Effective Rate of the average daily total retirement account deposit balances at that Unaffiliated Bank.

Under the Expanded Bank Deposit Sweep, the Clearing Agent pays an unaffiliated third-party administrator a fee for its operational services. This fee includes an asset-based fee, which will vary based on deposit balances at the Unaffiliated Banks. The Clearing Agent does not pay the third-party administrator on deposits held in the Affiliated Banks or in connection with the Standard Bank Deposit Sweep.

As a result of the benefits described above, the Standard Bank Deposit Sweep will be more profitable to the Clearing Agent than the Expanded Bank Deposit Sweep, which means the Clearing Agent will receive a greater benefit if you select the Standard Bank Deposit Sweep as your Cash Sweep Option.

### (3) Introducing Firm Payments

The Introducing Firm receives payments from the Clearing Agent based on your balances in the Bank Deposit Sweep Programs.

### (4) Incentive Compensation

The management personnel and certain other employees of our Clearing Agent receive incentive compensation based on a number of factors, including the amount of our deposits held in Affiliated Banks, and the profitability of Affiliated Banks included in the Bank Deposit Sweep Programs and their joint parent company, Wells Fargo & Company.

### *Other Benefits to Clearing Agent*

The Clearing Agent shall also receive a benefit by retaining any interest earned on cash balances awaiting disbursement or prior to such balances being swept into your Cash Sweep Option. You should also expect your Introducing Firm to benefit financially. You understand and agree that this interest will be retained as additional compensation for the provision of services with respect to the account.

## **SIPC Insurance**

The Securities Investor Protection Corporation ("SIPC") protects customers of its members against the custodial risk to clients of securities brokerage firms in the event such firms become insolvent. Unlike FDIC insurance, SIPC does not insure against the failure of a security, the quality of investments, or declines in the value of investments. Instead, SIPC protects each client's securities (which include Money Market Funds) and cash held in a client's brokerage account at an insolvent brokerage firm by replacing missing securities and cash up to \$500,000 (limited to \$250,000 for cash) in brokerage accounts held in each separate ownership capacity (e.g., individual, joint, trust, retirement) in accordance with SIPC rules. Multiple accounts held in the same capacity are aggregated under SIPC. In addition to SIPC, the Clearing Agent maintains a program of additional insurance coverage, at no cost to you, through London Underwriters (led by Lloyd's of London Syndicates), referred to here as "Lloyd's." For clients who have received the full SIPC payout limit, the Clearing Agent's policy with Lloyd's provides additional coverage above the SIPC limits for any missing securities and cash in client brokerage accounts up to a Clearing Agent aggregate limit of \$1 billion (including up to \$1.9 million for cash per client). This account protection package does not cover losses resulting from declines in the market value of your investments. For more

information on SIPC coverage, please see the explanatory brochure at [sipc.org](http://sipc.org) or call 202-371-8300. For more information about Lloyd's, please visit [loyds.com](http://loyds.com).

Since monies in the Bank Deposit Sweep Programs are held at banks, they are NOT covered by SIPC or Lloyd's. They are instead covered by FDIC insurance. Please see the section entitled "FDIC Insurance Coverage" below.

## **Additional Information Regarding the Bank Deposit Sweep Programs**

### **Introduction**

The Standard Bank Deposit Sweep consists of interest-bearing deposit accounts at two or more Affiliated Banks, each a depository institution regulated by bank regulatory agencies under various federal banking laws and regulations. If you have selected the Standard Bank Deposit Sweep as your Cash Sweep Option, available cash balances in your account are automatically deposited into the Standard Bank Deposit Sweep.

The Expanded Bank Deposit Sweep consists of interest-bearing deposit accounts at affiliated and unaffiliated Program Banks, each a depository institution regulated by bank regulatory agencies under various federal banking laws and regulations. If you have selected the Expanded Bank Deposit Sweep as your Cash Sweep Option, available cash balances in your account are automatically deposited into the Expanded Bank Deposit Sweep.

### **Deposits**

In the Standard Bank Deposit Sweep, the uninvested cash balances in your brokerage account will be deposited at one or more bank deposit accounts maintained at the Affiliated Banks. In the Expanded Bank Deposit Sweep, the uninvested cash balances in your brokerage account will be deposited at one or more bank deposit accounts maintained at the Affiliated and Unaffiliated Banks, although we generally will give priority to the Affiliated Banks. Depending on market conditions and/or the size of your account, cash in the Expanded Bank Deposit Sweep may be swept to only Affiliated Banks, to only Unaffiliated Banks, or to a mix of both. In the Bank Deposit Sweep Programs, no evidence of ownership, such as a passbook or certificate, will be issued to you and deposits in the Bank Deposit Sweep Programs may be made in the name of the Clearing Agent (or its agents) for the benefit of its clients, including clients of Introducing Firms. However, your brokerage account statement will reflect all deposits, withdrawals, Program Bank deposit balance(s), and applicable interest rate.

In the Standard Bank Deposit Sweep, deposits from each account will generally be made initially at Wells Fargo Bank, N.A. up to

\$248,000, and then any available cash in excess of \$248,000 will be deposited at one or more additional Affiliated Banks. In the Standard Bank Deposit Sweep, cash in excess of \$496,000 (when two Affiliated Banks are used) will be swept to Wells Fargo Bank, N.A. and will be uninsured.

In the Expanded Bank Deposit Sweep, deposits from each non-retirement account will, unless indicated otherwise on your Introducing Firm's or Clearing Agent's public website, generally be made initially at Wells Fargo Bank, N.A. up to \$248,000, and then any available cash in excess of \$248,000 will be deposited up to \$248,000 at each other Program Bank. For non-retirement accounts, the Clearing Agent will, unless indicated otherwise on your Introducing Firm's public website, generally give priority to one or more additional Affiliated Banks in the Expanded Bank Deposit Sweep. As a result, the ordering of the sweep for non-retirement accounts is, unless indicated otherwise on the Clearing Agent's or your Introducing Firm's public website, generally Affiliated Banks first, and then Unaffiliated Banks. For retirement accounts in the Expanded Bank Deposit Sweep, the ordering of the sweep is always Affiliated Banks first, and then Unaffiliated Banks. In the Expanded Bank Deposit Sweep, cash in excess of \$1,240,000 will be swept to Wells Fargo Bank, N.A. and will be uninsured.

Sweep deposit limits are set below the FDIC insurance limits to allow for accrued interest on the deposit accounts at the Affiliated and Unaffiliated Banks. Deposits for joint accounts and trust accounts are subject to operational limitations and the amount of FDIC insurance coverage afforded may be less than the FDIC insurance coverage available under FDIC rules.

For single, custodial, and IRA and ESA accounts, any deposits in the Standard Bank Deposit Sweep that exceed \$496,000 (when two Affiliated Banks are used) will be deposited at Wells Fargo Bank, N.A. and will not be FDIC insured. In the Expanded Bank Deposit Sweep, any deposits that exceed \$1,240,000 will be deposited at Wells Fargo Bank, N.A. and will not be FDIC insured.

For joint accounts, the Bank Deposit Sweep Programs can recognize accounts with only two joint owners. As a result, in the Standard Bank Deposit Sweep, deposits for joint accounts, regardless of the number of joint owners, will generally be made only up to \$496,000 initially at Wells Fargo Bank, N.A. and then any available cash in excess of \$496,000 will be deposited at each additional Affiliated Bank, up to \$496,000 per Affiliated Bank. Cash in excess of \$992,000 (when two Affiliated Banks are used) will be swept to Wells Fargo Bank, N.A. and may be uninsured. In the Expanded Bank Deposit Sweep, deposits from joint accounts, regardless of the number of joint owners, will, unless indicated otherwise on our public

website, generally be made only up to \$496,000 initially at Wells Fargo Bank, N.A. and then any available cash in excess of \$496,000 will be deposited up to \$496,000 at each other Program Bank, which may include one or more additional Affiliated Banks. The Clearing Agent will, unless indicated otherwise on its or your Introducing Firm's public website, generally give priority to any additional Affiliated Banks in the Expanded Bank Deposit Sweep. Any deposits that exceed \$2,480,000 will be deposited at Wells Fargo Bank, N.A. and may not be FDIC insured.

The Bank Deposit Sweep Programs cannot recognize joint accounts of international clients. As a result, joint accounts of international clients will be treated like single accounts rather than joint accounts.

For trust accounts in the Bank Deposit Sweep Programs, regardless of the number of owners and beneficiaries, deposits are, unless indicated otherwise on the Clearing Agent's or your Introducing Firm's public website, generally made initially only up to \$248,000 at Wells Fargo Bank, N.A. In the Standard Bank Deposit Sweep, any available cash in excess of \$248,000 will be deposited at one or more additional Affiliated Banks. Cash in excess of \$496,000 (when two Affiliated Banks are used) will be swept to Wells Fargo Bank, N.A. and may be uninsured. In the Expanded Bank Deposit Sweep, any available cash in excess of \$248,000 will be deposited up to \$248,000 at each other Program Bank. The Clearing Agent will, unless indicated otherwise on its or your Introducing Firm's public website, generally give priority to any additional Affiliated Banks in the Expanded Bank Deposit Sweep. Any deposits that exceed \$1,240,000 will be deposited at Wells Fargo Bank, N.A. and may not be FDIC insured.

Cash intended for deposit into the Bank Deposit Sweep Programs must be deposited through your brokerage account and cannot be placed directly by you into a Program Bank. Only balances transferred by the Clearing Agent will be eligible for inclusion in the Bank Deposit Sweep Programs. Deposits by you into Program Banks, outside of the Bank Deposit Sweep Programs, may adversely affect the FDIC coverage of your funds.

## Withdrawals

Monies on deposit at the Program Banks will be automatically withdrawn from the bank deposit accounts in the event of a debit in your brokerage account or, on settlement date, to pay for securities purchased for or sold to your brokerage account. Debits may also be created by writing a check on your brokerage account, making payments via online bill payment service, withdrawing funds through your debit card, or to pay other liabilities owed to us. Checks, ACH payments, debit cards, ATM withdrawals, direct deposits, credits, and other

transactions and items for your brokerage account are processed through that account rather than through the bank deposit accounts. The Clearing Agent will debit and credit your bank deposits to accommodate this processing.

## FDIC Insurance Coverage

Balances on deposit in the Bank Deposit Sweep Programs, together with any other of your deposits at the Program Banks (including certificates of deposit), are insured by the FDIC, an independent agency of the U.S. government, up to a maximum amount in accordance with the rules of the FDIC. Deposits (including principal and interest) at each of the Program Banks are eligible for federal deposit insurance up to \$250,000. Different ownership categories of accounts are separately insured. Please see the "Deposit Insurance - General Information" section below for further information.

You must aggregate all of your deposits (including certificates of deposit) at the Program Banks, whether maintained through or outside of the Bank Deposit Sweep Programs, for purposes of determining FDIC coverage. If your total funds on deposit at any Program Bank exceed the applicable FDIC insurance limit, the FDIC will not insure your funds in excess of the limit. **Please note that you, and not the Clearing Agent or your Introducing Firm, are responsible for monitoring the total amount of your deposits at the Program Banks in order to determine the extent of FDIC insurance coverage available. If you expect to have total deposits at the Program Banks that exceed FDIC insurance coverage limits, you should carefully consider whether you should arrange for the direct investment of amounts exceeding such coverage.**

In the event that federal deposit insurance payments become necessary, payments of principal plus unpaid and accrued interest will be made to you by the FDIC. However, there is no specific time period during which the FDIC must make insurance payments available. Furthermore, you may be required to provide certain documentation to the FDIC before insurance payments are made.

If you have additional questions about FDIC insurance, please contact your financial professional. You may wish to seek advice from your own attorney concerning FDIC insurance coverage of deposits held in more than one capacity. You may also obtain publicly available information by contacting the FDIC, Office of Consumer Affairs, by letter (550 17th Street, N.W., Washington, D.C. 20429), by phone (877-275-3342 or 800-925-4618 (TDD)), or by accessing the FDIC website at [fdic.gov](http://fdic.gov).

## Differences between the Bank Deposit Sweep Programs and Money Market Funds

The Money Market Funds available as Cash Sweep Options are registered with the SEC pursuant to the Investment Company Act of 1940. The Bank Deposit Sweep Programs consist of interest-bearing deposit accounts at the Program Banks, each regulated by bank regulatory agencies under various federal banking laws and regulations. Deposits in the Bank Deposit Sweep Programs are eligible for FDIC insurance as described above. The retail and U.S. Government Money Market Funds purchase high quality, short-term securities in seeking to maintain their net asset value of one dollar per share. A stable net asset value is not guaranteed and you could experience a loss of principal investing in these Money Market Funds. Funds invested in a Money Market Fund are not guaranteed or insured by the FDIC or any other government agency and are not deposits of a bank or bank affiliate, including the Program Banks. Although Money Market Funds seek to preserve the value of your investment at \$1.00 per share; it is possible to lose money investing in a Money Market Fund.

## Changes to Program Banks

From time to time, the Clearing Agent or your Introducing Firm may announce changes to the Bank Deposit Sweep Programs that include adding, deleting, replacing, or changing the sequence of Program Banks, which may result in increasing or decreasing the overall FDIC insurance available through the Bank Deposit Sweep Programs. In the event of certain changes, including changes from one Cash Sweep Option to another, a reduction in the number of Program Banks or, for retirement accounts, any reprioritization of the Affiliated Banks relative to the unaffiliated Banks under the Expanded Bank Deposit Sweep, you will be notified in advance of the change if it affects your account. If you object to a change we announce, you may take action within the notice period to discontinue your account's use of the affected Cash Sweep Option. Otherwise, you will be deemed to have provided your consent to the change. If a Program Bank no longer participates in the Bank Deposit Sweep Programs, you may establish a direct depository relationship with that bank, if the bank is accepting such relationships and subject to its policies and procedures with respect to maintaining deposit accounts. If you do not wish to establish a direct relationship with the bank, your funds will be transferred to another available Program Bank. The consequences of maintaining a direct depository relationship with a Program Bank are discussed below under "Relationship with the Clearing Agent." The Clearing Agent or your Introducing Firm may notify you of any of these changes by means of a letter, an entry on your brokerage account statement, an entry on a trade confirmation, or by other means.

## Information about the Program Banks

The Program Banks are regulated by bank regulatory agencies under various federal banking laws and regulations. The Affiliated Banks are wholly owned subsidiaries of Wells Fargo & Company, the fourth largest bank holding company in the United States based on assets. The Clearing Agent is a nonbank affiliate of the Affiliated Banks and Wells Fargo & Company. Additional information regarding the Affiliated Banks and Wells Fargo & Company is available at [wellsfargo.com](http://wellsfargo.com). The list of Program Banks is available at the [Cash Sweep Program](#) (Navigate to the Wells Fargo Clearing Services LLC website to the Disclosures section for the Cash Sweep Program) or by contacting your investment professional.

Deposits in the Bank Deposit Sweep Programs are obligations of each Program Bank where the monies are deposited and are not obligations of your Introducing Firm, the Clearing Agent or guaranteed by Wells Fargo & Company or any of its other affiliates. Neither your Introducing Firm, Wells Fargo & Company, nor the Clearing Agent guarantees in any way the financial condition of the Program Banks, nor are they responsible for any insured or uninsured portion of any deposits with the Program Banks.

## Relationship with the Clearing Agent

The Clearing Agent will act as your agent in establishing and maintaining the Bank Deposit Sweep Programs, including making deposits to and withdrawals from the Bank Deposit Sweep Programs. Your first deposit into the Standard Bank Deposit Sweep or Expanded Bank Deposit Sweep will constitute your appointment of the Clearing Agent as your agent in connection with the Standard Bank Deposit Sweep or Expanded Bank Sweep. No evidence of ownership, such as a passbook or certificate, will be issued to you and deposits in the Deposit Sweep Programs may be made in the name of the Clearing Agent, for the benefit of its clients, including clients of your Introducing Firm.

Accordingly, all transactions involving the Bank Deposit Sweep Programs must be made through your Introducing Firm. If you decide to remove the Clearing Agent as your agent with respect to the Bank Deposit Sweep Programs, you may establish a direct depository relationship with a Program Bank, if the bank is accepting such relationships, by requesting to have your deposit relationship established in your name, subject to applicable law and the Program Bank's terms and conditions. If the Clearing Agent terminates your use of the Standard Bank Deposit Sweep or Expanded Bank Deposit Sweep, or if you choose to remove the Clearing Agent as your agent with respect to the Standard Bank Deposit Sweep or Expanded Bank Deposit Sweep, the Clearing

Agent will have no further responsibility for automatically crediting your brokerage account with payments made with respect to your accounts with the Program Banks and will not automatically withdraw funds from your accounts with the Program Banks to satisfy debits in your brokerage account.

## Deposit Insurance — General Information

### General Information

Each Program Bank is insured by the FDIC, an independent agency of the U.S. government, up to a maximum amount of \$250,000 (including principal and accrued interest) per depositor in each insurable capacity (e.g., individual or joint) at each Program Bank when aggregated with all other deposits (including certificates of deposit) held by you at the same Program Bank in the same capacity. Your funds become eligible for deposit insurance immediately upon placement in the Standard Bank Deposit Sweep or Expanded Bank Sweep. Any deposits that you maintain directly with a Program Bank, or through an intermediary (such as the Clearing Agent or another broker), will be aggregated with your Bank Deposit Sweep balances at each Affiliated or Unaffiliated Program Bank for purposes of FDIC insurance coverage limits.

In the event that federal deposit insurance payments become necessary, payments of principal plus unpaid and accrued interest will be determined by the FDIC. There is no specific time period during which the FDIC must make insurance payments available.

Furthermore, you may be required to provide certain documentation to the FDIC and the Clearing Agent before insurance payments are made. For example, if you hold deposits as trustee for the benefit of trust participants, you may be required to furnish affidavits and provide indemnities regarding an insurance payment.

The application of FDIC insurance coverage limits by account type is illustrated by several common factual situations discussed below. The illustrations below assume the use of the Expanded Bank Deposit Sweep. To assist you with calculating your aggregated deposits and the associated coverage, the FDIC has an Electronic Deposit Insurance Estimator available at [fdic.gov/edie](http://fdic.gov/edie).

**Single Accounts** — Accounts owned by one person, and titled in that person's name only, are added together and the total insured up to \$250,000 at each Program Bank (currently providing a total of up to \$1,250,000 when deposited at all five of the Program Banks). This account category does not include joint accounts, certain trusts, and individual retirement accounts, which are protected in a separate category and discussed below.

**Custodial Accounts** — Funds in accounts held by a custodian (for example, under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act) are not treated as owned by the custodian, but are added to other deposits of the minor and insured up to \$250,000 in the aggregate per Program Bank (currently providing a total of up to \$1,250,000 when deposited at all five of the Program Banks).

**Joint Accounts** — For accounts owned by two or more people, each person's share is insured up to \$250,000 separately at each Program Bank in addition to the \$250,000 allowed on other deposits owned individually in one or more single accounts (currently providing a total of up to \$2,500,000 for accounts with two joint owners when deposited at all five of the Program Banks). The Bank Deposit Sweep Programs can recognize joint accounts with only two joint owners.

**Trust Accounts** — Revocable and irrevocable trust accounts are insured by the FDIC in an amount up to \$250,000 per Program Bank, per owner, up to a maximum of five eligible beneficiaries. An eligible beneficiary's interest must be able to be determined without an evaluation of contingencies and can be any living person or IRS-recognized charity/non-profit. All revocable and irrevocable trust deposits you hold at a Program Bank will be aggregated for purposes of determining FDIC insurance coverage. A trust established by two owners where the owners are the sole beneficiaries will be treated as a joint account under the applicable rules and will be aggregated with other joint accounts.

Please note, due to operational limitations in the Bank Deposit Sweep Programs, trust account deposits are generally made only up to \$248,000 per Program Bank, regardless of the number of owners or beneficiaries. This may result in an amount of FDIC insurance coverage less than the maximum coverage available under FDIC rules. Additional information is found above in the section entitled "Additional Information Regarding the Bank Deposit Sweep Programs."

**Individual Retirement Accounts** — Deposits held in Individual Retirement Accounts, including Traditional, Roth, SEP, and SIMPLE IRAs, are eligible for FDIC insurance of up to \$250,000 in the aggregate at a bank (currently providing a total of up to \$1,250,000 when deposited at all five of the Program Banks).