



March 31, 2020

Summary of Material Changes to the Charles Schwab & Co., Inc. Advice Services with GuidedChoice Asset Management, Inc.[®] Disclosure Brochure (Form ADV Part 2A)

Since March 31, 2019

Introduction

Charles Schwab & Co., Inc. ("CS&Co") is required under the Investment Advisers Act of 1940 (the "Advisers Act") to create and provide to clients like you disclosure brochures for the investment advisory services we provide. The Advisers Act also requires that we update our disclosure brochures annually. This document summarizes the material changes to the Charles Schwab & Co., Inc. Advice Services with GuidedChoice Asset Management, Inc. Disclosure Brochure. If you'd like to receive a copy of the updated disclosure brochure, please call 1-800-724-7526. You can also find copies of our latest disclosure brochures on the website of the United States Securities and Exchange Commission ("SEC") at www.adviserinfo.sec.gov.

This brochure, which describes Advice Services offered through Schwab Retirement Plan Services, Inc. has undergone no instances of material change since March 31, 2019.



Effective Date: March 31, 2020

Charles Schwab & Co., Inc. Advice Services with GuidedChoice Asset Management, Inc.[®] Disclosure Brochure

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This brochure provides information about the qualifications and business practices of Charles Schwab & Co., Inc. ("CS&Co"). If you have any questions about the contents of this brochure, please contact us at the phone number above. 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. Schwab's description of itself in this brochure as a registered investment advisor does not imply a certain level of skill or training on the part of Schwab or its representatives.

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

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Advisory Business

About Schwab

Charles Schwab & Co., Inc. ("CS&Co") is a wholly owned subsidiary of The Charles Schwab Corporation ("Schwab"), a Delaware corporation that is publicly traded and listed on the NYSE (symbol: SCHW). CS&Co has been registered as an investment advisor under the Investment Advisers Act of 1940 (The "Advisers Act") since 1987. In addition to the Advice Services described in this Brochure and defined below, CS&Co provides other investment advisory services to individuals and institutions.

There are two different investment advisory services (referred to collectively as the "Advice Services") described in this Brochure. These services are offered by Schwab Retirement Plan Services, Inc. ("SRPS"), an affiliate of CS&Co. These services are made available as features to defined contribution plans (each, a "Plan," and collectively, "Plans") where SRPS is appointed as Plan recordkeeper, within two different service variations (collectively referred to as the "Platforms"): Platform 1 ("Platform 1") and Platform 2 ("Platform 2"). The first Advice Service described in this Brochure is defined as a Managed Account Service where the Plan Sponsor or other named fiduciary ("Sponsor") has appointed GuidedChoice Asset Management, Inc.* ("GuidedChoice") as the independent investment advisor to manage assets on a discretionary basis in the Plan accounts of Plan Participants ("Participants"). The second Advice Service described in this Brochure is defined as a Non-Discretionary Advice Service, where the Sponsor has appointed GuidedChoice as the independent investment advisor to provide investment advice on a non-discretionary basis in the Plan accounts of Participants.

As a requirement of Platform 1, a Sponsor must elect to make the Managed Account Service available to Plan Participants. The Managed Account Service is a feature that is only available in Platform 1. Sponsors electing Platform 2 may elect that the Non-Discretionary Advice Service be available to Plan Participants. The key differences between the Managed Account Service available in Platform 1 and the Non-Discretionary Advice Service available in Platform 2 are the type of investment advisory services that GuidedChoice provides to Participants and the respective costs of the services, as described later in this Brochure.

Platform 1

The Sponsor has selected both Platform 1 and the Managed Account Service on behalf of one or more Plans.

Important Information About the Managed Account Service in Platform 1

The Sponsor directs CS&Co and SRPS to make the Managed Account Service available to Plan Participants. Investment options (also referred to as "Funds") in the Managed Account Service in Platform 1 are limited to eligible investments chosen by Sponsors from a list of either index mutual funds or exchange-traded funds ("ETFs") selected and made available by SRPS through Platform 1 (the "List"). CS&Co does not select Funds for the List. The List is provided by SRPS. The List is available through Platform 1, independent of the Managed Account Service. Funds that the Sponsor selects for the Plan ("Plan Fund Lineup") are used for the purposes of constructing the portfolios for the Plan as part of the Managed Account Service. The Sponsor may make other investment options available in the core lineup to Participants under the Plan, with certain restrictions; however, these other investment options will not be used by GuidedChoice for purposes of constructing the portfolios for the Plan as part of the Managed Account Service for Platform 1 unless on an exception basis as agreed to in advance by SRPS, GuidedChoice, and the Sponsor.

Also as part of Platform 1, the Sponsor may select Schwab Bank Savings ("SBS"), a capital preservation feature for investment of

capital preservation allocations within the Managed Account Service. For Plan Sponsors selecting ETFs for their Plan's Fund Lineup, SBS is a required feature of Platform 1. When SBS is selected, a money market deposit account ("MMDA"), a type of savings deposit, is established at Charles Schwab Trust Bank ("Trust Bank"). The MMDA is intended to bear interest at a reasonable rate as determined by Schwab Bank ("Schwab Bank") prior to the last business day of each calendar month. Please refer to the Schwab Bank Savings Terms and Conditions for additional information.

As part of Platform 1, the Sponsor is currently required to select a minimum of 10 asset categories for its Plan's Fund Lineup. Of these 10 asset categories currently required by the Program, five categories are mandated by the Managed Account Service. SBS may be selected as the capital preservation vehicle under Platform 1. Of the remaining four mandated categories by the Managed Account Service, three or more are comprised solely of a Fund managed by an affiliate of Schwab ("Affiliated Fund" or "Affiliated Funds"). Neither CS&Co nor SRPS advises Plans on selection of Funds from the List for a Plan's Fund Lineup, but SRPS will provide the Sponsor with tools and information. In each category, if an Affiliated Fund is available and the Affiliated Fund otherwise meets the eligibility criteria, that Affiliated Fund is included as an available Fund under the List for that category. In some categories under the List, an Affiliated Fund is one option along with one or more unaffiliated Funds; in other categories under the List, the Affiliated Fund is the sole Fund option or options.

Platform 1 features an automatic savings increase for Plans that offer an employee deferral contribution, by which Participants' Plan contribution rates are increased annually in incremental percentages and result in more assets invested within the Participant's Managed Account. The Sponsor determines the annual savings adjustment, up to the Internal Revenue Code limit or a lesser percentage. Participants may opt out of the automatic savings increase feature or elect an alternative savings increase schedule without opting out of the Managed Account Service in its entirety. As part of the Plan's conversion to Platform 1, the Sponsor must provide direction to SRPS with respect to which Participants will be defaulted into the Managed Account Service as provided for under Section 404(c)(5) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and relevant Department of Labor regulations. However, prior to finalizing the conversion to Platform 1, existing Participants may elect to make their own investment selections and not use the Managed Account Service.

Once a Plan is converted to Platform 1, for Plans using an automatic enrollment feature (which means that newly eligible employees are automatically enrolled as provided for under the terms of the Plan), the Managed Accounts in the Plan are structured to be consistent with the qualified default investment alternative ("QDIA") provisions under ERISA. As such, Participants subject to automatic enrollment will be defaulted into the Managed Account Service unless they elect otherwise. However, if the Plan does not use an automatic enrollment feature, then, once a Plan is converted to Platform 1, newly eligible Participants will not be defaulted into the Managed Account Service. In that event, participation in the Managed Account Service will only occur upon an affirmative election by the newly eligible Participants. Any Participant not using the Managed Account Service may select the Managed Account Service at any time.

Because the Managed Account Service is a mandatory feature of Platform 1, if the Sponsor terminates the Plan's participation in either Platform 1 or the Managed Account Service, the Sponsor will also have terminated the Plan's participation in the other. However, as long as the services of more than one unaffiliated

investment advisor ("Provider") are available under Platform 1, the Sponsor may elect to change the Provider to provide the Managed Account Service with respect to the Plan without terminating the Plan's participation in the Managed Account Service or Platform 1.

Based on information collected about a Participant, GuidedChoice presents the Participant with a portfolio that allocates the Participant's account balance among the investment options available through the Plan as selected by the Sponsor. The participant may accept or reject the Managed Account recommendation. If the participant accepts the Managed Account recommendation, GuidedChoice will instruct Schwab to place the trades necessary to effect that Managed Account. For plans that offer an employee deferral contribution, the Managed Account Service will also recommend a savings rate. It is the Participant's responsibility to monitor the Managed Account received through the Managed Account Service to review the investment performance of the account.

Plan Participants may terminate their use of the Managed Account Service available in Platform 1 at any time by making their own independent investment selections online through their account at workplace.schwab.com or by calling SRPS at 1-800-724-7526.

Platform 2

The Point-in-Time Service is an available feature within Platform 2, offered by SRPS. The Sponsor has selected both Platform 2 and the Point-in-Time Service on behalf of one or more Plans. The Sponsor appoints GuidedChoice® the independent investment advisor to provide the Point-in-Time Service to Participants. The Point-in-Time Service is an optional feature of Platform 2. If the Sponsor terminates the Plan's participation in the Point-in-Time Service, the other features and options of Platform 2 continue to be available.

Also, as part of Platform 2, the Sponsor may select SBS, a capital preservation feature for investment of capital preservation allocations within the Managed Account Service. When selected, SBS provides Participants with the ability to deposit all or a portion of the funds in their Plan account into a Money Market Deposit Account ("MMDA"), a type of savings deposit, established by the Plan at Charles Schwab Trust Bank ("Trust Bank"). The MMDA is intended to bear a reasonable rate of interest as determined by Trust Bank prior to the last business day of each calendar month. Please refer to the Schwab Bank Savings Terms and Conditions for additional information.

Important Information About the Point-in-Time Service in Platform 2

The Sponsor directs CS&Co and SRPS to make the Non-Discretionary Advice Service available to Plan Participants. Investment options (also referred to as "Funds") in Platform 2 are selected from a list made available by SRPS, as applicable, and will include a wider range of investments (the "Fund Universe") than available under Platform 1. The Fund Universe is comprised of Affiliated Funds, unaffiliated actively and passively managed mutual funds and collective trust funds, and one or more cash investment options, including SBS. Exchange-traded funds are not available within the Fund Universe. CS&Co does not select Funds for the Fund Universe; the List is provided by SRPS. The Fund Universe is available in Platform 2, independent of the Non-Discretionary Advice Service. The Sponsor may request that certain Funds otherwise available in the core lineup not be used by GuidedChoice for purposes of constructing the portfolios for the Point-in-Time Service subject to the agreement in advance by GuidedChoice. Neither Schwab nor SRPS advises Plans on the selection of funds for a Plan's Fund Lineup, but SRPS will provide the Sponsor with tools and information.

Based on information collected about a Participant, GuidedChoice presents the Participant with a Point-in-Time portfolio, which allocates the Participant's account balance among the investment options available through the Plan as selected by the Sponsor. The Participant may accept or reject the Point-in-Time asset allocation portfolio, with the option of changing his or her investment profile and receiving a new recommendation or choosing not to utilize the Non-Discretionary Advice Service. If the Participant accepts the asset allocation portfolio, GuidedChoice will instruct Schwab to place the trades necessary to effect that asset allocation portfolio.

Participants may opt out of the annual rebalance, which is part of the Non-Discretionary Advice Service, by contacting SRPS, but by doing so they will be terminating their participation in the Non-Discretionary Advice Service. It is the Participant's responsibility to monitor the asset allocation portfolio received through the Non-Discretionary Advice Service to review the investment performance of the account.

A Participant may also terminate use of the Non-Discretionary Advice Service at any time by selecting the Funds in which to invest their Plan account and making their own independent investment elections online through their account at workplace.schwab.com or by calling SRPS at 1-800-724-7526.

Non-Advisory Services Provided by Schwab for the Platforms

Under both Platforms, the Sponsor has selected Trust Bank to provide directed trustee or custodial services to the Plan. Schwab will effect transactions (including purchase and sale of Fund shares as defined below) with respect to the Plan through an arrangement with Trust Bank as directed trustee or custodian to the Plan. Schwab as a registered Broker-Dealer ("Broker-Dealer") will effect transactions only at the direction of GuidedChoice. The Broker-Dealer has also agreed, as an accommodation, to facilitate the trading of ETFs in Platform 1 by participating in fractional share orders so that any investment direction instituted by GuidedChoice requiring the purchase or sale of less than a whole ETF share may be routed for execution as part of a whole share order.

CS&Co as Broker-Dealer has contracted with SRPS to perform certain non-advisory, ministerial services in the Platforms. Pursuant to this agreement, CS&Co's registered representatives collect information about Participants on behalf of GuidedChoice and provide information to Participants about GuidedChoice in order to facilitate delivery of GuidedChoice's Advice Services. Neither CS&Co nor any of its registered representatives or affiliates acts as an investment advisor by virtue of effecting Fund share transactions or trades. CS&Co does not provide investment recommendations or discretionary asset management for the Advice Services. CS&Co does not engage in ongoing review of, nor does it change or otherwise affect, GuidedChoice's investment management methodologies. Nor does CS&Co undertake any duty to screen or monitor the investment performance of either the portfolio recommendations made in the Non-Discretionary Advice Service or any Managed Accounts, or to supervise any services provided by GuidedChoice. Schwab does not prepare, verify, or endorse information or materials prepared or distributed by GuidedChoice. The Sponsor, and not Schwab, is responsible for selecting and monitoring GuidedChoice with respect to its investment advisory services provided in the Advice Services to the Plan and Participants. Neither Schwab nor any of its registered representatives or affiliates acts as an investment advisor by virtue of gathering information for or facilitating enrollment in the Advice Services. CS&Co does not, through the Advice Services, render any advice as to the value of, or the advisability of, investing in securities or other property on a regular basis, pursuant to an arrangement or understanding that such advice shall serve as a primary basis for investment decisions in the Advice Services.

CS&Co is not an "Investment Manager" and does not provide "Investment Advice" within the meaning of the Employee Retirement Income Security Act of 1974, as amended, with respect to the Plan or a Participant's account as a result of making the Advice Services available with respect to the Platforms. A fiduciary of the Plan, independent of Schwab, is responsible for selecting and monitoring the investment options available to Participants in the Plan, unless the Participant is participating in a Plan sponsored by Schwab or one of its affiliates, in which case Schwab or one of its affiliates may be responsible for selecting and monitoring investment options available under the Plan.

CS&Co will not render any advice to Participants as to the value of, or the advisability of, investing in securities or other property on a regular basis, pursuant to an arrangement or understanding that such advice shall serve as a primary basis for investment decisions for the Participant's account.

CS&Co's Investment Advisory Role in the Advice Services

CS&Co, together with SRPS, has selected GuidedChoice® as an independent investment advisor for the Advice Services with respect to the Platforms. The Sponsor appoints GuidedChoice as the independent investment advisor for either the Managed Account Service or Point-in-Time Service with respect to the Plan and Participants and also appoints GuidedChoice as the investment manager under ERISA Section 3(38) with respect to the Managed Account Service and a 3(21) fiduciary with respect to the Point-in-Time Service. Schwab, together with SRPS, also performs initial and ongoing review of GuidedChoice's ability to deliver the Advice Services under the Platforms through which a Plan may participate. This review is not Plan- or Participant-specific. These are the only investment advisory services provided by CS&Co in the Advice Services.

In the case of Platform 1, the Plan Sponsor is CS&Co's client with respect to the Managed Account Service for Participants who are defaulted into Managed Account Services. All participants in Platform 1 or Platform 2 who affirmatively elect to use either the Managed Account Service or the Point-in-Time Service, with respect to their Plan accounts, are clients with respect to the Advice Services.

Fees and Compensation

Managed Account Services Platform 1

SRPS charges an asset-based fee ("Fee") for the Managed Account Services under the Platforms, which is up to 50 basis points (0.50%). The Fee rate is typically calculated on an annual basis, based on the Participant's average daily net assets invested in the Managed Account Service. The Fee is generally charged on a 90-day cycle, starting from the date the Plan begins using the Managed Account Services. The Sponsor may negotiate the Fee's annualized rate as either a tiered fee schedule, whereby the Fee declines as the Participant's Managed Account balance increases, or as a flat rate that stays the same regardless of the amount of the Participant's account invested in the Managed Account Service. The negotiated amount may be based on factors including, but not limited to, total plan assets, the number of Participants in the Plan, and expected assets under management in the Managed Account Service. More information regarding Fees applicable for each Plan utilizing the Managed Account Service is available in applicable fee agreements and other disclosures for the respective Managed Account Service. Participants enrolled in the Managed Service by means of automatic enrollment will receive a 90-day grace period during which the Fee will not apply.

The Sponsor may direct SRPS to deduct the Fee from Participants' Managed Accounts or may pay the Fee in whole or in part from unallocated Plan assets or corporate assets. The Fee is deducted

from the Participant's account in the Plan or billed in whole or in part to the Participant after the close of the 90-day cycle.

Assets not included in the Managed Account Service (such as assets in a self-directed brokerage option, which includes Schwab Personal Choice Retirement Account® ["PCRA"], company stock, loan funds, frozen funds, or other investment options available in the core lineup not used by GuidedChoice for purposes of constructing the Managed Accounts for the Managed Account Services) are not included in the Fee calculation. Fund trade restrictions do not affect this Fee.

SRPS pays GuidedChoice a level asset-based fee for its provision of investment advisory services. SRPS may also pay additional flat-dollar amounts to GuidedChoice for infrastructure services and ongoing maintenance of the systems required to support the Advice Services. More information about GuidedChoice is available in Form ADV Part 2A: Firm Brochure for GuidedChoice. The Sponsor and any Participant electing to use the Managed Account Service will be provided the required documentation of terms and conditions of the Service ("Participant Advisory Agreement") by SRPS.

Services Covered by the Managed Account Service Fee Under Platform 1

The Fee covers GuidedChoice's discretionary investment management services and Schwab's and SRPS's roles within the Managed Account Service, as described earlier. Trade orders in Fund shares do not carry a transaction fee for the Managed Account Service. The waiver of such transaction fees in the Managed Account Service is not a feature of the Managed Account Service or Platform 1. In addition to the Fee, each Fund is subject to investment advisory, administrative, distribution, transfer agent, custodial, legal, audit, and other customary fees and expenses related to investments in the Funds, as set forth in the prospectuses of the Funds. These fees and expenses are paid by the Funds, but ultimately are borne by Fund shareholders (i.e., the Participants), and are in addition to the Fee. Funds available through the Managed Account Service and Platform 1 are available outside of the Managed Account Service and Platform 1 without paying the Fee. Participants may be able to obtain some or all of the types of services available through the Managed Account Service on a standalone basis from Schwab or other firms. The Fee also may be higher or lower than the fees charged by other firms for comparable services.

Non-Discretionary Advice Service Platform 2

The Fee paid by SRPS to GuidedChoice is based on the number of Participants who have access to the Non-Discretionary Advice Service. SRPS may also pay additional flat-dollar amounts to GuidedChoice as a fee for infrastructure services and ongoing maintenance of the systems required to support the Advice Services. These fees are not affected by Participant investment decisions or investments made in accordance with any Point-in-Time portfolio.

SRPS does not charge an additional fee for the Non-Discretionary Advice Service. The Sponsor has entered into a services agreement ("Services Agreement") with SRPS under which SRPS has agreed that it and its affiliate, Trust Bank, will provide certain recordkeeping and trustee/custodial services, as applicable, to the Plan for a fee. As part of these services, SRPS also offers access to the Non-Discretionary Advice Service to Plan Participants. More information about GuidedChoice is available in Form ADV Part 2A: Firm Brochure for GuidedChoice.® Any Participant affirmatively electing to use the Point-in-Time Service will be provided the required documentation of terms and conditions of the Service ("Participant Advisory Agreement") by SRPS.

As discussed in “Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading,” when, at GuidedChoice’s direction, Schwab executes transactions as part of the Advice Services in a Fund, Schwab may receive compensation from the Fund on the amount a Participant invests. If this compensation is paid out of Fund assets, any such amounts will be indirectly paid by a Participant as part of the operating expense ratio charged by the Fund. Schwab may also receive compensation from Fund companies and their affiliates on a per-Participant basis. These fees are retained by Schwab and not shared with GuidedChoice.

Performance-Based Fees and Side-by-Side Management

CS&Co does not charge any performance-based fees (fees based on a share of capital gains on, or appreciation of, the assets of accounts) in the Advice Services.

Types of Clients

The Advice Services are open to Participants of defined contribution Plans. There is no stated minimum for Advice Services as part of Platform 1 or for Non-Discretionary Advice Services as part of Platform 2. The Sponsor has made the decision to utilize either Platform 1, including its Managed Account Services as part of the Platform, or Non-Discretionary Advice Services under Platform 2 for its Plan, and the respective Advice Services are made available to all Participants in each such Plan.

Methods of Analysis, Investment Strategies, and Risk of Loss

CS&Co does not formulate investment recommendations either on a discretionary or non-discretionary basis with respect to the Advice Services. Please see Form ADV Part 2A: Firm Brochure for Morningstar Investment Management LLC, for details on the methods of analysis and investment strategies employed by Morningstar Investment Management. CS&Co, together with SRPS, selected Morningstar Investment Management, an independent investment advisor, for its experience providing investment advisory services. CS&Co, together with SRPS, performs initial and ongoing due diligence and provider review of Morningstar Investment Management as an independent registered investment advice provider available under the Platforms, including review of Morningstar Investment Management’s ability to deliver the Advice Services. This review is not Plan- or Participant-specific.

As with any investment whose performance is tied to the markets, the value of any portion of the Participant’s account in the Advice Service’s investment in Funds will fluctuate, which means that Participants could lose money invested in their Plan accounts. The value of the portion of a Participant’s account balance in the Advice Services is based primarily on the prices of the underlying Funds that are purchased as part of the Advice Services. In turn, the price of each underlying Fund is based on the value of its securities. Before investing in the Managed Account Service or before receiving the Non-Discretionary Advice portfolio recommendation, Participants should assess the risks associated with the management of the Advice Services recommendation by Morningstar Investment Management, with the underlying Funds in which the Managed Accounts or Non-Discretionary Advice portfolio invest, and with the types of investments made by the Funds and underlying Fund allocation. Diversification and asset allocation strategies do not ensure a profit and cannot protect against losses in a declining market. There is no guarantee any portion of the Participant’s Plan account in the Advice Services will provide adequate income at or through such Participant’s retirement (or the retirement of a designated beneficiary).

With respect to either Platform 1 or Platform 2 and SBS, the interest rate set by Schwab Bank on the MMDA established by the Plan is intended to be a reasonable rate for capital preservation bank deposit vehicles. The interest rate is not guaranteed and may be higher or lower than the interest rates available to Plan Participants making deposits directly with Schwab Bank or other depository institutions on comparable accounts, or the yields available with other investments through the Plan. The portion of a Participant’s account allocated to SBS is eligible for Federal Deposit Insurance Corporation (“FDIC”) insurance up to \$250,000, subject to FDIC rules concerning aggregation of deposit accounts that the Participant holds in the same capacity with Schwab Bank. Participants are responsible for monitoring the total amount of deposits that they hold with Schwab Bank in self-directed retirement accounts, either directly or through an intermediary such as Charles Schwab & Co., Inc., in order to determine the extent of deposit insurance coverage available to them.

Disciplinary Information

The SEC and other regulatory agencies and organizations have taken certain disciplinary actions against Schwab for violations of investment-related statutes, regulations, and rules. The matters have been settled, and Schwab has paid fines with respect to certain violations.

1. A disciplinary action initiated by the Financial Industry Regulatory Authority (FINRA) asserted that, in violation of FINRA Rules 2010 and 3310(a), Schwab failed to implement policies and procedures that were reasonably designed to detect, and cause the reporting of, suspicious incoming wire transactions occurring in August 2011. Without admitting or denying the findings, Schwab consented to the described sanctions and to the entry of findings. Therefore, in December 2013, Schwab was censured, fined \$175,000, and required to conduct a comprehensive review of the adequacy of its anti-money laundering policies, systems, procedures (written or otherwise), and training with respect to detecting and reporting suspicious incoming wire transfers.
2. A disciplinary action initiated by FINRA asserted that Schwab failed on 44 occasions during the second quarter of 2011 and on 245 occasions during the first half of the 2012 review period to provide written notification disclosing to its customers a call date that was consistent with the disclosed yield to call, in violation of SEC Rule 10b-10. Without admitting or denying the allegations, Schwab consented on August 23, 2013, to a censure and a monetary fine of \$12,500.
3. A disciplinary action initiated by the Chicago Board Options Exchange (CBOE) alleged that Schwab: (1) violated CBOE Rule 9.21 by disseminating sales literature and failed to withhold the sales literature from circulation prior to incorporating the required changes specified by the CBOE; and (2) violated CBOE Rule 4.2 by failing to adequately supervise its associated persons to assure compliance with Rule 9.21. Without admitting or denying these allegations, Schwab consented to a censure and a monetary fine of \$10,000 on May 29, 2013.
4. In May 2013, the CBOE alleged that from approximately November 8, 2011, through approximately December 7, 2011, Schwab failed to have adequate supervisory procedures to assure compliance with SEC Rule 14E-4 relating to partial short tender activity. The CBOE accepted Schwab’s offer of settlement consisting of a \$10,000 fine and a censure. Schwab neither admitted nor denied the allegations.

5. A disciplinary action initiated by FINRA asserted that Schwab violated Municipal Securities Rulemaking Board ("MSRB") Rule G-14 by:
 - (1) failing to report required information about certain municipal securities transactions to the Real-Time Transaction Reporting System (RTRS) within 15 minutes of trade time in the first and fourth quarters of 2010; and (2) failing to report the correct yield to RTRS for certain municipal securities transactions in the second quarter of 2010. Without admitting or denying these assertions, Schwab consented to a censure and a fine of \$35,000 on July 26, 2012.
6. Schwab entered into a stipulation and consent agreement with the state of Florida on March 26, 2012, in which Schwab was fined \$1,100,000 and ordered to offer restitution to certain clients for distributing trade confirmations to Florida clients between 2008 and 2011 containing inaccurate information with respect to certain municipal bond, corporate bond and preferred equity security trades, and for failing to have adequate written supervisory procedures with respect to the review of such trade confirmations, in violation of the Florida Administrative Code.
7. Schwab entered into a consent order with the state of Nevada on November 2, 2011, in which Schwab was fined \$10,000 for failing to detect the lack of Nevada state registration of a non-employee investment advisor. Schwab was found to have violated its own procedures and Nevada Administrative Code Section 90.321 for failing to determine that the non-employee was acting as a professional investment advisor at the time the accounts were set up or during the course of his management of the accounts at issue.
8. A disciplinary action initiated by FINRA asserted that Schwab violated MSRB Rule G-14 by: (1) failing to report required information about certain municipal securities transactions to the RTRS within 15 minutes of trade time; and (2) failing to report the correct trade execution time to the RTRS for some of these transactions. Without admitting or denying these assertions, Schwab consented to a censure and a fine of \$12,500 on June 17, 2011.
9. In January 2011, Schwab and its affiliate Charles Schwab Investment Management, Inc. (together, for purposes of this disclosure, "Schwab") reached agreements with the SEC, FINRA, the Illinois Secretary of State, the Illinois Securities Department ("Illinois") and the Connecticut Department of Banking's Securities and Business Investments Division ("Connecticut") to settle matters related to the Schwab YieldPlus Fund® (the "Fund").

As part of the SEC settlement, the SEC found that Schwab violated certain investment-related laws and regulations related to the offer, sale and management of the Fund from 2005 through 2008. In particular, the SEC found that Schwab: (1) deviated from the Fund's concentration policy with respect to investments in non-agency mortgage-backed securities, without shareholder approval; (2) made materially misleading statements and omissions about the Fund and its associated risks before and during the decline of its net asset value (NAV); (3) materially understated the Fund weighted average maturity (WAM); (4) willfully aided and abetted misstatements and omissions appearing in Fund sales materials and other documents; and (5) lacked policies and procedures reasonably designed to prevent the misuse of material nonpublic information about the Fund.

Without admitting or denying these allegations, Schwab agreed to pay a total of approximately \$118,944,996 in disgorgement of fees and penalties. As part of the settlement with the SEC, Schwab agreed to take a number of actions to improve procedures and reinforce Schwab's commitment to its clients. These actions included retaining an independent consultant to conduct a comprehensive review of Schwab's policies, practices

and procedures designed to prevent the misuse of material, nonpublic information by or related to Schwab's mutual funds. The SEC settlement was approved by the United States District Court for the Northern District of California on February 16, 2011. Additionally, the SEC has brought related complaints against two former employees of Schwab.

The amount paid by Schwab pursuant to the SEC settlement included approximately \$18,000,000 paid by Schwab in settlement of the FINRA matter in which FINRA made related factual allegations against Schwab and found that Schwab's conduct violated FINRA's just and equitable principles of trade and its rules pertaining to communications with the public and supervision.

Schwab also agreed to pay approximately \$8,567,364 in settlement of the Illinois matter in which Illinois made related factual allegations against Schwab and found that Schwab's conduct violated Illinois Securities Law provisions relating to supervision of securities and advisory activity by employees and to maintenance of written procedures reasonably designed to comply with securities laws and regulations.

Schwab also agreed to pay an amount not to exceed approximately \$2,800,000 in settlement of the Connecticut matter in which Connecticut made related factual allegations against Schwab and found that Schwab violated applicable Connecticut laws and regulations by failing to reasonably supervise its employees.

Schwab and certain affiliated entities and individuals (the "Schwab Parties") were named as defendants in a number of Fund-related class action lawsuits filed in the United States District Court for the Northern District of California in 2008. These lawsuits were consolidated into a single class action complaint that alleged violations of state law and federal securities law similar to those described above. On March 30, 2010, the court granted plaintiffs' motion for summary judgment holding defendants liable for plaintiffs' state law claim regarding changes to the investment policy of the Fund, which plaintiffs alleged were made without shareholder approval in violation of the Investment Company Act of 1940. Although the judgment was subject to a potential appeal and further proceedings on damages, the Schwab Parties entered into a settlement agreement to settle the plaintiffs' federal securities law claims for approximately \$202,700,000 and the plaintiffs' California law claims for approximately \$35,000,000. On April 19, 2011, the court entered an order granting plaintiffs' and defendants' motions for final approval of the settlement agreement.

Other Financial Industry Activities and Affiliations

Schwab is registered as a Broker-Dealer under the Securities Exchange Act of 1934 and is a member of FINRA. Schwab provides brokerage services to clients located throughout the United States and in some circumstances outside the United States. Incidental to Schwab's Broker-Dealer business, Schwab offers its clients a variety of investment information services and products, including seminars, periodicals, reports, guides, planning tools, brochures, and other publications about securities and investment techniques. Schwab also provides certain online data and financial reporting services. Schwab's affiliate, CSIM, serves as investment advisor to the Schwab Funds® (including the Affiliated Funds, as defined below) and Laudus Funds® Fund families and the Schwab ETFs™ and provides non-discretionary advisory services to the Charles Schwab Trust Bank Collective Investment Trusts that are maintained by Charles Schwab Trust Bank, trustee of the Trusts, and receives investment advisory/management and/or administrative fees. All pay CSIM a fee for investment advisory services.

Schwab is also registered as an investment advisor under the Investment Advisers Act of 1940 (the "Advisers Act"). In addition to the Advice Services, Schwab provides other investment advisory services to individuals and institutions. For example, in the Schwab Advisor Network® Schwab makes referrals of investment advisors to investors who are looking for assistance in managing their assets and/or other financial planning activities. Advisors participating in the Schwab Advisor Network are independent and not affiliated with Schwab. Investment advisors pay a fee to participate in the Schwab Advisor Network program. Other programs in which Schwab acts as a registered investment advisor include Schwab Private Client, a non-discretionary wrap fee program sponsored by Schwab in which clients receive periodic, non-discretionary advice from Schwab's affiliate, Schwab Private Client Investment Advisory, Inc.; and the Schwab Managed Portfolios™ ("SMP"), Managed Account Access® ("Access"), and Managed Account Connection® ("Connection") discretionary wrap fee programs sponsored by Schwab. Schwab's affiliate, Trust Bank, provides bank deposit and lending services, including SBS, described in this Brochure, and acts as directed trustee or custodian to retirement and other benefit plans and accounts, such as the Plans using the Platforms.

Schwab and its affiliates, Schwab Retirement Plan Services, Inc. and Schwab Retirement Plan Services Inc. also make Advice Services available to Sponsors in the Platforms through Morningstar Investment Management LLC, an unaffiliated third party. Morningstar Investment Management LLC is the registered investment advisor for these services. These services are made available solely at the discretion of the Sponsor. The services Schwab provides to Sponsors using the Morningstar Investment Management LLC services in the Platforms are similar to the services Schwab and its affiliate, SRPS, provide with respect to the GuidedChoice® services in the Platforms. More information about the advisory services Schwab and its affiliates, Schwab Retirement Plan Services, Inc., and Schwab Retirement Plan Services Company provide for Sponsors using the Morningstar Investment Management LLC services is available in the Charles Schwab & Co., Inc. Advice Services with Morningstar Investment Management LLC Brochure. More information about the advisory services Morningstar provides is available in Form ADV Part 2A: Firm Brochure for Morningstar Investment Management LLC.

Charles Schwab Investment Management, Inc. ("CSIM"), an affiliate of CS&Co, provides investment advisory and/or administrative services to certain affiliated mutual funds and exchange-traded funds ("Affiliated Funds"). CSIM receives compensation from the Affiliated Funds for providing such services. Affiliated Funds include The Charles Schwab Family of Funds, Schwab Investments, and Schwab Capital Trust (collectively, the Schwab Funds®), the Laudus Funds® (Laudus Trust), and the Schwab ETFs™ (Schwab Strategic Trust). The Affiliated Funds made available to Participants also may include collective investment trusts for which Charles Schwab Trust Bank serves as trustee and receives associated compensation, and for which CSIM provides non-discretionary advisory services.

CS&Co serves as distributor and principal underwriter for the Schwab Funds and Laudus Funds. The potential conflicts created by the Advice Services and the steps taken by Schwab to address those conflicts are described in "Participation or Interest in Client Transactions."

Schwab does not trade futures and is not a Futures Commission Merchant ("FCM"). For certain other clients wishing to trade futures, Schwab acts as an Introducing Broker, and has a referral relationship with Charles Schwab Futures, Inc., an FCM which is an affiliate of Schwab.

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

Code of Ethics

Schwab has a code of ethics adopted pursuant to SEC Rule 204A-1 under the Advisers Act (the "Code"). The Code reflects the fiduciary principles that govern the conduct of Schwab and its employees when Schwab acts as an investment advisor, such as when advice is delivered through the Advice Services. The Code requires that Schwab's covered employees, including registered representatives who collect information from Participants and assist with enrollment in the Advice Services, comply with applicable federal securities laws. The Code also requires that Schwab's covered employees report violations of the Code and, for those deemed "access persons" by virtue of providing investment advice or having access to certain related information, report their personal transactions and holdings in certain securities periodically while getting clearance before buying certain securities, including initial public offerings or private offerings. The Code prohibits access persons from disclosing portfolio transactions or any other nonpublic information to anyone outside of Schwab, except as required to effect securities transactions for clients, or from using the information for personal profit or to cause others to profit. Access persons are also prohibited from engaging in deceptive conduct in connection with the purchase or sale of securities for client accounts. The Code is subject to change as necessary to remain current with regulatory requirements and internal business policies and procedures. A copy of the Code is available upon request.

Participation or Interest in Client Transactions

CS&Co may receive compensation from the Funds on the amount invested in the Funds selected by the Advice Services. When the Participant accounts in the Advice Services invest in unaffiliated Funds, Schwab may receive compensation from the Fund for shareholder and related services (which may include recordkeeping) provided by Schwab on the amount the Advice Services invest. The amounts paid to Schwab by unaffiliated Funds will vary depending on the particular Fund in which the Managed Account invests and on the Platform. For Platform 1, the fees typically range from 0.00% to 0.40% of assets annually, but may range up to 0.45% in rare cases. For Platform 2, the fees typically range from 0.00% to 0.50% of assets annually, but may range up to 1.08% in rare cases. These fees may be paid out of Fund assets as part of the operating expense ratio ("OER") of the unaffiliated Fund and are therefore indirectly paid by Participant's accounts. Schwab may pay or credit a portion of the compensation described above to its affiliates, including Trust Bank and the recordkeeping affiliate providing services for the Plan, SRPS, which use a portion of the compensation received to cover custody, trustee, and recordkeeping fees that would otherwise be charged to the Plans by Trust Bank and SRPS. Such compensation may also be paid directly to SRPS and Trust Bank from such mutual funds and their affiliates, calculated pursuant to the terms of the applicable agreements. Trade orders for the Funds are routed to Schwab for handling and execution by Trust Bank, which provides trust or custodial services to the Plan. As compensation for the services provided to the Plan, Trust Bank may retain credit, interest, or other earnings on aggregate cash balances (collectively, "float") held on deposit at Trust Bank or any third-party bank or other financial institution to facilitate plan investments or distributions. Trust Bank or SRPS also may receive other compensation as agreed upon with the Plan Sponsor. When Participant accounts in the Advice Services invest in Affiliated Funds, CSIM receives a management and/or administrative fee from the Fund on the amount of such investment. The management and/or administrative fees paid to CSIM for Affiliated Funds will vary depending on the particular Affiliated Fund in which Advice Services invests and on the Platform. For Platform 1, fees typically

range from 0.02% to 0.50% of assets annually. For Platform 2, the management and/or administrative fees typically range from 0.02% to 1.80% of assets annually, but may be above 1.27% in rare cases. In addition, Schwab receives compensation from certain Schwab Affiliate Funds for the shareholder and related services (which may include recordkeeping) Schwab provides to Fund shareholders. The amounts paid to Schwab for certain Affiliated Funds will vary depending on the particular Fund in which the Managed Accounts invest and will vary depending on the Platform. For Platform 1, the amounts may range from 0.00% to 0.10% of assets. For Platform 2, the amounts may range from 0.00% to 0.44%. These fees are paid out of Fund assets as part of the OER, and therefore they are indirectly paid by Participants' accounts.

CS&Co may pay or credit a portion of the compensation described above to its affiliates, including Schwab Bank and the recordkeeping affiliate providing services for the Plan, SRPS, as applicable, which use a portion of the compensation received to cover custody, trustee, and recordkeeping fees that would otherwise be charged to the Plans by Schwab Bank and SRPS respectively.

As noted in "Advisory Business," neither CS&Co nor SRPS recommends purchasing or selling securities pursuant to the Advice Services. The investment options offered through the Plan and included as part of the Fund and portfolios recommendations made by Morningstar Investment Management may include Affiliated Funds. The remuneration that CS&Co receives for the shareholder servicing generally is calculated based on the daily aggregate net asset value of certain shares held in CS&Co's customers' accounts. Schwab may also receive compensation from Fund companies and their affiliates on a per Participant basis.

CS&Co receives no compensation as principal underwriter of the Schwab Funds® and Laudus Funds® but receives reimbursement from CSIM (and not from the Funds) for certain corporate, marketing, and sales expenses provided by CS&Co personnel.

Trade orders for the Funds are routed to CS&Co for handling and execution by Trust Bank, which provides trust or custodial services to the Plan. As compensation for the services provided to the Plan, Trust Bank may retain credit, interest, or other earnings on aggregate cash balances (collectively, "float") held on deposit at Trust Bank or any third-party bank or other financial institution to facilitate Plan investments or distributions. Trust Bank also may receive other compensation as agreed upon with the Plan Sponsor.

In addition to the fees described above, CS&Co and its affiliates may earn additional compensation from certain exchange-traded funds, mutual funds, and collective investment trusts for the administrative services Schwab and its affiliates provide in connection with various opportunities to sponsor educational events and conferences. The amount of such fees varies depending on the type and number of opportunities in which the fund participates. More information about these particular fees may be obtained from www.schwab.com or, with respect to the collective trust funds, from the Funds directly.

CS&Co does not select the Point-in-Time portfolios or Managed Accounts and has no discretion or authority to trade in Plan accounts. The Sponsor determines the Funds available in the Plan, which may include both Affiliated Funds and Non-Affiliated Funds. GuidedChoice, in turn, must select Funds for the Point-in-Time portfolios or Managed Accounts from among those made available by the Sponsor. The Funds made available by the Sponsor will thus influence the compensation received by CS&Co from the Funds for shareholder servicing and other services. The Funds chosen by the Sponsor may also affect the amount a Participant or the Sponsor pays to CS&Co for plan recordkeeping and related services.

Equity, ETF and Option Trade Execution

Schwab routes equity and options orders for execution to unaffiliated broker-dealers, who may act as market makers or manage execution of the orders in other market venues. Schwab also routes orders directly to major exchanges. Schwab may receive remuneration, such as liquidity or order flow rebates from a market or firm to which orders are routed, but at all times is committed to best execution.

Schwab considers a number of factors in evaluating execution quality among markets and firms, including execution price and opportunities for price improvement, market depth, and order size; the trading characteristics of the security; speed and accuracy of executions; the availability of efficient and reliable order-handling systems; liquidity and automatic execution guarantees; and service levels and the cost of executing orders at a particular market or firm. Price improvement occurs when an order is executed at a price more favorable than the displayed national best bid or offer. Schwab regularly monitors the execution quality provided by the various markets and firms to ensure orders are routed to market venues that have provided high-quality executions over time.

Addressing Potential Conflicts

The discretionary and non-discretionary investment advice recommendations used in the Advice Services have been developed and are applied by GuidedChoice, not CS&Co or SRPS. The particular mix of Funds and SBS, as applicable in any Non-Discretionary Advice Point-in-Time portfolio or Managed Account, is determined by GuidedChoice. Specific to the Platform 1, if the Sponsor has engaged any Investment Consultant to assist with portfolio creation within the ranges established by GuidedChoice, portfolio creation is determined by the Investment Consultant and not by Schwab.

Moreover, the portion of the Fee paid to GuidedChoice is not determined by the particular mix of funds in any Managed Account, any group of Managed Accounts, or Non-Discretionary Advice Point-in-Time portfolios.

Specific to the Managed Account Service available in Platform 1 and the Non-Discretionary Advice Service in Platform 2, Trust Bank has no discretion or authority to determine the percentage of Participant account assets deposited into SBS. SBS is required to bear a reasonable rate of return under Section 408(b)(4) of ERISA.

Trust Bank intends to use the cash balances in the MMDA to fund current and new lending activities and investments. The profitability on such loans and investments is generally measured by the difference, or "spread," between the interest rate paid on the MMDA and other costs of maintaining the MMDA, and the interest rate and other income earned by Trust Bank on the loans and investments made with the funds in the MMDA. The income that Trust Bank will have the opportunity to earn through its lending and investing activities is expected to be greater than the fees earned by Trust Bank and its affiliates from managing and distributing money market funds, collective trust funds, or other stable value investment options.

Trust Bank's discretion to determine the interest rate payable on deposits creates a potential conflict of interest if Charles Schwab Trust Bank acts solely in its own self-interest in establishing such interest rate.

Personal Trading

CS&Co monitors the personal securities holdings and trading of its employees, including its registered representatives involved in the Service. Schwab reviews employee accounts custodied at Schwab and applicable accounts custodied at other firms. The surveillance program monitors holdings and trades against the Code, Schwab's Compliance Manual, and other applicable

policies. Additionally, Schwab representatives must disclose all securities accounts they own or control after their hire date and must review and confirm the accuracy of those accounts on an annual basis during their employment.

Brokerage Practices

CS&Co does not select or recommend third-party broker-dealers as part of the Platforms. Pursuant to its agreement with Trust Bank, Schwab acts as broker in connection with processing transactions in Fund shares in the Platforms but not as part of the Fee charged with respect to the Managed Account Service available in Platform 1. Transaction fees are waived for purchases and sales of Funds appearing on the List whether the Participants use Managed Account Services or Point-in-Time Services. As noted in "Participation or Interest in Client Transactions," Schwab and its affiliates receive compensation from third-party Funds or their affiliates and from Affiliated Funds for various services.

Review of Accounts

Specific to the Managed Account Service, GuidedChoice® may provide instructions and directions to rebalance Participant accounts every 90 days, pursuant to its discretionary authority. Additionally, each Participant is analyzed annually and may be allocated to a new portfolio as appropriate.

With respect to the Non-Discretionary Advice Service, GuidedChoice provides direction to SRPS with respect to the portfolio to rebalance, typically annually, as it determines it is necessary in order to adjust the account back to the last portfolio recommendation the Participant chose to implement for his or her account.

As noted above, neither CS&Co nor SRPS is responsible for the advice or recommendations provided by GuidedChoice. Schwab and its affiliates do not supervise, nor do they monitor, the advice provided by GuidedChoice.

The quarterly account statements and periodic trade notifications received by Participants in the Advice Services from SRPS only reflect the trades made per the instructions provided by GuidedChoice.

Please see Form ADV Part 2A: Firm Brochure for GuidedChoice for details on the review of Participant Managed Accounts by GuidedChoice.

Client Referrals and Other Compensation

The Advice Services do not rely upon client referrals from any non-Schwab entity or person. Schwab receives direct compensation from the Plan or the Sponsor, as described in "Fees and Compensation," and the indirect compensation received by CS&Co and its affiliates is described in "Advisory Business" and "Participation or Interest in Client Transactions." Schwab pays a fee to GuidedChoice in connection with the Advice Services, as also described in "Fees and Compensation."

Custody

Charles Schwab Trust Bank, a qualified custodian, provides directed trustee or custodial services to Plans serviced by SRPS. Sponsors will receive trust or custody statements from Trust Bank and should carefully review those statements.

Investment Discretion

Schwab does not have or accept investment discretion with respect to the Advice Services.

Voting Client Securities

CS&Co does not have or accept authority to vote clients' securities (i.e., proxy voting) as part of the Platforms or the Advice Services.

Financial Information

Schwab does not require or solicit prepayment of the Fee and is therefore not required to include a balance sheet for its most recent fiscal year. Schwab is not the subject of any financial condition that is reasonably likely to impair its ability to meet its contractual obligations to its clients. Schwab is not the subject of any bankruptcy petition, nor has it been the subject of any bankruptcy petition at any time during the past 10 years.

