



Asset  
Management

WASMER  
SCHROEDER  
STRATEGIES

September 21, 2021

# Charles Schwab Investment Management, Inc. Wasmer Schroeder Strategies Disclosure Brochure

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This brochure provides information about the qualifications and business practices of Charles Schwab Investment Management, Inc. If you have any questions about the contents of this brochure, please contact us at 1-239-263-6877. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training.

Additional information about Charles Schwab Investment Management, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Summary of Material Changes**  
**(As of March 31, 2021, since prior update on July 1, 2020)**

**Fees and Compensation**

- CSIM has modified the discussion of its fees to provide additional information on how client assets are valued for purposes of fee calculations.

**Methods of Analysis, Investment Strategy and Risk of Loss**

- CSIM has modified the discussion of its methods of analysis and investment strategies, and certain risks currently disclosed in the brochure where CSIM believes that additional disclosure would be beneficial to investors in the current market environment.

**Other Financial Industry Activities and Affiliations**

- CSIM has modified the discussion of its relationship with affiliates to disclose new and modified relationships.

**Brokerage Practices**

- CSIM has updated information pertaining to its trading process for the different types of accounts it manages, the relationships among separate trading groups and portfolio management groups, and how trade rotation and trade allocation are handled.

**Client Referrals and Other Compensation**

- CSIM has modified the discussion to reflect its relationship with affiliates.

**Custody**

- CSIM has modified the discussion to reflect its relationship with affiliates.

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## Advisory Business

Charles Schwab Investment Management, Inc., a Delaware corporation (“CSIM”) that is doing business as Schwab Asset Management, was founded in 1989 as a wholly-owned subsidiary of The Charles Schwab Corporation (“CSC”), a Delaware corporation that is publicly traded and listed on the New York Stock Exchange. CSIM provides advisory services to separately managed accounts (“SMAs”), registered investment companies, which include mutual funds and exchange-traded funds (“ETFs,” and collectively with the mutual funds, “Registered Funds”), collective investment trusts and one non-U.S. pooled investment vehicle. As further described in the “Methods of Analysis, Investment Strategies and Risk of Loss” section, CSIM provides advice about a variety of investments, ranging from equity and fixed income to money market securities and also provides advice as to the selection of investment advisers and pooled investment vehicles for certain clients.

On May 26, 2020, CSIM became the investment adviser, and assumed fiduciary responsibility, for the USAA Managed Portfolios – UMP® (the “UMP Program”), which includes UMP Wrap and UMP Custom strategies, and its assets. This is as a result of the acquisition of the assets of USAA Investment Management Company (“USAA IMCO”) by an affiliate of CSIM and the subsequent assignment of USAA IMCO’s investment advisory agreements to Charles Schwab & Co., Inc. (“Schwab”), with Schwab becoming the wrap fee sponsor, and CSIM becoming the manager, of the UMP Program. Prior to May 26, 2020, the UMP Program was managed by USAA IMCO, a registered investment adviser.

On July 1, 2020, CSIM became the investment adviser and assumed fiduciary responsibility, for the Wasmer Schroeder Strategies. This is as a result of the acquisition of the assets of Wasmer, Schroeder & Company, LLC (“Wasmer”) by CSIM and the subsequent assignment of Wasmer’s investment advisory agreements to CSIM. Prior to July 1, 2020, the Wasmer Schroeder Strategies were managed by Wasmer, a registered investment adviser.

This brochure relates to the portfolio management services that CSIM provides for the Wasmer Schroeder Strategies. The Wasmer Schroeder Strategies offer portfolios of fixed income securities with a variety of structures, attributes and characteristics such as, but not limited to, the range of maturities held and the taxability of the income generated by various issues held. Some portfolios may also offer exposure to income earning equity securities. Portfolios within a given strategy may not hold identical securities but they generally share common key attributes and are managed consistent with the strategy-specific investment mandate as more fully described in each client’s Addendum to Agreements or Investment Policy Statement.

Clients in the Wasmer Schroeder Strategies include those with whom CSIM has a direct contractual relationship through our investment advisory agreement (“Direct Clients”), those who have enrolled in asset-based wrap fee and similar programs offered through broker-dealers (“Wrap Fee Programs”), and those clients that hire CSIM through a relationship with their wealth manager (“Primary Advisor”). The Wrap Fee Programs in which the Wasmer Schroeder Strategies are made available include the Managed Account Connection® program (the “Managed Account Program”) sponsored by Schwab. Information relating to CSIM’s participation in non-Schwab Wrap Fee and similar programs is included in the “Other Financial Industry Activities and Affiliations” section of this brochure. CSIM receives compensation from program sponsors for the investment management services it provides.

Clients may impose reasonable restrictions on the management of their account(s) subject to approval by CSIM. See the “Investment Discretion” section of this brochure for details on potential investment restrictions.

As of December 31, 2020, CSIM managed approximately \$581,447,137,331 on a discretionary basis and approximately \$28,500,839,238 on a non-discretionary basis.

## Fees and Compensation

Annual fees for separately managed accounts are based upon a percentage of assets under management and generally range from 0.08% to 0.75%. Fees are payable in arrears, monthly or quarterly, as determined by the client’s specific arrangement. CSIM may deduct fees directly from the client’s custodial account, or bill the client directly or bill the sub-advised client’s Primary Advisor. For Wrap Fee Program clients, CSIM is paid a portion of the wrap fee by the Wrap Fee Program sponsor. Fees are negotiable based on certain factors including, but not limited to, the size, complexity and investment objectives of the client’s account.

After the end of a quarter and after account fees have been calculated, the market value of a portfolio may be adjusted due to a number of reasons (pricing, trade away fees, pay down and factor adjustment for mortgage-backed securities, etc.). This can result in a change to the account fee for that quarter. Account fees paid in advance will not be adjusted if the increase or decrease in the fee represents less than 5% of the fee adjustment (a \$1,000 fee will not be adjusted if the net increase or decrease is less than \$50).

The annualized fees are charged as a percentage of assets under management.

For clients, other than Wrap Fee Program clients, CSIM primarily uses prices supplied by the Wasmer Schroeder Strategies’ largest custodian when valuing client assets for fee calculation purposes. If that custodian does not provide a price, then pricing from the second largest custodian will be used, and so on. If no custodian can provide a price, then CSIM uses prices supplied by a pricing vendor.

Direct Clients are subject to CSIM’s, or its predecessor’s, minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, CSIM’s minimum account requirements and fee arrangements will differ among clients. Also, a small percentage of Direct Clients in the Wasmer Schroeder Strategies may have a flat fee arrangement.

Pursuant to an agreement between CSIM and Schwab, CSIM is entitled to receive an annual fee from Schwab, payable monthly, based on strategy and a percentage on all Schwab Managed Account Program assets it manages. Schwab also provides CSIM with human resources, legal, compliance, and other administrative and technological support services.

CSIM participates as a portfolio manager in the Managed Account Programs offered by Schwab. More specific information about the Managed Account Programs and the fees paid by clients who participate in the Managed Account Programs appears in Schwab’s Disclosure Brochure for those programs, which is provided to program clients directly by Schwab. CSIM does not enter into agreements directly with Managed Account Program clients and so does not receive direct compensation from or negotiate fees with them. In addition, CSIM participates as adviser or sub-adviser in other Wrap Fee Programs where CSIM does not received direct compensation from or negotiate fees of the Wrap Fee Program clients. Such clients should review their Wrap Fee Program’s applicable disclosure brochure.

## Additional Costs

In addition to the fees described above, clients may incur additional costs, which include fees charged by the client’s custodian for account maintenance, and may also include transaction fees, commissions, mark-ups and mark-downs, or brokerage fees (“Brokerage Fee”) on the purchase and sale of securities in their accounts. Such costs will be paid directly from clients’ accounts to the broker-dealer who completes the purchase or sale. For

those clients that have selected Schwab as their custodian, Schwab will waive all of its trading commissions, if any, on those accounts managed by CSIM. Please note that Schwab's waiver does not extend to any other non-Schwab Brokerage Fees.

Clients participating in Wrap Fee Programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the Primary Advisors, which may be charged as part of a wrap fee arrangement. In a Wrap Fee Program, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without a commission charge in a wrap fee arrangement. In evaluating such a program, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately.

Information relating to CSIM's brokerage practices is included in the "Brokerage Practices" section of this brochure.

## **Performance-Based Fees and Side-by-Side Management**

Not applicable.

## **Types of Clients**

Clients of Wasmer Schroeder Strategies primarily include individuals (other than high net worth individuals), high net worth individuals, trusts, banking or thrift institutions, charitable organizations, pension and profit-sharing plans (other than plan participants), investment companies, pooled investment vehicles (other than investment companies), state or municipal government entities, insurance companies, and corporations or other business entities not listed above. Certain accounts subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA") are not eligible for the Wasmer Schroeder Strategies in the Managed Account Program. The minimum investment required to open an account in a Wasmer Schroeder Strategy varies by strategy, but is at least \$500,000 per account. Exceptions to the minimum investment requirement are made at CSIM's discretion.

If the market value of a client account falls below this specified minimum due to withdrawal of assets from the account, clients may be required to deposit additional money or securities to bring the account up to the required minimum, and CSIM reserves the right to discontinue management of the account. Exceptions to this policy are made at CSIM's discretion.

Clients who invest in the Wasmer Schroeder Strategies through Schwab's Managed Account Programs, programs sponsored by other brokers ("Broker/Custodian-Related Program"), through a Primary Advisor or other arrangements by which CSIM acts as sub-advisor to clients' accounts may be subject to a different minimum.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

In managing discretionary client accounts and providing recommendations to non-discretionary clients, CSIM uses various investment strategies and methods of analysis, as described below. This section also contains a discussion of the primary risks associated with these investment strategies, although it is not possible to identify all of the risks associated with investing and the particular risks applicable to a client account will depend on the nature of the account, its investment strategy or strategies and the types of securities held. Where available, please refer to the applicable prospectus or other offering documents for a more detailed discussion of strategies and risks involved with your particular account.

While CSIM seeks to manage accounts so that risks are appropriate to the return potential for the strategy, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss and there can be no guarantee that a particular level of return will be achieved. Clients should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential losses.

Clients should be aware that while CSIM does not limit its advice to particular types of investments, client mandates may be limited to certain types of securities (e.g., equities) or to the recommendation of investment advisers or pooled investment vehicles and may not be diversified. Unless specifically discussed with a client, the accounts managed by CSIM are generally not intended to provide a complete investment program for a client or investor and CSIM expects that the assets it manages typically do not represent all of the client's assets. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

CSIM receives a broad range of research from a wide variety of sources that includes Schwab-affiliated entities, other brokers, and independent research providers, including issuers and trading partners. CSIM may use written reports prepared by recognized analysts who are specialists in the industry and may use computer-based models to assist in portfolio management. CSIM may also use statistical and other information published by third-party data providers, industry, and government, information gathered at meetings of professionals within the industry, and its own research of investment trends.

CSIM creates diversified portfolios that primarily consist of ETFs and/or mutual funds in a single account for several SMA strategies and certain pooled investment vehicles it manages. CSIM also creates model portfolios that consist of ETFs and/or mutual funds and provides non-discretionary investment advice regarding ETFs and/or mutual funds to its affiliate, TD Ameritrade Investment Management, Inc. ("TDAIM") for SMAs that TDAIM advises. In addition, CSIM also provides portfolio management for ThomasPartners Strategies, which invests primarily in dividend-paying stocks and fixed income investments, and pooled investment vehicles that invest in a variety of equity and fixed income securities. Each SMA strategy or pooled investment vehicle that CSIM manages maintains a cash component which may be invested in Schwab Cash Vehicles (as defined later in this brochure), a money market fund, an ETF, or similar cash instruments. The guidelines for asset allocations for each SMA strategy, pooled investment vehicle, model portfolios or TDAIM-advised SMAs differ from the others. However, certain pooled investment vehicles may have substantially equivalent strategies. In such circumstances, the guidelines for multiple pooled investment vehicles may be substantially similar. There may be times when CSIM is investing in the same ETF or mutual fund for different SMA strategies, pooled investment vehicles, model portfolios or TDAIM-advised SMAs; however, portfolio management personnel make investment decisions based on the investment objectives and parameters set for each SMA strategy, pooled investment vehicle, or model portfolio. CSIM has adopted policies and procedures to address any conflicts of interest that may arise.

CSIM may invest a portion of a Wasmer Schroeder Strategies client's account in shares of a Registered Fund managed by CSIM. CSIM has a conflict of interest in investing client assets in shares of such Registered Funds if CSIM earns both a management fee on the assets in the Wasmer Schroeder Strategies client's account, as well as a fee for managing any Registered Fund. CSIM will waive its Wasmer Schroeder Strategies account-level fee for assets of any retirement accounts, including IRAs and accounts subject to ERISA invested in shares of a Registered Fund managed by CSIM. CSIM may waive its Wasmer Schroeder Strategies account-level fee for assets of any other account invested in shares of a Registered Fund managed by CSIM.

## Methods of Analysis and Investment Strategies

CSIM uses the following methods of analysis in formulating its investment advice and/or managing Wasmer Schroeder Strategies client assets:

**Fundamental Analysis.** CSIM attempts to measure the intrinsic value of a security by looking at economic and financial factors including the overall economy, industry conditions, and the financial condition and management of the company or issuer to determine if the security is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the issuer.

**Cyclical Analysis.** Cyclical analysis involves looking at overall macro trends of state, local, national and global economic trends. This includes, but is not limited to, unemployment rates, industrial production, wage growth and other factors. Cyclical trends in the economy are then applied to security selection, yield curve positioning and credit quality decisions.

**Quantitative Analysis.** CSIM employs a conservative credit approach that emphasizes the investment grade quality, essential purpose sectors in the municipal bond market. CSIM reviews each purchase candidate utilizing various industry specific credit metrics and statistics. These include analyzing relevant economic, demographic, and employment data as well as issuer financial position and debt burden. These credit metrics are evaluated using CSIM's approved credit criteria as a framework. With each corporate issuer CSIM evaluates a range of metrics ranging from broad-based data to ratios that have industry specific relevance. These metrics often reveal areas that need further examination. This spectrum of quantitative analysis provides an identifiable risk assessment.

**Qualitative Analysis.** CSIM subjectively evaluates non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement and incorporate this analysis into CSIM's investment decision process based on that data. A risk in using qualitative analysis is that CSIM's subjective judgment may prove incorrect.

**Risks for all forms of analysis.** CSIM's securities analysis methods rely on the assumption that the issuers whose securities CSIM purchases and sells, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While CSIM is alert to indications that data may be incorrect, there is always a risk that CSIM's analysis may be compromised by inaccurate or misleading information.

CSIM manages client portfolios with a zero default rate objective. CSIM focuses on opportunities within a security's credit profile and its structural aspects. Portfolios are structured primarily for maximum income and capital preservation. Investment decisions are based on the client's parameters and current market conditions. Overall planning and long-term strategy are determined through the CSIM governance committee structure with input from portfolio management. Execution of the investment strategy is conducted by the assigned Portfolio Manager and each trade is reviewed by a designated member of senior portfolio management.

CSIM manages portfolios of fixed income securities with a variety of structures, attributes and characteristics such as, but not limited to, the range of maturities held and the taxability of the income generated by various issues held. Portfolios within a given strategy may not hold identical securities but they generally share common key attributes and are managed consistent with the strategy-specific investment mandate as more fully described in each client's Addendum to Agreements or Investment Policy Statement.

The following is a brief overview of CSIM's Wasmer Schroeder Strategies. For the equity portion of the strategies, the Wasmer Schroeder Strategies portfolio management team may determine to use another portfolio management team that specializes in equity or a particular segment of the equity market to provide trading services and/or portfolio management for equity or that particular segment of the equity market. CSIM also manages portfolios of fixed income securities with a variety of structures, attributes and characteristics under custom investment mandates for certain clients, including Wasmer Schroeder Strategies that are no longer offered broadly.

**Short Tax Exempt.** The strategy contains predominantly investment grade U.S. tax exempt municipal fixed income securities which, in the aggregate, exhibit a short-term ( $\leq 3$  years) overall duration. The strategy is managed primarily for capital preservation, liquidity and tax exempt income in excess of cash and cash alternatives.

**Intermediate Tax Exempt.** The strategy contains predominantly investment grade U.S. tax exempt municipal fixed income securities which, in the aggregate, exhibit an intermediate (3 – 6 year) overall duration. The Strategy is managed primarily to maximize tax exempt income and for capital preservation.

**Positive Impact Tax Exempt.** The strategy contains predominantly investment grade U.S. municipal fixed income securities which, in the aggregate, exhibit an intermediate (3 – 6 year) overall duration. In addition, the Strategy invests in tax exempt and taxable securities which meet positive impact parameters. The Strategy is managed primarily to maximize tax exempt income and for capital preservation.

**Short Tax Exempt Credit.** The strategy contains both investment grade and below investment grade U.S. tax exempt municipal fixed income securities which, in the aggregate, exhibit a short term ( $\leq 3$  year) overall duration. The strategy maintains significant exposure to investment grade issuers, but has the ability to maintain exposure to the entire credit curve, including below investment grade and non-rated issuers. The strategy seeks to add value through the Firm's core competencies of credit research, surveillance, and assessment of relative value.

**Intermediate Tax Exempt Credit.** The Strategy contains both investment grade and below investment grade U.S. tax exempt municipal fixed income securities which, in the aggregate, exhibit an intermediate (3 – 6 year) overall duration. The strategy maintains significant exposure to investment grade issuers, but has the ability to maintain exposure to the entire credit curve, including below investment grade and non-rated issuers. The strategy seeks to maximize tax exempt income by fully utilizing the initial 15 years of the yield curve and the entire municipal credit curve. The strategy seeks to add value through the Firm's core competencies of credit research, surveillance, and assessment of relative value.

**Intermediate Strategic Tax Exempt.** The strategy contains primarily investment grade U.S. tax exempt municipal fixed income securities which, in the aggregate exhibit an intermediate (3 – 6 year) overall duration. The strategy seeks to add value through the CSIM's core competencies of credit research, surveillance, and assessment of relative value.

**Strategic Tax Exempt.** The strategy contains primarily investment grade U.S. tax exempt municipal fixed income securities. The strategy does not utilize a predetermined duration restriction and may exhibit sensitivity to changes in long-term tax exempt interest rates. The strategy seeks to add value through the CSIM's core competencies of credit research, surveillance, and assessment of relative value.



**Long Tax Exempt.** The strategy focuses on maturities predominantly in the 10 to 30-year area of the yield curve. Call protection is significant as this strategy focuses on locking in long-term tax exempt yields. Portfolios consist of predominantly AA and AAA securities to minimize long-term credit risk. A minor portion of the portfolio may be allocated to bonds with maturities of less than 10 years if market conditions warrant.

**Long Tax Exempt Credit.** The strategy contains both investment grade and below investment grade U.S. tax exempt municipal fixed income securities. The strategy maintains significant exposure to investment grade issuers, but has the ability to maintain exposure to the entire credit curve, including below investment grade and non-rated issuers. The strategy seeks to maximize tax exempt income by fully utilizing the entire municipal yield and credit curves. The strategy seeks to add value through the CSIM's core competencies of credit research, surveillance, and assessment of relative value.

**Tax Exempt Variable Rate Demand Notes.** The strategy contains primarily variable rate demand municipal securities with daily or weekly reset periods. The strategy focuses on capital preservation and liquidity and invests in higher credit quality bonds with a majority of holdings rated AA or higher.

**Ultra Short Duration Taxable Bond.** The strategy contains predominantly investment grade corporate bonds, U.S. government agency debt and taxable municipal bonds which, in the aggregate, exhibit a short-term overall duration and a maximum maturity of 24 months. The strategy is managed primarily for capital preservation, liquidity and taxable income in excess of cash and cash alternatives.

**Short Duration Bond.** The strategy contains predominantly investment grade corporate bonds, U.S. government agency debt and taxable municipal bonds which, in the aggregate, exhibit a short-term ( $\leq 3$  years) overall duration. The strategy is managed primarily for capital preservation, liquidity and taxable income in excess of cash and cash alternatives.

**Intermediate Bond.** The strategy contains predominantly investment grade corporate bonds, U.S. government agency debt and taxable municipal bonds which in the aggregate exhibit an intermediate term (3 – 5 years) overall duration. Mortgage-backed, asset-backed are also utilized. The strategy is managed primarily to maximize income and for capital preservation.

**Intermediate Investment Grade (IG) Credit.** The strategy contains predominantly investment grade corporate bonds and taxable municipal bonds, which in the aggregate exhibit an intermediate term (3 – 5 years) overall duration. The strategy is managed primarily to maximize income and for capital preservation.

**Core Bond.** The strategy is managed primarily for high current income and capital preservation. The strategy contains predominantly investment grade corporate bonds, taxable municipal bonds and government agency debt. Portfolios also maintain strategic allocations of agency mortgage-backed securities and asset-backed securities, depending on market conditions.

**Core Investment Grade (IG) Credit.** The strategy is a moderate duration style managed primarily for high current income and capital preservation. The strategy contains predominantly investment-grade corporate bonds and taxable municipal bonds to establish a core portfolio.

**Multi-Sector Income.** The strategy seeks to deliver a consistent, diversified stream of income across multiple asset classes. The strategy derives its income from investments in higher yielding common stocks, preferred stocks, and corporate and taxable

municipals bonds. Below investment grade securities can be held but are not an integral component of the overall strategy. All securities purchased in the strategy, regardless of placement on the capital stack of any issuer, are chosen based on the same rigorous fundamental analysis and research methodologies used when constructing portfolios in other, bond-only strategies. The strategy seeks to maintain a high level of income per unit of overall risk.

**Positive Impact Bond.** The strategy contains predominantly investment grade U.S. corporate bonds, U.S. government agency debt and taxable municipal bonds which in the aggregate exhibit an intermediate term (3 – 5 years) overall duration. Mortgage-backed and asset-backed securities are also utilized. In addition, the strategy invests in taxable securities which meet positive impact parameters. The strategy is managed primarily to maximize income and capital preservation.

**Taxable Fixed Income Managed ETF.** The strategy seeks to preserve capital and generate income by investing in a diversified mix of fixed income Exchange-Traded Funds (ETFs). The strategy is designed for investors seeking an active allocation to taxable bonds and other income producing instruments.

**Municipal Bond Ladders.** The strategy contains a ladder portfolio that targets a particular maturity exposure over a specified yield curve range. A fixed percentage of a ladder portfolio's bonds mature or roll out each year and the proceeds are reinvested on the longer end of the ladder. The strategy contains predominantly investment grade U.S. tax exempt municipal securities. The strategy is managed primarily to maximize tax exempt income and for capital preservation.

**California Municipal Bond Ladders.** The strategy contains a ladder portfolio that targets a particular maturity exposure over a specified yield curve range. A fixed percentage of a ladder portfolio's bonds mature or roll out each year and the proceeds are reinvested on the longer end of the ladder. The strategy contains predominantly investment grade tax exempt municipal securities issued by the State of California. The strategy is managed primarily to maximize tax exempt income and for capital preservation.

**Taxable Bond Ladders.** The strategy contains a ladder portfolio that targets a particular maturity exposure over a specified yield curve range. A fixed percentage of a ladder portfolio's bonds mature or roll out each year and the proceeds are reinvested on the longer end of the ladder. The strategy contains predominantly investment grade corporate bonds and taxable municipal securities. The strategy is managed primarily to maximize income and for capital preservation.

#### Risk of Loss

There are inherent risks to investing in strategies managed by CSIM, including the Wasmer Schroeder Strategies. The following list of risks does not purport to be a complete enumeration or explanation of the risks involved in those strategies. As the strategies develop and change over time, clients and investors may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

#### Management Risks

CSIM applies its investment techniques and risk analyses in making investment decisions or recommendations for its clients, but there can be no guarantee that they will produce the desired results. In addition, there is no guarantee that a strategy based on historical information will produce the desired results in the future, and, if market dynamics change, the effectiveness of the strategy may be limited. There also can be no assurance that all of the key personnel will continue to be associated with the firm for any length of time.

## Investment Risks

Investments in securities involve various risks, including those summarized below. Clients and prospective clients should be aware that investing in securities involves risk of loss that clients should be prepared to bear.

### ETF General Risks

ETFs in which certain of the Wasmer Schroeder Strategies may invest involve certain inherent risks generally associated with investments in a portfolio of underlying securities, including the risk that the general level of the underlying security prices may decline, thereby adversely affecting the value of each unit of the ETF. Moreover, an ETF may not fully replicate the performance of its benchmark index because of the temporary unavailability of certain securities in the secondary market or discrepancies between the ETF and the benchmark index with respect to the weighting of securities or the number of securities held. Investing in ETFs carries the risk of capital loss. ETFs are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in ETFs.

ETFs in which the strategies invest have their own fees and expenses as set forth in the ETF prospectuses. These fees and expenses lower investment returns. Although ETFs themselves are generally classified as equities, the underlying holdings of ETFs can include a variety of asset classes, including, but not limited to, equities, bonds, foreign currencies, physical commodities, and derivatives. A full disclosure of the specific risks of ETFs is located in the respective prospectus of each fund.

ETFs may have exposure to derivative instruments, such as futures contracts, forward contracts, options, and swaps. There is a risk that a derivative may not perform as expected. The main risk with derivatives is that some types can amplify a gain or loss, potentially earning or losing substantially more money than the actual cost of the derivative; or that the counterparty may fail to honor its contract terms, causing a loss for the ETF. Use of these instruments may also involve certain costs and risks such as liquidity risk, interest rate risk, market risk, credit risk, management risk, and the risk that an ETF could not close out a position when it would be most advantageous to do so.

### Market/Systemic Risks

Financial markets rise and fall in response to a variety of factors, sometimes rapidly and unpredictably. Markets may be impacted by economic, political, regulatory and other conditions, including economic sanctions and other government actions. In addition, the occurrence of global events, such as war, terrorism, environmental disasters, natural disasters, and epidemics, may also negatively affect the financial markets. As with any investment whose performance is tied to these markets, the value of an investment in the fund will fluctuate, which means that an investor could lose money over short or long periods.

### Asset Allocation/Strategy/Diversification Risks

Asset allocation decisions may result in more portfolio concentration in a certain asset class or classes, which could reduce overall return if the concentrated assets underperform expectations. The more aggressive the strategy selected, the more likely the portfolio will contain larger weights in riskier asset classes, such as equities. The asset classes in which the strategies seek investment exposure can perform differently from each other at any given time (as well as over the long term), so the strategy will be affected by its allocation among the various asset classes. Depending on market conditions there may be times where diversified strategies perform worse than less diversified strategies.

### Liquidity Risks

Liquidity risk exists when particular investments may be difficult to purchase, sell or value, especially during stressed market conditions. The market for certain investments may become illiquid due to

specific adverse changes in the conditions of a particular issuer or under adverse market or economic conditions independent of the issuer. In such cases, a client account with limitations on investments in illiquid securities and the difficulty in readily purchasing and selling such securities at favorable times or prices, may decline in value, experience lower returns and/or be unable to achieve its desired level of exposure to a certain issuer or sector. Further, transactions in illiquid securities may entail transaction costs that are higher than those for transactions in liquid securities. Liquidity risk also includes the risk that market conditions or large redemptions may impact the ability of a client account to meet redemption requests. In order to meet such redemption requests, a client account may be forced to sell securities at inopportune times or prices.

### Frequent Trading Risk

CSIM's recommendations may result in frequent trading. To the extent a client account engages in frequent trading, its portfolio turnover rate and transaction costs will rise, which may lower performance and may have tax consequences unless the securities are held in a tax-exempt account.

### Counterparty Risks

There may be a risk of an executing broker failing to deliver securities, especially due to the large volume of step-out transactions with broker-dealers other than the program sponsor or client-selected broker-dealer/custodian for the Wasmer Schroeder Strategies. This may result in a loss to the client. CSIM will attempt to mitigate trading counterparty risk through its broker selection program described in "Brokerage Practices."

### Custodian Risks

Schwab, or a broker-dealer custodian chosen by the client, is a Securities Investor Protection Corporation ("SIPC") member brokerage firm and maintains SIPC protection. SIPC offers protection of up to \$500,000, including a \$250,000 limit for cash, if a member brokerage firm fails. SIPC covers most securities such, as stocks, bonds, ETFs, and mutual funds, but does not protect against market loss.

### Tax Risks

Wasmer Schroeder Strategies are not designed to address specific tax objectives.

Tax treatment of dividends under federal and state law may change over time. Ongoing investment income, capital gains, capital losses, and miscellaneous deductions for some MLPs and certain commodity and currency ETFs, are reported annually on the Schedule K-1, and when MLPs are sold in a taxable account, proceeds will be reported on Form 1099-B. The Schedule K-1 is mailed separately to clients each year and needs to be included in the clients' income tax returns. In cases where the entity generating the Schedule K-1 files for a tax extension beyond April 15, clients may receive their Schedule K-1 after the due date for their income tax return. Individual taxpayers who do not request a filing extension may need to file an amended federal and/or state tax return if they receive their Schedule K-1 after filing their original return. Also, gains and losses associated with some commodities may be taxed differently than standard short-term and long-term capital gains and losses. Clients should consult a professional tax advisor for help with their unique situations.

### Tax Gain/Loss Harvesting Risks

Clients may be able to request limited tax gain or loss harvesting opportunities in their accounts. CSIM can accommodate certain tax gain/loss harvest requests. The request is subject to CSIM approval, and CSIM reserves the right to decline the request if, in its discretion, the security or market changes are such that the requested action is not or is no longer appropriate for tax harvesting. There is no guarantee that a client tax gain/loss harvesting request will reduce, defer, or eliminate the tax liability generated by a client's investment portfolio in any given tax year. Clients should consult a professional tax advisor for help with their unique situations.



There are several investment-related risks associated with client-requested tax gain/loss harvesting. There is potential that the gain/loss request may: (i) negatively affect the overall performance of a client's portfolio; (ii) result in a temporary overweight and/or underweight of certain sectors, securities, and/or cash in a client's portfolio; and (iii) result in disallowed tax losses since CSIM will not consider transactions 30 days prior to its harvesting transactions and will only consider transactions 30 days following its harvesting transactions in the identified account, and CSIM will not consider any other account that the client may have. For tax exempt Wasmer Schroeder Strategies, proceeds that are reinvested may result in a taxable event for the account. CSIM may repurchase securities after tax gain harvesting or after the end of the tax loss "wash sale" period at a price higher than that for which they were sold. For Wasmer Schroeder Strategies, CSIM will repurchase similar fixed income securities. Securities sold for the purpose of tax loss may or may not be repurchased by CSIM following the 30-day wash sale period. CSIM cannot prevent wash sales that may occur in other accounts besides the one in which the harvest was requested as a result of the requested gain/loss harvesting activity.

A wash sale is the sale at a loss and purchase of the same or substantially similar security within 30 days of each other. If a wash sale transaction occurs, the Internal Revenue Service may disallow or defer the loss for current tax reporting purposes. More specifically, the wash sale period for any sale at a loss consists of 61 calendar days: the day of the sale, the 30 days before the sale, and the 30 days after the sale. The wash sale rule postpones losses on a sale if replacement shares are bought around the same time.

CSIM will harvest gains and/or losses at the security level only and will not take tax lots into consideration. This means there is potential for a gain to be generated with the sale of the requested security position, despite the security being at a loss overall when combining all tax lots. This may result in partially offsetting the loss being generated and could result in taxes being due on the gains from the sale. This also means that all shares held in this account for the requested security will be sold.

There is the risk that the investment management activity in the client's account subsequent to the tax gain/loss sale may result in additional realized gains or losses that partially or completely offset the losses realized from the tax gain/loss sale requested.

## **Fixed Income—Related Risks**

### **General Risks**

Bond markets rise and fall daily, and fixed income investments, which generally also include instruments with variable or floating rates (including cash and cash-like investments), are subject to various risks. As with any investment whose performance is tied to bond markets, the value of a fixed income investment, ETF, or mutual fund will fluctuate, which means that the client could lose money.

### **Interest Rate Risks**

Interest rates rise and fall over time. During periods when interest rates are low or there are negative interest rates, a client account's yield and total return also may be low or the client account may be unable to maintain positive returns. Changes in interest rates also may affect the client account's value: a rise in interest rates generally causes a client account's value to fall. The risk is greater when an account holds fixed income securities with longer maturities. A client account may also lose money if interest rates rise sharply. The longer the client account's duration, the more sensitive to interest rate movements its value is likely to be. For example a client account with a longer portfolio duration is more likely to experience a decrease in its share price as interest rates rise. Duration is an estimate of a security's (or portfolio of securities) sensitivity to changes in prevailing interest rates that is based on certain factors that may prove to be incorrect. It is therefore not an exact measurement and may not be able to reliably predict a particular security's

price sensitivity to changes in interest rates. Certain countries have recently experienced negative interest rates on certain fixed-income securities. A change in a central bank's monetary policy or improving economic conditions may result in a change in interest rates. Rising interest rates may decrease liquidity in the fixed income securities markets, making it more difficult for CSIM to sell a client account's fixed income securities holdings at a time when CSIM might wish to sell such securities. In addition, decreased market liquidity also may make it more difficult to value some or all of the client account's fixed income securities holdings. In general, changing interest rates, including rates that fall below zero, could have unpredictable effects on markets and may expose fixed-income and related markets to heightened volatility. To the extent that CSIM anticipates interest rate trends imprecisely, a client account could miss yield opportunities or its share price could fall. Inflation-protected securities may react differently to interest rate changes than other types of debt securities and tend to react to changes in "real" interest rates.

### **Credit Risks**

A decline in the credit quality of a portfolio investment could cause a client's account to lose money or underperform. A client could lose money if the issuer or guarantor of a portfolio investment or the counterparty to a derivatives contract fails to make timely principal or interest payments or otherwise honor its obligations. The negative perceptions of an issuer's ability to make such payments could also cause the price of that investment to decline. The credit quality of a portfolio holding can change rapidly in certain market environments and any default on the part of a single portfolio investment could have a negative impact on the value of a client's account.

### **High Yield Risks**

Client accounts that invest in high yield securities and unrated securities of similar credit quality (sometimes called junk bonds) are subject to greater levels of credit and liquidity risks than client accounts that do not invest in such securities. High yield securities are considered predominately speculative with respect to the issuer's continuing ability to make principal and interest payments. High yield securities may be more volatile than higher-rated securities. An economic downturn or period of rising interest rates could adversely affect the market for these securities and reduce a client account's ability to sell these securities (liquidity risk). If the issuer of a security is in default with respect to interest or principal payments, a client account may lose its entire investment. Because of the risks involved in investing in high yield securities, an investment in a client account that invests in such securities should be considered speculative.

### **Government Securities Risks**

Many U.S. government securities are not backed by the full faith and credit of the United States government, which means they are neither issued nor guaranteed by the U.S. Treasury. Although maintained in conservatorship by the Federal Housing Finance Agency since September 2008, the Federal National Mortgage Association (Fannie Mae) and the Federal Home Loan Mortgage Corporation (Freddie Mac) maintain only lines of credit with the U.S. Treasury. Other securities, such as obligations issued by the Federal Farm Credit Banks Funding Corporation, are supported solely by the credit of the issuer. There can be no assurance that the U.S. government will provide financial support to securities of its agencies and instrumentalities if it is not obligated to do so under law. Also, any government guarantees on securities a client account owns do not extend to the client account itself. Although the risk of default with U.S. government securities is considered unlikely, any default on the part of a portfolio investment could cause the client account's value to fall. The risk of default may be heightened when there is uncertainty relating to negotiations in the U.S. Congress over increasing the statutory debt ceiling. If the U.S. Congress is unable to negotiate an increase to the statutory debt ceiling, the U.S.

government may default on certain U.S. government securities including those held by a client account, which could have an adverse impact on that client account. In recent years, the long-term credit rating of the U.S. government was downgraded by a major rating agency as a result of concern about the U.S. government's budget deficit and rising debt burden. Similar downgrades in the future could increase volatility in domestic and foreign financial markets, result in higher interest rates, lower prices of U.S. Treasury securities and increase the costs of different kinds of debt. Although remote, it is at least theoretically possible that under certain scenarios the U.S. government could default on its debt, including U.S. Treasury securities.

#### **Prepayment and Extension Risks**

An investment in fixed income securities is subject to the risk that the securities may be paid off earlier or later than expected. Either situation could cause you to hold securities paying lower-than-market rates of interest, which could hurt an account's yield. In addition, rising interest rates tend to extend the duration of certain fixed income securities, making them more sensitive to changes in interest rates. As a result, in a period of rising interest rates, your account may exhibit additional volatility. This is known as extension risk. When interest rates decline, borrowers may pay off their fixed income securities sooner than expected. This can reduce the returns of an account because the account will have to reinvest that money at the lower prevailing interest rates. This is known as prepayment risk.

#### **Inflation Risks**

The value of assets or income from investments may be lower in the future as inflation decreases the value of money. As inflation increases, the value of a portfolio's assets can decline, as can the value of a portfolio's distributions.

#### **Equity-Related Risks**

##### **Equity Risk**

The prices of equity securities rise and fall daily. These price movements may result from factors affecting individual companies, industries or the securities market as a whole. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline in response. In addition, markets tend to move in cycles, which may cause stock prices to fall over short or extended periods of time.

##### **Market Capitalization Risk**

Securities issued by companies of different market capitalizations tend to go in and out of favor based on market and economic conditions. In addition, there may be less trading volume in securities issued by mid- and small-cap companies than those issued by larger companies and, as a result, trading volatility may have a greater impact on the value of securities of mid- and small-cap companies. Securities issued by large-cap companies, on the other hand, may not be able to attain the high growth rates of some mid- and small-cap companies. During a period when securities of a particular market capitalization fall behind other types of investments a client account's performance could be impacted.

##### **Limitations of Disclosure**

The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in CSIM's strategies. As the strategies develop and change over time, clients and investors may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

#### **Disciplinary Information**

Charles Schwab & Co., Inc., Charles Schwab Investment Management, Inc. and/or Schwab Investments (together, "Schwab" for this section only) reached agreements with the United States

Securities and Exchange Commission ("SEC"), the Financial Industry Regulatory Authority ("FINRA"), the Illinois Secretary of State, Securities Department ("Illinois"), and the Connecticut Department of Banking, Securities and Business Investments Division ("Connecticut") to settle matters related to the Schwab YieldPlus Fund® (the "Yield Plus Fund") and/or Schwab Total Bond Market Fund (the "Bond Fund," and together with Yield Plus Fund, the "Funds" for this section only).

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 Funds from 2005 through 2008. In particular, the SEC found that Schwab: (1) deviated from the Funds' concentration policy with respect to investments in non-agency mortgage-backed securities, without shareholder approval; (2) made materially misleading statements and omissions about the Yield Plus Fund and its associated risks before and during the decline of its net asset value ("NAV"); (3) materially understated the Yield Plus Fund's weighted average maturity ("WAM") in certain instances; (4) willfully aided and abetted misstatements and omissions appearing in Yield Plus Fund sales materials and other documents; and (5) lacked policies and procedures reasonably designed to prevent the misuse of material nonpublic information about the Yield Plus Fund. Without admitting or denying these allegations, Schwab agreed to pay a total of approximately \$118,944,996 in disgorgement of fees, penalties and interest. The SEC settlement was approved by the U.S. District Court for the Northern District of California on February 16, 2011.

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, and \$2,800,000 in settlement of the Connecticut matter, in which those states made related factual allegations against Schwab and found that Schwab's conduct violated Illinois and Connecticut laws and regulations relating to the supervision of its employees and the maintenance of written procedures reasonably designed to comply with securities laws and regulations. The amounts paid to Illinois and Connecticut were included in the settlement with the SEC.

Schwab and certain affiliated entities and individuals (the "Schwab Parties") were named as defendants in a number of Yield Plus 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. The Parties entered into a settlement agreement to settle the plaintiffs' federal securities law claims for approximately \$200,000,000 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 agreements.

#### **Other Financial Industry Activities and Affiliations**

As a wholly owned subsidiary of CSC, CSIM leverages the resources of CSC, Schwab, and their affiliated companies, such as personnel including, but not limited to, its Chief Executive Officer ("CEO") (also CEO of CSIA, an affiliated investment adviser); Chief Compliance Officer ("CCO"); Chief Legal Officer; legal and compliance support; sales, marketing, technology, operations, finance, human resources, and risk management personnel. CSIM pays Schwab for the services of certain employees and for the facilities and equipment necessary to enable it to provide advisory services to clients. CSIM, CSIA and Schwab personnel have reporting

relationships to personnel of affiliated entities. These arrangements and others noted below create the potential for conflicts of interest to arise. These potential conflicts of interest are governed by various policies adopted by CSIM. For example, CSIM has adopted policies and procedures reasonably designed to protect against the misuse of information (and mitigate potential conflicts of interest) whether among CSC-affiliated entities or entities or individuals outside of CSC and its affiliates. Other wholly owned subsidiaries of CSC are engaged in investment advisory, brokerage, trust, custody, or banking services.

### **Charles Schwab & Co., Inc.**

CSIM is under common control with Schwab, which is both a registered broker-dealer and a registered investment adviser, and a wholly-owned subsidiary of CSC. Schwab serves as the principal underwriter for certain Registered Funds managed by CSIM but does not receive any compensation in that capacity. However, Schwab receives recordkeeping, shareholder servicing and other administrative servicing fees from certain Registered Funds managed by CSIM.

CSIM pays Schwab an annual fee to obtain Schwab Equity Ratings and Schwab Equity Ratings International, which are maintained by Schwab and used by CSIM in its management of the equity strategies for certain Registered Funds. If the Schwab Equity Ratings and/or Schwab Equity Ratings International were no longer available, CSIM would need to significantly alter its methods of analysis for these Registered Funds.

Schwab, which is also an insurance agency, offers certain Registered Funds managed by CSIM as part of its insurance product offerings.

Schwab sponsors, develops, coordinates the calculation of and maintains the Schwab 1000 Index. The Schwab 1000 Index ETF, Schwab 1000 Index Fund and the Schwab Personalized Indexing ("SPI") Schwab 1000 Equity strategy that are managed by CSIM seek to track the performance of the Schwab 1000 Index by investing in the constituents of such index or a representative sample of such constituents of the index. Schwab does not provide recommendations to the Registered Funds using the Schwab 1000 Index or CSIM regarding the purchase or sale of specific securities. In addition, Schwab will not provide any information relating to changes to the Schwab 1000 Index methodology for the inclusion or exclusion of component securities or methodology for the calculation or the return of component securities to the Registered Funds or CSIM, in advance of a public announcement of such changes by Schwab.

CSIM selects and recommends investment advisers to act as (i) sub-advisers for Registered Funds advised by CSIM, (ii) sub-advisers to CSTB collective investment trusts, (iii) investment advisers of mutual funds or ETFs in which CSIM advised Registered Funds or SMAs invest, or (iv) investment advisers to mutual funds or ETFs that are part of model portfolios or are used in TDAIM advised SMAs. Such investment advisers may have a business relationship with Schwab whereby Schwab has agreed to make mutual funds advised by such investment advisers available through Schwab Mutual Fund OneSource platform. Schwab receives fees from mutual funds and/or their affiliates for the services Schwab provides in connection with Schwab Mutual Fund OneSource. CSIM does not take into consideration whether an adviser participates in these platforms when making its recommendations or selections. Schwab also makes available certain Registered Funds advised by CSIM through its Schwab Mutual Fund OneSource platform.

In its role as sponsor of the SMP Program, CSIM's affiliate, Schwab, sets the target asset allocations for each SMP Program portfolio and creates the parameters that determine mutual fund and ETF eligibility for the SMP Program. Although CSIM does not favor its own Registered Funds, or disfavor any third-party mutual fund or ETF, in its selection of investments or allocation among investments

for the SMP Program portfolios, the parameters and eligibility criteria created by Schwab are designed, in part, to favor certain CSIM managed Registered Funds and to disfavor certain third-party mutual funds and ETFs.

Schwab has a financial interest in certain CSIM managed Registered Funds because it or its affiliates receive advisory and recordkeeping, shareholder servicing and other administrative servicing fees from those Registered Funds. This results in higher overall compensation to Schwab, CSIM, and the ultimate parent entity, CSC. Schwab also receives fees from third party funds (or their affiliates) in the SMP Program portfolios for record keeping, shareholder services, and other administrative services. The aggregate fees Schwab or its affiliates receive from the CSIM managed Registered Funds may be greater than the fees Schwab receives from third party funds.

If a client's account(s) is custodied at Schwab, cash in the account(s), whether as an investment holding, or while awaiting pending investment or distribution, may be invested in: (1) a money market fund that is managed by CSIM or distributed by Schwab; (2) a sweep vehicle sponsored by Schwab Bank; or (3) a Schwab One® product (collectively, "Schwab Cash Vehicles"). In addition, Direct Client accounts may also have investments in CSIM managed Registered Funds. This presents a conflict of interest. The CSIM Fees will be adjusted relative to the Schwab Cash Vehicle and CSIM managed Registered Funds for retirement accounts, including IRAs and accounts subject to ERISA. CSIM reserves the right to change the manner in which it makes accommodations, to the extent permitted by applicable law. More information about Schwab Cash Vehicles may be found in clients' brokerage account agreement(s) with Schwab.

CSIM serves as an investment manager for the Windhaven Strategies, ThomasPartners Strategies, UMP Program, SPI and Wasmer Schroeder Strategies available in the Managed Account Programs sponsored by Schwab. The Schwab Managed Account Programs include, but are not limited to, the following Schwab wrap fee programs: (i) Charles Schwab & Co., Inc. – Managed Account Access®, and (ii) Charles Schwab & Co., Inc. – Managed Account Connection®. CSIM also serves as an investment manager for the Windhaven Strategies, ThomasPartners Strategies and Wasmer Schroeder Strategies available in programs sponsored by other brokers ("Broker/Custodian-Related Programs"). CSIM receives from the program sponsor a fee for the investment management services it provides for the Windhaven Strategies, ThomasPartners Strategies, UMP Program and Wasmer Schroeder Strategies. Each program sponsor has prepared a brochure which contains detailed information about its Wrap Fee Program, including the wrap fee charged. Copies of each brochure are available from the program sponsor upon request.

Schwab effects securities transactions for clients in the SMP Program, UMP Program, Windhaven Strategies, ThomasPartners Strategies, SPI and Wasmer Schroeder Strategies on an agency basis. Windhaven Strategies and ThomasPartners Strategies Wrap Fee Program clients should note that over time only a small portion of transactions, specifically maintenance trades, are executed for their accounts through the program sponsor.

Schwab sponsors the advisory services Schwab Intelligent Portfolios® ("SIP") and Schwab Intelligent Portfolios Premium™ ("SIP Premium"). SIP is an automated discretionary investment advisory service that offers clients a diversified portfolio based on their stated investment objectives and risk tolerance. SIP Premium is a hybrid advisory service that combines financial planning and guidance from Schwab financial planners with discretionary portfolio management through SIP. SIP portfolios may include ETFs managed by CSIM, for which CSIM receives investment advisory fees. SIP is further described below.



In connection with the SMP Program, UMP Program, SIP, ThomasPartners Strategies, Windhaven Strategies, SPI and Wasmer Schroeder Strategies, CSIM provides Schwab with composite performance reporting data resources and support, for which CSIM is paid a fee.

### **Charles Schwab, Hong Kong, Ltd.**

Charles Schwab, Hong Kong, Ltd. has been appointed the Hong Kong representative of Charles Schwab Asset Management (Ireland) Limited ("CSAMIL") and is authorized by CSAMIL to receive requests from Hong Kong investors for subscriptions, redemptions and exchange of shares of the non-U.S. fund advised by CSIM. Charles Schwab, Hong Kong, Ltd. is a registered securities dealer that is regulated by the Hong Kong securities and futures commission.

### **Pooled Investment Vehicles**

CSIM provides investment advice to a number of Registered Funds and a non-U.S. fund, and may be deemed to control such funds, although CSIM disclaims any control relationship. CSIM also makes recommendations in connection with the management of certain collective investment trusts although Charles Schwab Trust Bank ("CSTB") retains ultimate investment discretion over those funds.

### **Charles Schwab Investment Advisory, Inc.**

CSIM is under common control with CSIA, a registered investment adviser. CSIM pays CSIA an annual fee to obtain CSIA's asset allocation models which are used in the management of certain Registered Funds.

CSIA provides portfolio management services to SIP. SIP is an automated discretionary investment advisory service that offers clients a diversified portfolio based on their stated investment objectives and risk tolerance. SIP Premium is a hybrid advisory service that combines financial planning and guidance from Schwab financial planners with discretionary portfolio management through SIP. SIP portfolios may include Schwab ETFs managed by CSIM, for which CSIM receives investment advisory fees. CSIM provides CSIA with composite performance reporting data resources and support in connection with SIP for which CSIM is paid a fee. CSIM also provides CSIA with trade execution services for SIP under an inter-company agreement. CSIM directs these trades to Schwab. In addition, CSIM provides proxy voting services to CSIA under an inter-company agreement. CSIM pays CSIA for the services of certain employees primarily providing sales and marketing services.

### **Charles Schwab Trust Bank**

CSIM is under common control with CSTB. CSIM provides non-discretionary investment management advice to CSTB pursuant to an agreement between CSIM and CSTB with respect to collective investment trusts maintained and advised by CSTB. CSIM also provides CSTB with trading support, at CSTB's request. CSTB, however, retains the authority to accept or reject CSIM's recommendations. In addition, CSIM provides administrative and proxy voting services to, and receives compensation from, CSTB. CSTB further provides custodial and other trust services to certain of Schwab's customers and affiliates. CSTB provides directed trust and custody services to employee benefit or similar types of plans, and makes certain Registered Funds advised by CSIM available to these clients.

### **Charles Schwab Asset Management (Ireland) Limited**

CSIM provides discretionary investment advisory services to CSAMIL, an Irish limited liability management company under common control with CSIM, with respect to a non-U.S. pooled investment vehicle ("non-U.S. fund") managed by CSAMIL and receives compensation from CSAMIL with respect to the non-U.S. fund.

### **Charles Schwab Trust Company**

CSIM is under common control with Charles Schwab Trust Company ("CSTC"). Upon request from CSTC, CSIM may offer access to some of its model portfolios, SMP Program strategies and ThomasPartners Strategies to CSTC in connection with the management of trust assets. CSIM also provides trading services and proxy voting guidance to CSTC under an inter-company agreement.

### **TD Ameritrade Investment Management, LLC**

CSIM is under common control with TDAIM. CSIM provides non-discretionary investment management advice to TDAIM pursuant to an agreement between CSIM and TDAIM with respect to certain SMAs advised by TDAIM. TDAIM, however, retains the authority to accept or reject CSIM's recommendations.

### **TD Ameritrade, Inc.**

CSIM is under common control with TD Ameritrade, Inc. ("TDA"), which is both a registered broker-dealer and a registered investment adviser, and a subsidiary of CSC. TDA acts as custodian for certain of CSIM's SMA clients. Also, CSIM participates in a Broker/Custodian-Related Program sponsored by TD Ameritrade Institutional, a division of TDA, and CSIM receives a fee for the investment management services it provides.

TDA receives recordkeeping, shareholder servicing and other administrative servicing fees from certain Registered Funds managed by CSIM that are available through TDA's platform.

CSIM provides model portfolios to TDA. CSIM is not responsible for determining which securities to buy or sell for TDA.

Representatives of TDA receive a payment from TDA for introducing clients to Schwab for services not available through TDA, including the SMP Program, Windhaven Strategies, ThomasPartners Strategies and Wasmer Schroeder Strategies, but excluding the UMP Program. Representatives of TDA receive this payment regardless of whether such clients avail themselves of the Schwab service to which they were introduced.

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

### **Code of Ethics**

#### **General**

CSIM has adopted a code of ethics (the "Code") pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended from time to time. The Code sets forth standards of business conduct that reflect CSIM's fiduciary obligations to its clients and requires CSIM employees to comply with all applicable laws, rules and regulations and promptly report any violation of the Code to a supervisor or CSIM's CCO or their designee. The Code also requires CSIM's officers, directors, employees, contractors and any person who is determined to have access to non-public information regarding any client or CSIM ("access persons") to (i) report, and CSIM to review, personal securities transactions and securities holdings periodically, (ii) pre-clear transactions in covered securities, and (iii) confirm compliance with the provisions of the Code on a periodic basis. Covered securities do not include direct obligations of the U.S. government, high quality short-term debt instruments, investments in non-Schwab affiliated 529 college savings plans, investment in the Schwab Fund for Charitable Giving, and shares of affiliated and non-affiliated money market funds. The Code may be changed as necessary to remain current with regulatory requirements and internal policies and procedures.

A client or prospective client may obtain a copy of CSIM's Code without charge by calling CSIM at (877) 824-5615.

## Material Non-Public Information

The Code prohibits access persons from disclosing portfolio transactions or any other material non-public information to anyone outside of CSIM, except as required to effect securities transactions for clients, and from using material non-public information for personal profit or to cause others to profit. Employees are also prohibited from engaging in deceptive conduct in connection with the purchase or sale of securities for client accounts.

## Gifts and Business Entertainment

CSIM access persons may not give or accept gifts or business entertainment that violate applicable laws or create a conflict of interest or the appearance of impropriety.

## Participation or Interest in Client Transactions

CSIM or Schwab may recommend that a client purchase securities of CSC, the parent company of both CSIM and Schwab. Certain Registered Funds managed by CSIM may purchase securities in an underwriting in which Schwab participates, to the extent consistent with the Investment Company Act of 1940, as amended, and the rules and regulations thereunder. Schwab, as an insurance agency, may offer to advisory clients of Schwab insurance products that offer Registered Funds managed by CSIM as part of the insurance product offerings.

CSIM has a conflict of interest because it selects ETFs and mutual funds, including Registered Funds, for various client accounts in the UMP Program, SMP Program, ThomasPartners Strategies, Windhaven Strategies and Wasmer Schroeder Strategies and also for certain funds-of-funds. Other affiliates of CSIM may buy or sell the same securities for client accounts. These are all inherent conflicts of interest within and among CSIM, Schwab, and its affiliates. CSIM mitigates these conflicts of interest through its policies and procedures, which include the evaluation of the selection and investment in ETFs and mutual funds, including Registered Funds, consistent with CSIM's fiduciary duty. Subject to Schwab's oversight as the SMP Program sponsor, the investment decision-making processes of CSIM portfolio management teams are separate and independent from Schwab.

When recommending that client accounts invest in Registered Funds managed by CSIM with multiple share classes, CSIM will recommend that such client accounts invest in the lowest cost share class for which the client accounts are eligible. As noted above, the fees CSIM receives from the SMAs will be adjusted relative to the CSIM managed Registered Funds for retirement accounts, including IRAs and accounts subject to ERISA.

Schwab, a related person of CSIM, is a registered broker-dealer that effects securities transactions for its brokerage customers. Schwab may act as a principal or agent in these transactions. In the normal course of the conduct of its business as a broker-dealer, Schwab may enter into purchase and sale transactions in securities that CSIM has recommended to its clients.

CSC, Schwab and CSTB may invest for the benefit of their own accounts in the same securities that CSIM recommends to its clients. These affiliates may buy or sell securities at the same time that CSIM clients are buying or selling the same security and may take positions that are the same or contrary to one that CSIM has recommended. In addition, directors, officers and employees of CSIM may buy or sell for themselves (through personal accounts or through accounts of which they are direct or indirect beneficiaries) securities that are also recommended to, or purchased or sold on behalf of, clients.

## Personal Trading

CSIM and its affiliates have established policies and procedures designed to prevent the exchange of information between employees at each organization relating to securities holdings and possible trades. Additionally, the personal securities transactions of CSIM's access persons are subject to the Code, which is designed to detect

and mitigate or prevent conflicts of interest and unlawful practices that may arise in connection with an access person's personal securities transactions. For example, as described above, the Code requires periodic reporting and review of personal securities transactions and securities holdings. Furthermore, the Code requires access persons to obtain prior approval from the compliance department prior to engaging in a security transaction except for certain types of transactions deemed not to present conflicts of interest with CSIM's advisory activities on behalf of its clients ("Exempted Transactions"), such as purchases pursuant to an automatic investment plan. Access persons are restricted from executing personal transactions in securities, except for Exempted Transactions, when they know or should have known at the time that there is a pending "buy" or "sell" order in the same security for any client account. Portfolio managers are subject to a blackout period of 7 calendar days for both when a security is traded, or is expected to be traded on behalf of a client account and after a security has been traded on behalf of a client. In addition, certain access persons are prohibited from realizing a profit from purchasing and selling, or selling and purchasing, the same security on a short term basis. All access persons are also restricted from executing a personal transaction in securities when the access person has material non-public information regarding the security or issuer, including affiliated money market funds. Certain personal transactions in securities may be subject to further review by CSIM's CCO or their designee.

## Brokerage Practices

CSIM operates separate trading groups (the "Trading Groups"). For equity and multi-asset SMA strategies, Registered Funds and collective investment trusts, CSIM has separate portfolio management and Trading Groups. For fixed income SMA strategies, Registered Funds and the non-U.S. Fund, the portfolio managers conduct the trades. Each SMA strategy, Registered Fund, the non-U.S. fund and/or collective investment trust has its designated portfolio management team and/or Trading Group. A Trading Group may support multiple portfolio management teams. Generally, each Trading Group trades the products and strategies for which it is designated and each portfolio management team provides advice to the products and strategies for which it is designated. However, a Trading Group or portfolio management team may provide services to products and strategies for which it is not the designated portfolio management team or Trading Group. For example, a portfolio management team may determine to use a Trading Group or another portfolio management team that specializes in a particular segment of the financial markets to provide trading services and/or portfolio management for that segment of the financial market within its designated product or strategy. In addition, the head of a Trading Group or portfolio management team has discretion to assign the necessary personnel to trade and/or provide investment advice for a specific strategy.

CSIM has established informational barriers and procedures that seek to prohibit personnel within a Trading Group from communicating or distributing any non-public information related to the trading activities of a product or strategy such personnel support (including information regarding pending orders for clients) to other personnel within the Trading Group that should not be privy to such information. When CSIM personnel are part of two distinct Trading Groups or trade for products and strategies for which they are not the designated Trading Group or portfolio management, CSIM has adopted procedures governing such trading activities to seek to ensure such CSIM personnel are not communicating or distributing any non-public information related to their trading activities of a product or strategy (including information regarding pending orders for clients) to personnel on either a Trading Group or portfolio management team that are not involved in trading for and management of that product or strategy or utilize such non-public information among products or strategies in a manner that is not consistent with policies and procedures.



CSIM generally does not coordinate trading among Trading Groups and, therefore, will at times execute trades for one client from one Trading Group that differ from, or take the opposite side of, trades executed on behalf of another client from another Trading Group. Each Trading Group seeks to obtain best execution on all orders it originates; however, clients serviced by different Trading Groups could receive or appear to receive more favorable outcomes. As noted above, to the extent personnel are aware of trading for accounts serviced by more than one Trading Group, CSIM has adopted procedures requiring such personnel to refrain from coordinating trading for accounts on separate Trading Groups.

Generally, CSIM does not aggregate trades or seek opportunities for cross-transactions between client accounts serviced by different Trading Groups. Accordingly, each Trading Group will generally aggregate and allocate orders only among those clients that it services and independently of the other Trading Group. However, at times a Trading Group that trades for client accounts for which it is not the designated Trading Group may aggregate trades for those client accounts with trades for client accounts for which the Trading Group is the designated Trading Group. A Trading Group will do so only if it is in the best interests of one or more clients to execute their trades on an aggregated basis.

The following discusses CSIM's trading practices with respect to the Wasmer Schroeder Strategies. A discussion of the other Trading Groups' trading practices is included in the disclosure brochures for the products and strategies they support.

### **Selecting or Recommending Broker-Dealers**

CSIM seeks to obtain the best execution for clients' portfolio transactions and will evaluate the quality and cost of services received from broker-dealers/custodians on a periodic and systematic basis. Factors evaluated include execution price, transaction fees, commissions, mark-ups and mark-downs, or brokerage fees ("Brokerage Fees"), promptness and reliability of execution, accuracy of trades, ability to place trades in difficult markets, ability to source liquidity, and confidentiality. In seeking best execution, CSIM considers whether the transaction represents the best qualitative and quantitative execution under the circumstances, which is not solely determined by the lowest brokerage fee available. Brokerage Fees are generally considered to include transaction fees, commissions, or mark-ups and mark-downs on the purchase and sale of securities. CSIM does not consider the receipt of client referrals when selecting or evaluating broker-dealers used for client transactions.

### **Soft Dollars**

CSIM generally will not enter into formal soft-dollar arrangements with brokers or third parties to obtain brokerage or research services in exchange for brokerage commissions paid by advised accounts. However, CSIM does receive various forms of eligible proprietary research that is bundled with brokerage services at no additional cost from certain of the brokers with whom CSIM executes equity or fixed income trades. These include brokers CSIM is affiliated with such as Schwab or from participation in Broker/Custodian-Related Programs for certain separately managed account strategies. These services or products can typically include: company financial data and economic data (e.g., unemployment, inflation rates and GDP figures), stock quotes, last sale prices and trading volumes, research reports analyzing the performance of a particular company or stock, access to websites that contain data about various securities markets, narrowly distributed trade magazines or technical journals covering specific industries, products, or issuers, seminars or conferences registration fees which provide substantive content relating to eligible research, discussions with research analysts or meetings with corporate executives which provide a means of obtaining oral advice on securities, markets or particular issuers, short-term custody related to effecting particular transactions and clearance and settlement of those trades, lines between the broker-dealer and order management systems operated by a

third party vendor, dedicated lines between the broker-dealer and CSIM's order management system, dedicated lines providing direct dial-up service between CSIM and the trading desk at the broker-dealer, and message services used to transmit orders to broker-dealers for execution. CSIM can use research services furnished by brokers or dealers in servicing all client accounts, and not all services will necessarily be used in connection with the account that paid commissions or spreads to the broker or dealer providing such services.

Although CSIM does not have arrangements to cause a client to pay higher commissions to obtain soft dollar benefits, CSIM benefits from its receipt of bundled research because it does not have to produce or pay for the research, products or services. Consequently, CSIM has an incentive to select or recommend a broker-dealer based on its interest in receiving the proprietary research or other products or services.

CSIM will sometimes purchase for clients new issues of securities in a fixed price offering. In these situations, the seller may be a member of the selling group that will, in addition to selling securities, provide CSIM with research services, in accordance with applicable rules and regulations permitting these types of arrangements. Generally, the seller will provide research "credits" in these situations at a rate that is higher than that which is available for typical secondary market transactions.

CSIM has an internal committee to oversee trading practices, and has established policies and procedures applicable to best execution, soft dollars and other client commissions practices. The policies and procedures require CSIM portfolio management to obtain approval from that committee for certain arrangements with a broker to obtain a research product or brokerage services. CSIM is not obligated to direct client transactions to broker-dealers that provide research information. During its last fiscal year, CSIM did not pay commissions to a particular broker-dealer in return for brokerage and research services but, as noted above, CSIM may have executed through "full service" broker dealers at a rate higher than might otherwise be available.

### **Directed Brokerage**

CSIM does not recommend, request, require or permit any Wasmer Schroeder Strategies client to direct CSIM to execute transactions through a specified broker-dealer.

### **Trading Process**

Trade orders for the different strategies CSIM manages are generated by each strategy's portfolio management team and/or Trading Group, on various systems, and may utilize one or more trading strategies (e.g., price at the time of order arrival, market closing price, volume weighted average price over some specified period). Certain trading strategies place relatively greater emphasis on timing, others on speed of execution, while others place greater emphasis on reducing market impact cost. As a result, the speed of trade order fulfillment and the prices achieved for the same security are likely to vary in different programs or strategies and among Trading Groups. Certain strategies or different Trading Groups, which include accounts in programs with different fee structures, may trade in advance of other strategies or their trades could be completed more quickly, and, in these cases, could achieve different execution on the same or similar securities. In addition, market, regulatory, and/or country limitations (especially in the case of emerging markets) may contribute to differences in security prices.

For Windhaven Strategies, ThomasPartners Strategies, the SMP Program, the UMP Program and SIP, CSIM typically performs maintenance trades and strategy trades. Maintenance trades reflect individual activity in a client account, such as initial contributions, additional account contributions, or raising cash for withdrawals

("Maintenance Trades"). Strategy trades impact nearly all client accounts within a strategy and are directed by that strategy's portfolio management team ("Strategy Trades").

SMP Program, SIP and CSTC clients direct CSIM, CSIA and CSTC, as applicable, to use Schwab to effect securities trades for their account. Large share trade orders can occur when there are large daily flows into or out of the program, CSIM reallocates/rebalances clients' accounts, or CSIM replaces an ETF with another ETF across all applicable client accounts. For these large trade orders, Schwab may solicit bids from other broker-dealers that may act as principal in the transaction, meaning that the other broker-dealer executes the trade in an account in which the broker-dealer has a beneficial ownership interest or may execute a riskless-principal trade where the other broker-dealer buys (sells) a security from (to) a third party (e.g., another customer or broker-dealer).

### **Aggregation and Allocation of Securities Transactions**

For the Wasmer Schroeder Strategies, CSIM will execute block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute trades in a timelier, more equitable manner, at an average price. CSIM will typically aggregate trades among clients whose accounts can be traded at a given broker. Significant aspects of CSIM's block trading policy and procedures are described herein. Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with CSIM, or our firm's order allocation policy. The portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account. The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable CSIM to achieve best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution as well as the best net price. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated. Adjustments to this allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of securities held in any client account, or to avoid excessive ticket charges in smaller accounts according to the firm allocation policy. Allocations are determined by strategy and client type with regard to how securities are allocated to an account. Considerations for allocation in municipal accounts include but are not limited to client state of residence, cash as a percentage of assets, lot size and structural needs. For taxable accounts considerations include, but are not limited to, cash as a percentage of assets, lot size, asset class needs, duration and ratings needs. Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of securities traded for each client. No client or account will be unfairly favored over another.

### **"Step-Out" Trades**

For Wasmer Schroeder Strategies, CSIM places fixed income securities trades with selected broker-dealers other than the program sponsor or client-selected broker-dealer/custodian to the extent that a "step-out" trade from the program sponsor or client selected broker-dealer/custodian will seek to achieve best execution in aggregate over time. Certain program sponsors may have restrictions on accommodating step-out trades which may affect execution quality.

### **Trade Errors**

CSIM maintains policies and procedures that address the identification and correction of trade errors. On those occasions when such an error does occur, CSIM will use reasonable efforts to identify and resolve errors as promptly as possible. CSIM will address and resolve errors on a case-by-case basis, in its discretion, based on the facts and circumstances. CSIM is not obligated to follow any single method of resolving errors but will seek to treat all clients fairly in the resolution of trade errors.

### **Review of Accounts**

CSIM periodically reviews client accounts, including Registered Funds, utilizing product-specific review processes. Accordingly, account review may differ across client and product types. CSIM's portfolio managers are generally responsible for the daily management and review of the client accounts under their supervision. Such reviews may examine compliance with client's investment objectives and account guidelines, account performance and CSIM's current investment process and practices, as applicable. Below is a more detailed description of account reviews conducted by CSIM.

Direct Client accounts are typically reviewed on at least an annual basis. The reviews are performed by Portfolio Managers and/or the Client Service team members and generally focus on the client's personal financial situation, liquidity needs, and comfort with risk level; a review of account restrictions; an overview of the client's current portfolio; and any questions the client may have on their accounts and strategies. For clients who establish and maintain their relationship through their Primary Advisor, sub-adviser or Wrap Fee Program sponsor, account reviews would typically be performed by personnel of the Primary Advisor, sub-adviser or Wrap Fee Program sponsor. Reviews of accounts custodied at Schwab may be assisted by Schwab personnel. Clients generally receive quarterly written reports, which include the client's investment positions and the performance of their Wasmer Schroeder Strategies account(s). This is in addition to the monthly statements from custodians and confirmations of transactions that clients receive from various broker-dealers.

### **Client Referrals and Other Compensation**

CSIM may recommend that Wasmer Schroeder Strategies clients establish brokerage accounts with Schwab, an affiliate registered broker-dealer, to maintain custody of clients' assets and to effect trades for their accounts.

Certain employees of CSIM and CSIM's affiliates are compensated based on the asset growth of the Wasmer Schroeder Strategies. Consequently, these employees may have an incentive to recommend the Wasmer Schroeder Strategies over other types of strategies managed by CSIM.

CSIM may contract with unaffiliated independent solicitors to obtain new Wasmer Schroeder Strategies clients. Client fees are generally not higher than CSIM's standard Wasmer Schroeder Strategies fees because of payment to such a solicitor.

Schwab provides CSIM, its affiliate, with access to its institutional trading and operations services, which are typically not available to Schwab clients. Schwab's services include research, brokerage,

custody, and access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment. Schwab also makes available to CSIM other products and services that benefit CSIM but may not benefit clients' accounts. Some of these other products and services assist CSIM in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information, and other market data; facilitate payment of CSIM's Fees from its clients' accounts in the Windhaven Strategies and ThomasPartners Strategies; and assist with back-office support, recordkeeping, and client reporting. Many of these services generally may be used to service all or a substantial number of Wasmer Schroeder Strategies, Windhaven Strategies, ThomasPartners Strategies, UMP Program and SMP Program client accounts, including accounts not maintained at Schwab.

Schwab may also provide CSIM with other services intended to help CSIM manage and further develop its business. These services may include consulting, publications and presentations on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange, and/or pay for these types of services to CSIM by independent third parties. Schwab may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to CSIM.

Representatives of TDA receive a payment from TDA for referring clients to Schwab for services not available through TDA, including the SMP Program, Windhaven Strategies, ThomasPartners Strategies and Wasmer Schroeder Strategies, but excluding the UMP Program. Representatives of TDA receive this payment regardless of whether referred clients avail themselves of the Schwab service for which they have been referred.

### **Other Broker/Custodian-Related Programs**

For the Wasmer Schroeder Strategies, CSIM participates in a number of Broker/Custodian-Related Programs sponsored by unaffiliated firms. If a client does not have an existing custodial relationship, CSIM may recommend that the client establish the brokerage account(s) with a custodian with whom CSIM has an existing relationship. While the custodian chosen does not impact the investment advice provided, CSIM may receive benefits that may not be available if the client chose a different custodian and that may or may not depend on the amount of assets custodied. These benefits may include: access to client account data (such as trade confirmations and account statements); facilitation of trade execution and allocate aggregated trade orders for multiple client accounts; research, pricing and other market data; facilitation of payment of our fees from clients' accounts; and assistance with back-office functions, recordkeeping and client reporting. These services may also include: compliance, legal and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers.

These benefits and services may be useful for all client accounts. Although we recommend that clients establish accounts with specific custodians, it is the client's decision to determine the custodian to custody their assets. CSIM is independently owned and operated and not affiliated with any custodian other than Schwab. As a result of receiving benefits and such services for no additional cost, we may have an incentive to continue to use or expand the use of the custodians' services. We examined this potential conflict of interest when we chose to enter into the relationships and periodically review such conflicts and have determined that these arrangements are in the best interests of CSIM's clients and satisfy our client obligations, including our duty to seek best execution.

### **Client Referrals from Solicitors**

CSIM may contract with independent solicitors and its affiliate, Schwab (and/or Schwab affiliates), to obtain new Wasmer Schroeder Strategies clients. CSIM participates in the Fidelity Wealth Advisor Solutions® program (the "WAS Program"), through which CSIM receives Wasmer Schroeder Strategies referrals from Fidelity Personal and Workplace Advisors LLC ("FPWA"), a registered investment adviser and indirect wholly owned subsidiary of FMR LLC, the parent company of Fidelity Investments. CSIM is independent and not affiliated with FPWA or FMR LLC. FPWA does not supervise or control CSIM, and FPWA has no responsibility or oversight of CSIM's provision of Wasmer Schroeder Strategies portfolio management or other advisory services. Currently, CSIM does not receive any new referrals in the program. CSIM continues to pay referral fees to FPWA for referrals previously received based on CSIM's assets under management attributable to each client referred by FPWA or members of each client's household. These referral fees are paid by CSIM and not the client.

Some solicitors may require CSIM to meet certain minimum participation criteria, or may select CSIM as a result of its other business relationships with the solicitor and its affiliates. As a result, CSIM may have a conflict of interest in using or recommending the solicitor or its affiliates to provide services such as brokerage and custody to its advisory clients.

### **Custody**

For those Wasmer Schroeder Strategies clients that have selected Schwab or TDA as custodian for their account, Schwab or TDA, as applicable, on at least a quarterly basis, will send client account statements detailing account positions and activities during the preceding period.

A portion of client accounts are held in custody by unaffiliated broker-dealers or banks. These unaffiliated broker-dealers or banks will also send client account statements on at least a quarterly basis.

Clients should carefully review these statements, and should compare these statements to any account information provided by CSIM, as the information provided in CSIM's quarterly reports for clients may vary based on accounting procedures, reporting dates, or valuation methodologies.

Clients may elect to custody their accounts at any custodian of their choosing, subject to the acceptance of CSIM. However, the selection of a custodian may or may not put a client at a disadvantage for getting best execution for their trades.

CSIM may directly deduct advisory fees from Wasmer Schroeder Strategies client accounts based on the specific arrangement with each client. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

### **Investment Discretion**

When clients choose the Wasmer Schroeder Strategies, they sign the custodian's applicable new account paperwork giving CSIM authorization to make trades in their account. This investment management discretion is limited to the purchase and sale of securities and investment of cash, and does not include discretion for distributions of cash or securities (except for limited grants of authority to facilitate withdrawal of money and direct payments to third



parties according to clients' instructions). Clients may impose reasonable restrictions on the management of their account, subject to the acceptance of CSIM.

Investments will not exceed the client's funds in the account and a margin balance will not be maintained, unless allowed by CSIM.

Subject to meeting minimum security gain/loss thresholds and CSIM's approval, CSIM can accommodate client requested tax gain/loss harvesting. CSIM reserves the right to decline the request. CSIM will harvest gains and/or losses at the security level only and will not take tax lots into consideration. See the "Tax Gain/Loss Harvesting Risks" section for more details on the risks associated with client tax gain/loss harvesting for the Wasmer Schroeder Strategies.

## Voting Client Securities

The following is a summary of CSIM's Proxy Voting Policy (the "Proxy Policy") concerning proxies voted by CSIM on behalf of each investment advisory client who delegates voting authority to CSIM ("Delegating Client"). The Proxy Policy may be changed as necessary to comply with regulatory requirements and internal policies and procedures. An internal proxy committee (the "Proxy Committee") exercises and documents CSIM's responsibility with regard to voting of client proxies.

To assist CSIM and the overall proxy voting process, CSIM has elected to retain an unaffiliated third party proxy voting service as an expert in the proxy voting and corporate governance area (the "Service"). The services provided by the Service include in-depth research, global issuer analysis and voting recommendations, as well as vote execution, reporting and record keeping. CSIM may retain additional experts in the proxy voting and corporate governance area in the future.

The Proxy Committee has the ultimate responsibility for developing the Proxy Policy to determine how to vote the shares. CSIM's Investment Stewardship Team has the primary responsibility to oversee that voting is carried out consistent with the Proxy Policy. The Investment Stewardship Team also conducts research into proxy issues and carries out engagement activities with companies. The Proxy Committee receives reports from the Investment Stewardship Team on these activities. However, portfolio managers of separately managed account clients maintain full discretion to vote the shares held by these clients based on their analysis of the economic impact of the ballot items. Therefore, shares for these separate account clients may be voted differently from those voted solely under the guidance of the Investment Stewardship Team.

As a leading asset manager, it is CSIM's responsibility to use its proxy votes to encourage transparency and corporate governance structures that it believes protect or promote shareholder value. CSIM takes a long-term, measured approach to investment stewardship. CSIM's client-first philosophy drives all of its efforts, including its approach to decision making. In the investment stewardship context, that unfolds through CSIM's efforts to appropriately manage risk by encouraging transparency and focusing on those corporate governance structures that will help protect or promote shareholder value. In general, CSIM believes corporate directors, as the elected representatives of all shareholders, are best positioned to oversee the management of their companies. Accordingly, CSIM typically supports a board of directors' and management's recommendations on proxy matters but may not always do so.

CSIM invests on behalf of its clients in companies domiciled all over the world. Since corporate governance standards and best practices differ by country and jurisdiction, the market context is taken into account in the analysis of proposals. Furthermore, there are instances where CSIM may determine that voting is not in the best interests of its Delegating Clients (typically due to costs or to trading restrictions) and will refrain from submitting votes.

The Proxy Committee reviews the Service's written proxy voting guidelines (the "Service's Proxy Guidelines") with input from the Investment Stewardship Team. CSIM generally utilizes the Service's Proxy Guidelines to vote. However, CSIM may create custom voting guidelines where its view does not align with the Service's Proxy Guidelines. Further, the Proxy Committee may delegate voting decisions on particular types of votes to the Investment Stewardship Team, and the Investment Stewardship Team may vote differently than the Service's Proxy Guidelines suggest, to the extent they believe it is in the best interest of a Delegating Client. Contested director elections, mergers and acquisitions, and most shareholder proposals requesting additional environmental and social disclosures are voted on a case-by-case basis by CSIM's Investment Stewardship Team. In addition, securities held in separately managed accounts may be voted on a case-by-case basis by the portfolio manager for the account.

CSIM has adopted proxy voting principles on key proposals, including election of directors, ratification of auditors, contested directors elections, classified boards, majority/cumulative voting, proxy access, independent chair, executive compensation and frequency, equity compensation plans, employee stock purchase plans, re-price/exchange option plans, shareholder rights plans, right to call special meetings, right to act by written consent, supermajority voting, increase in authorized common shares, preferred shares, mergers and acquisitions, environmental and social proposals, and political contributions.

CSIM maintains the following practices that seek to prevent undue influence on its proxy voting activity. Such influence might arise from any relationship between the company holding the proxy (or any shareholder or board member of the company) and CSIM, CSIM's affiliates, a client or client's affiliate, or a CSIM employee.

From time to time, client accounts may hold securities issued by a Registered Fund advised by CSIM or securities issued by CSC, CSIM's parent company. Because CSIM has an inherent conflict of interest with respect to such proxies, CSIM will "echo vote" proxies solicited by a Registered Fund or by CSC, unless otherwise required by law. When required by law or applicable exemptive order, CSIM will also "echo vote" proxies of an unaffiliated mutual fund or ETF. Echo voting means that proxies for CSIM clients will be voted for and against management in the same proportion as proxies are voted by all of the other shareholders of the relevant issuer. Echo voting allows shares held by CSIM to count towards any necessary quorum without otherwise influencing the outcome of a proxy measure.

Where the Proxy Committee has delegated an item to the Investment Stewardship Team or a portfolio manager of a separately managed separate account, CSIM has taken certain steps to mitigate perceived or potential conflicts of interest, including, but not limited to, the following: (i) maintaining a reporting structure that separates employees with voting authority from those with sales or business relationship authority; (ii) reporting of potential conflicts to the Proxy Committee to review the conflict and provide final vote determination; and (iii) defaulting to CSIM's Proxy Policy.

In all other cases, proxy issues that present material conflicts of interest between CSIM and/or any of its affiliates, and its clients, will be delegated to the Service to be voted in accordance with CSIM's Proxy Policy which is set each year based on governance criteria and not influenced by any individual issuer or ballot item.

Voting proxies with respect to shares of foreign securities may involve significantly greater effort and corresponding cost than voting proxies with respect to domestic securities due to the variety of regulatory schemes and corporate practices in foreign countries with respect to proxy voting. In consideration of the foregoing issues, the Service uses its best efforts to vote foreign proxies. As part of its ongoing oversight, the Proxy Committee will monitor the voting of foreign proxies to determine whether all reasonable steps are taken to vote foreign proxies. If the Proxy Committee determines that the cost associated with the attempt to vote outweighs the potential

benefits Delegating Clients may derive from voting, the Proxy Committee may decide not to attempt to vote. In addition, certain foreign countries impose restrictions on the sale of securities for a period of time before and/or after a shareholder meeting. To avoid these trading restrictions, the Proxy Committee instructs the Service not to vote such foreign proxies (share-blocking).

Where CSIM has delegated day-to-day investment management responsibilities for a client account to a sub-adviser, CSIM may (but generally does not) delegate proxy voting responsibility to the sub-adviser. However, each sub-adviser to whom proxy voting responsibility has been delegated will be required to review all proxy solicitation material and to make voting decisions associated with the securities it has been allocated in the best interest of such Delegating Client. Prior to delegating the proxy voting responsibility, CSIM will review each sub-adviser's proxy voting policy to determine whether it believes that each sub-adviser's proxy voting policy is generally consistent with the maximization of the value of CSIM's clients' investments by protecting the long term best interests of a company's shareholders.

Additional information about CSIM's proxy voting practices with respect to the Registered Funds is included in their respective prospectuses and statements of additional information. A client may obtain a copy of CSIM's Proxy Policy, or information regarding how his or her securities were voted, by calling CSIM at 239-263-6877.

Delegating Clients may not direct voting in a particular solicitation. Clients wishing to retain the ability to vote proxies must submit a separate form to their custodian.

## **Financial Information**

CSIM does not require nor solicit prepayment of investment advisory fees in excess of \$1,200 more than six months in advance of services rendered from its clients. CSIM (and historically CSIA, Windhaven Investment Management, Inc. and ThomasPartners, Inc.) is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor has CSIM been the subject of a bankruptcy petition at any time during the past ten years.