

**Headway Corporate Resources, Inc. Salary  
Savings Plan  
2012 Explanation of Fees and Services**

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# EXECUTIVE SUMMARY

## Introduction

As a retirement plan fiduciary, you play an important role in helping participants make the most of their retirement savings. Employees rely on you to understand the fees paid by their plan and to make sure those fees are reasonable and prudent in light of the services received. We're pleased that you've chosen Schwab Retirement Plan Services, Inc. (SRPS), and its affiliates to administer your retirement plan. We believe in the value of our service, and we have enclosed Schwab's Fee Disclosure Report to help support your effort and obligation to ensure an appropriate balance of fees and services for your plan.

This Fee Disclosure Report ("Report") details the fees your plan currently pays for services provided by Schwab as further defined in this report. We've tried to make the report as comprehensive and easy to understand as possible. As you review it, keep in mind that the plan-level information it contains is a snapshot gathered from Schwab's internal databases on or near the date shown in the Plan Participation table below. Also please remember that fees can change based on changes you make to your fund line-up, services we provide at your request, transactions that take place in your plan and other factors. We will notify you if the fees reported here change.

If you have questions about your plan or about Schwab's fees or services after reviewing this report, please feel free to contact your Client Service Manager.<sup>1</sup> We'd be happy to help you.

## Estimated Plan Participation as of July 31, 2012

The table below lists the investment features and associated balances currently included in your retirement plan and the number of participants in each feature.

| Investment Feature          | Market Value        | Number of Participants |
|-----------------------------|---------------------|------------------------|
| Core Assets                 | \$14,682,174        | ---                    |
| Schwab Bank Savings         | \$1,231,454         | ---                    |
| PCRA <sup>2</sup>           | \$902,382           | 13                     |
| Participant Loans           | \$313,328           | 40                     |
| Total Market Value          | <b>\$17,129,338</b> |                        |
| Total Eligible Participants | <b>3,556</b>        |                        |

**<sup>1</sup>The information in this report is confidential and may not be disclosed by the employer or agent acting on its behalf to any party other than the plan, the plan sponsor, a party providing services to the plan or plan sponsor, or plan participants and beneficiaries, without the prior consent of Schwab Retirement Plan Services, Inc. (SRPS)**

The Charles Schwab Corporation ("Schwab") provides services to retirement and other benefit plans and participants through its separate but affiliated companies and subsidiaries: Charles Schwab Bank; Charles Schwab & Co., Inc.; Schwab Retirement Plan Services, Inc; and Schwab Retirement Plan Services Company. Brokerage products and services are offered by Charles Schwab & Co., Inc. (Member SIPC). Trust and custody products and service are offered by Charles Schwab Bank. Schwab Retirement Plan Services, Inc. and Schwab Retirement Plan Services Company provide recordkeeping and related services with respect to retirement plans.

<sup>2</sup> Schwab Personal Choice Retirement Account® (PCRA) is offered through Charles Schwab & Co., Inc. (Member SIPC), the registered broker/dealer, which also provides other brokerage and custody services to its customers.

## Summary of Recurring Plan Fees

The table below outlines the recurring fees and compensation for plan designated investment accounts in your retirement plan. Please remember that additional fees may apply based on the circumstances detailed later in this report.

| Service/Fee Type                           | Fee Formula                         | Estimated Annual Amount |
|--|-------------------------------------|-------------------------|
| Schwab Retirement Plan Services, Inc.      |                                     |                         |
| Shareholder Servicing and related services |                                     |                         |
| Schwab Funds                               | 0.02% - 0.10% of assets             | \$1,954                 |
| Non-Schwab Funds                           | 0.00% - 0.35% of assets             | \$2,429                 |
| SRPS Subtotal                              |                                     | <b>\$4,383</b>          |
| SRPS Net                                   |                                     | \$4,383                 |
| CSIM and Subadvisor Mutual Fund Management | 0.09% - 0.89% of Schwab Fund Assets | \$13,188                |
| Third Party Mutual Fund Management         | 0.11% - 0.37%                       | \$13,986                |
| Recurring Fees Total                       |                                     | <b>\$31,557</b>         |
| Total as % of assets                       |                                     | <b>0.18%</b>            |
| Total per participant                      |                                     | <b>\$9</b>              |

Fund Management rates and amounts are net of Shareholder Servicing Offsets reflected above.

### Recordkeeping and Trust and Custody Fees

Schwab Retirement Plan Services, Inc. (SRPS) is a bundled retirement plan service provider. Our standard service package includes recordkeeping and trust and custody services as outlined in the "Services Provided by Schwab" section of this report. As a bundled provider, we do not charge separately for trust and custody services. However, these services represent a cost of \$4,400, which is paid to Charles Schwab Bank for services provided to the plan. The 408(b)(2) regulations require that we provide a good faith estimate of fees as if recordkeeping services were provided as a stand-alone service to the plan. For your plan, the estimated total compensation for recordkeeping-related services is \$72,562.

## Schwab Personal Choice Retirement Account

With Schwab Personal Choice Retirement Account® (PCRA) as a plan option, your participants have access to a full-service brokerage solution and can enjoy all the capabilities that our brokerage account clients have.

**Choice**—Access to individual securities and exchange traded funds (ETFs) and thousands of mutual funds, including many without sales fees or loads

**Help and Guidance**—Dedicated teams to support participants with their needs, including account opening, trading, independent research tools, expert commentary, and questions about their retirement plan

**Flexibility**—Access for participant selected third-party advisors, access to Schwab’s Automatic Investment Plan, multiple PCRA capability, and a tailored trading menu

**Competitive Pricing**—Low-cost equity trades, Schwab ETFs with some of the lowest expense ratios in the industry, and commission-free trading.

The table below outlines the fees and compensation for PCRA accounts in your retirement plan. Please remember that additional fees may apply based on the circumstances detailed later in this report.

| Service/Fee Type                           | Fee Formula   | Estimated Annual Amount |
|--|---------------|-------------------------|
| <b>Recurring Fees</b>                      |               |                         |
| CSIM and Subadvisor Mutual Fund Management | 0.13% - 0.48% | \$2,129                 |
| CSCO Shareholder Servicing                 | 0.02% - 0.50% | \$1,334                 |
| Third Party Mutual Fund Management         | 0.16% - 1.45% | \$717                   |
| <b>Total</b>                               |               | <b>\$4,180</b>          |
| <b>Total as % of PCRA assets</b>           |               | <b>0.46%</b>            |
| <b>Total per PCRA participant</b>          |               | <b>\$322</b>            |

## Summary of Participant Authorized Servicing Fees

The table below outlines the participant authorized fees charged to your retirement account which are not included in the above estimates. Please remember that additional fees may apply based on the circumstances detailed later in this report.

| <b>Participant Authorized Fees</b> |                 |          |
|------------------------------------|-----------------|----------|
| Schwab Retirement Planner®         | See details     | \$65,656 |
| SRPS Participant Transaction Fees  | See details     | \$500    |
| CSCO Transaction Fees              | Per Transaction | \$784    |

The estimated annual amounts illustrated above for asset-based fees are calculated using a snapshot of assets held on the date of this report multiplied by the fee formula for each underlying fund as applicable for the service/fee type.

The estimated annual amounts illustrated above for transaction driven fees are based on historical information for your plan.

## Schwab Entities

One or more of the following Schwab entities may work together to provide services to your plan accounts and may share the proceeds of fees and other compensation disclosed in this Report. Unless specifically noted, the term “Schwab” refers to these companies and their affiliates:

- Charles Schwab & Co, Inc.(CSCO – EIN#94-1737782)
- Charles Schwab Bank (CSB – EIN#42-1558009)
- Schwab Retirement Plan Services, Inc. (SRPS – EIN#34-1479833)
- Charles Schwab Investment Management, Inc. (CSIM – EIN#94-3106735)

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## Overview

The Employee Retirement Income Security Act of 1974 (ERISA), as amended, requires employee benefit plan fiduciaries to act solely in the interests of, and for the exclusive benefit of, plan participants and beneficiaries. As part of that obligation, plan fiduciaries should consider cost, among other things, when choosing investment options for the plan and selecting plan service providers.

The information in this report is provided by Schwab Retirement Plan Services, Inc. (SRPS), as a Covered Service Provider, to satisfy the service provider fee disclosure requirements under ERISA 408(b)(2). This information should assist the plan fiduciary in making informed cost-benefit decisions with respect to your plan.

In general, a Covered Service Provider is a service provider that enters into a contract or arrangement with a plan and reasonably expects \$1,000 or more in compensation, direct or indirect, to be received in connection with the following services:

- Serves as a fiduciary or registered investment advisor
- Certain recordkeeping or brokerage services
- Other services for indirect compensation such as audit, accounting, legal and valuation

Compensation is anything of monetary value (for example, money, gifts, awards and trips), but does not include non-monetary compensation valued at \$250 or less, in the aggregate, during the term of the contract or arrangement.

Direct compensation is compensation received directly from the plan. Any fees paid directly from plan assets are considered direct compensation, as is any compensation that is paid by the plan sponsor but is later reimbursed from the plan.

Indirect compensation is compensation received from any source other than the covered plan, the plan sponsor, or an affiliate. Compensation received from a subcontractor is indirect compensation, unless it is received in connection with services performed under the subcontractor's contract or arrangement.

## Additional Information

The amounts illustrated in this disclosure represent estimated annual plan expenses. Additional investment product information regarding fees relating to specific investments may be obtained from the applicable product prospectus or other similar documents. Additional information relating to plan administration services and expenses is contained in Schwab service agreements, trust or custody agreements, and fee schedules. As there may be other plan fees and expense charged to the plan by other service providers, the plan fiduciary should consider contacting all of its plan service providers to request fee information with respect to their services.

## SERVICES PROVIDED BY SCHWAB

Below is a general summary of the services available from Schwab. These services vary from plan to plan depending on the needs of the plan and the services requested by the plan sponsor. Please refer to your plan services agreement and trust or custody agreements for more information regarding the services that you have requested for your plan.

### Standard Services

Standard services available from Schwab Retirement Plan Services, Inc. (SRPS) include but are not limited to:

- Maintenance of participant records

- Schwab Retirement Planner service, which includes a discretionary management service that provides personalized savings and investment strategy for participants, provided by GuidedChoice.<sup>3</sup>
- Processing of transactions and investment instructions
- Preparation and delivery of periodic participant benefit statements
- Preparation and delivery of employer management reports
- Access to participant service representatives by phone
- Access to secure plan sponsor and participant websites
- Monitoring of eligibility and enrollment
- Participant distribution and loan processing
- Assistance in preparation of Plan and Trust Documents
- Preparation of required government filings (i.e., Form 5500)
- Standard compliance and testing services
- Non-discretionary investment information and tools
- Participant education seminars and materials
- Participant investment advice tools provided by third party investment advisor(s)
- Conversion services for establishing plan and participant records on Schwab systems.

### Non-standard Services

Non-standard services are also available from Schwab Retirement Plan Services, Inc. (SRPS) upon request. These may relate to special events such as mergers, spin-offs, and plan terminations as well as advanced plan design and compliance testing.

### Trust and Custody Services

Trust and custody services provided by Charles Schwab Bank include but are not limited to:

- Custody and safekeeping of plan assets
- Daily transaction processing as directed by plan sponsor and record keeper
- Withdrawal, distribution and loan payment processing
- Form 945, 1099-R and 1096 tax reporting
- Quarterly and Annual Trust Statements
- Payment to Federal and State Tax Withholding agencies

### Investment Management Services

**Proprietary Mutual Funds.** Charles Schwab Investment Management Inc. (CSIM) earns compensation from the plan for advisory and certain administrative services performed for the Schwab proprietary funds, including the Charles Schwab Family of Funds (“Schwab Funds®”), Schwab’s money market funds, the Laudus Funds and Schwab Exchange Traded Funds (ETF).

**Schwab Bank Savings.** Schwab Bank Savings (“SBS”) is offered by the Business Trust Division of Charles Schwab Bank (the “Business Trust Division”), a federal savings bank chartered by the Office of the Comptroller of the Currency (“Schwab Bank”), to retirement plans (the “Plans”) for which the Business Trust Division serves a directed trustee or custodian under the Schwab Index Advantage program. The SPS feature makes available to each Plan participant (“Participant”) a money market deposit account (“MMDA”) at Charles Schwab Bank. A MMDA is a type of savings deposit.

Federal Deposit Insurance Corporation (“FDIC”) regulations permit Participants to receive FDIC insurance on deposits held in a Plan based upon (i) recordation of the deposits at Schwab Bank in the manner set forth in the MMDA Agreement and (ii) maintenance of records by the Business Trust Division and the Plan as set forth in the MMDA Agreement. Each Participant’s beneficial interest in the MMDA as reflected in records maintained by the Plan will be eligible for FDIC insurance up to \$250,000, subject to FDIC aggregation rules for other accounts held by the Participant with Schwab Bank. Participant’s funds, if any, in deposit accounts (including certificates of deposit) at Schwab Bank held through certain other self-directed retirement plans and accounts, including an individual retirement account (“IRA”), will be aggregated for purposes of the FDIC’s \$250,000

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<sup>3</sup> Retirement plan investment advice is formulated and provided by GuidedChoice Asset Management, Inc. (GuidedChoice®), which is not affiliated with or an agent of Charles Schwab & Co., Inc. (CS&Co.), Schwab Retirement Plan Services, Inc. (SRPS) or any of their affiliates.

coverage limit. Please read with care the section headed "FDIC Insurance." Participants are responsible for monitoring their deposits with Schwab Bank in order to determine the extent of FDIC coverage available to them.

**Schwab Retirement Planner.** Schwab has engaged GuidedChoice Asset Management, Inc. ("GuidedChoice"), an independent investment advisor, to make available to Employers for use under their employee benefit plans discretionary investment management services employing GuidedChoice's computer model-based investment services ("Managed Account Services"). GuidedChoice has acknowledged that it: (a) will be deemed an Investment Manager as that term is defined in Section 3(38) of ERISA, which respect to the Managed Account portfolios and the Managed Account Services, (b) will be deemed to be an "investment adviser" to the Plans as that term is defined under the Investment Advisers Act of 1940 ("Advisers Act"), as amended, and registered with the Securities and Exchange Commission under the Advisers Act or under the laws of the State in which GuidedChoice maintains its principal office and place of business and each of its employees, agents, or registered representatives satisfies the requirements of applicable securities laws relating to the provision of the Managed Account Services; and (c) will maintain such registration as an independent adviser and all other necessary licenses and registrations (including employee, agent or representative registrations) to perform its obligations relating to the Managed Account portfolios and the Managed Account Service.

### Brokerage Account Services

Schwab Personal Choice Retirement Account® (PCRA) participant self-directed brokerage services provided by Charles Schwab & Co., Inc. include but are not limited to:

- Brokerage trading services
- Expanded array of investment options including stocks, bonds, mutual funds, and ETFs
- Access to industry-leading research, tools and analyst opinions
- Dedicated Schwab PCRA service representatives
- Periodic brokerage statements
- Schwab Advisor Network referral program<sup>4</sup>
- Mutual fund OneSource program
- Security Custody services
- Competitive commissions and fees

*Investors should consider carefully information contained in the prospectus, including investment objectives, risks, charges, and expenses. You can obtain a prospectus by calling Schwab at 800-435-4000. Please read the prospectus carefully before investing.*

**Brokerage Products: Not FDIC-Insured • No Bank Guarantee • May Lose Value**

## STATUS AS A FIDUCIARY

If you, the plan fiduciary, have appointed Charles Schwab Bank as the directed trustee of the plan, the Bank is a limited fiduciary with respect to the plan.

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<sup>4</sup> Network member advisors are independent and are not employees or agents of Charles Schwab & Co., Inc. ("Schwab"). Schwab prescreens advisors and checks their experience and credentials against criteria Schwab sets, such as years of experience managing investments, amount of assets managed, professional education, regulatory licensing, and business relationship as a client of Schwab. Advisors pay fees to Schwab in connection with referrals. Schwab does not supervise advisors and does not prepare, verify or endorse information distributed by advisors. Investors must decide whether to hire an advisor and what authority to give him or her. Investors, not Schwab, are responsible for monitoring and evaluating an advisor's service, performance and account transactions. Services may vary depending on which advisor an investor chooses.

# PLAN LEVEL ACCOUNT FEES AND COMPENSATION PAID TO SCHWAB

## Fees Payable from Plan Accounts to Schwab

The fees listed below may be paid from plan assets, if Schwab is directed to do so in your services agreement.

### Plan Level Recurring Fees

The table below outlines plan level recurring fees paid to Schwab Retirement Plan Services, Inc. (SRPS). For more details please refer to your services agreement:

| Fee Type            | Rate  | Method              | Paid By |
|---------------------|-------|---------------------|---------|
| Base Fee            | \$0   | Annually            | N/A     |
| Fee per Participant | \$0   | Annually            | N/A     |
| Asset Based         | 0.00% | all assets per year | N/A     |
| Minimum Annual Fee  | \$0   | Annually            | N/A     |

### Non-standard service fees

Fees may apply for services such as mergers, spin-offs, plan design and specialized compliance testing. These fees are determined on a case-by-case basis as described in your Schwab Services Agreement.

### Termination Fees

In general, there is a minimum \$2,500 fee for deconversion of the plan to another service provider. For details of additional plan deconversion fees, please refer to the Schwab Services Agreement.

### Participant Level Transaction Fees

The fees listed below are charged on a per transaction basis and may be paid from participant accounts or other plan assets, if Schwab is directed to do so in your services agreement:

| Fee Type                 | Rate    | Method                                    | Paid By     |
|--------------------------|---------|---|-------------|
| Loan Fee - Establishment | \$50    | per loan                                  | Participant |
| QDRO Determination       | \$1,000 | Per new QDRO                              | Participant |
| Stale Check Processing   | \$25    | Per uncashed check more than 180 days old | Participant |

## Sponsor Designated Investment Alternatives

In addition to the above fees, Schwab receives the following compensation as a result of services provided to the plan for investment positions held at Charles Schwab Bank.

### Fund Related Compensation

Schwab may receive compensation from mutual fund companies or their affiliates for shareholder-related services. The rate received by Schwab may change from time to time as changes are made by mutual fund companies. Outlined below is a snapshot of the Operating Expense Ratio (OER) of each fund, and the rates received by Schwab which may be included in the fund OER.

| Fund Family/Provider | Fund                                    | Market Value    | OER         | Inv Mgt. (CSIM or CSB) | CSB Service Fee | Service Fee RK Offset* | Estimated Offset Amount |
|----------------------|---|-----------------|-------------|------------------------|-----------------|------------------------|-------------------------|
| LOANFUND             | LOANFUND                                | \$313,327.78    | 0.00%       | 0.00%                  | 0.00%           | 0.00%                  | \$0.00                  |
| COLUMBIA             | COLUMBIA MID CAP INDEX Z                | \$677,624.49    | 0.43%       | 0.00%                  | 0.01%           | 0.09%                  | \$677.62                |
| NORTHERN FUNDS       | NORTHERN EMERGING MARKETS EQUITY INDEX  | \$500,418.27    | 0.72%       | 0.00%                  | 0.01%           | 0.34%                  | \$1,751.46              |
| VANGUARD             | VANGUARD TOTAL BOND MARKET INDEX SIGNAL | \$3,816,194.54  | 0.10%       | 0.00%                  | 0.00%           | 0.00%                  | \$0.00                  |
| VANGUARD             | VANGUARD REIT INDEX SIGNAL              | \$39,271.22     | 0.10%       | 0.00%                  | 0.00%           | 0.00%                  | \$0.00                  |
| VANGUARD             | VANGUARD GROWTH INDEX SIGNAL            | \$1,459,163.37  | 0.10%       | 0.00%                  | 0.00%           | 0.00%                  | \$0.00                  |
| VANGUARD             | VANGUARD VALUE INDEX SIGNAL             | \$1,435,345.18  | 0.10%       | 0.00%                  | 0.00%           | 0.00%                  | \$0.00                  |
| VANGUARD             | VANGUARD SMALL CAP GROWTH INDEX INV     | \$751,852.99    | 0.24%       | 0.00%                  | 0.00%           | 0.00%                  | \$0.00                  |
| VANGUARD             | VANGUARD SMALL CAP VALUE INDEX INV      | \$383,873.96    | 0.35%       | 0.00%                  | 0.00%           | 0.00%                  | \$0.00                  |
| SCHWAB               | SCHWAB TOTAL STOCK MARKET INDEX         | \$2,824,886.62  | 0.11%       | 0.06%                  | 0.00%           | 0.02%                  | \$564.98                |
| SCHWAB               | SCHWAB SMALL CAP INDEX                  | \$392,103.14    | 0.19%       | 0.15%                  | 0.00%           | 0.02%                  | \$78.42                 |
| SCHWAB               | SCHWAB INTERNATIONAL INDEX              | \$971,297.28    | 0.21%       | 0.15%                  | 0.00%           | 0.02%                  | \$194.26                |
| SCHWAB               | SCHWAB FDMTL INTL LG CO IDX             | \$429,948.40    | 0.57%       | 0.30%                  | 0.00%           | 0.10%                  | \$429.95                |
| SCHWAB               | SCHWAB FDMTL INTL SM MID CO IDX         | \$686,866.50    | 0.99%       | 0.40%                  | 0.00%           | 0.10%                  | \$686.87                |
| TOTAL                |   | \$14,682,173.74 | 0.21% (Avg) | N/A                    | N/A             | 0.03% (Avg)            | \$4,383.56              |

\*Service fees received from fund companies and/or their affiliates for services rendered in connection with a no transaction fee program. The proceeds are used to offset Company and/or Trust recordkeeping costs.

Above is information that describes on a fund-by-fund basis the shareholder and administrative service fees paid to Charles Schwab & Co., Inc. and its affiliates, including Charles Schwab Bank, that are paid or credited directly to Schwab Retirement Plan Services, Inc. and/or Charles Schwab Bank, as a result of the investment of the plan's assets in such funds (excluding any income earned on cash float).

The information shown in the table above is a snapshot of the designated investment options currently held in your plan. Schwab Retirement Plan Services, Inc. (SRPS) makes no representations as to the completeness or accuracy of the information contained in the above table with respect to unaffiliated funds. You will receive notification from us in the event of a Schwab proprietary fund rate change or a change in Schwab compensation paid from unaffiliated funds. You will not receive notification each time an unaffiliated fund OER changes. More information related to the OERs for unaffiliated mutual funds may be obtained at any time by requesting a fund prospectus or visiting [www.schwab.com/workplace](http://www.schwab.com/workplace).

*Investors should consider carefully information contained in the prospectus, including investment objectives, risks, trading policies, charges and expenses. You can request a prospectus by calling your Schwab representative. You may also request a prospectus at [www.schwab.com/workplace](http://www.schwab.com/workplace). Please read the prospectus carefully before investing.*

**Schwab Retirement Planner**—The Schwab Retirement Planner fee will be assessed as an Asset Based Fee calculated using participant actual balances subscribed in Schwab Retirement Planner for the calculation period according to the following tier structure.

| TIER | FEE    | PARTICIPANT ACCOUNT BALANCE RANGE |
|------|--------|-----------------------------------|
| 1    | 45 bps | \$0.00 - \$150,000.00             |
| 2    | 40 bps | \$150,000.01 - \$250,000.00       |
| 3    | 35 bps | > \$250k                          |

NOTE: the fee column above represents an annualized rate. Actual number of days (including non-trading days) in Schwab Retirement Planner will be used (even if the participant is no longer subscribed in Schwab Retirement Planner at time of calculation, they will be assessed the fee based on the days they were subscribed in Schwab Retirement Planner. Positions not included in Managed Services (PCRA, Employer Securities, Loan Fund, or Frozen Funds) are not included in the fee calculation. Mutual Fund Trade restrictions do not affect this fee.

Fees described above are inclusive of fees paid by SRPS to GuidedChoice, as described in the GuidedChoice disclosure of services and fees. Remaining amounts, if any, may be retained by SRPS for services provided to the plan by SRPS with respect to Schwab Retirement Planner, with such services detailed in your Services Agreement.

**Schwab Proprietary Mutual Funds**—Charles Schwab Investment Management Inc. earns compensation for investment advisory and administrative services provided to the Schwab proprietary mutual funds. The rate listed above for CSIM represents the management fee CSIM is entitled, a portion of which may be waived by CSIM.

### Trust and Custody Fee

Charles Schwab Bank receives compensation at the rate of .025% from Schwab Retirement Plan Services, Inc. (SRPS) for Trust and Custody related service based on total assets held in the plan.

### Fees and Expenses Charged Against Funds

The compensation illustrated below may be charged by the funds listed directly against the amount invested in connection with the sale, transfer of or withdrawal from designated investment options. (i.e., sales loads, sales charges, deferred sales charges, redemption fees, surrender charges):

| Fund                                   | Fee Type/Formula  |
|--|---|
| Northern Emerging Markets Equity Index | Contingent Redemption Fee: 2.00% if sold within 30 days |

The information shown in the table above is a snapshot of designated investment options currently held in your plan. You will receive notification from us if a Schwab proprietary fund rate noted in the above table changes. You will not receive notification each time an unaffiliated fund changes the above charges. More information related to the fees and expenses for unaffiliated mutual funds may be obtained at any time by requesting a fund prospectus or visiting [www.schwab.com/workplace](http://www.schwab.com/workplace)

### **Non-monetary Compensation**

Schwab policy prohibits SCRS employees from accepting non-monetary compensation, as that term is defined under ERISA 408(b)(2). For purposes of 408(b)(2), non-monetary compensation does not include gifts or other items of value received by Schwab employees directly from the plan sponsor. As a result, it is not anticipated that non-monetary compensation received by Schwab as a covered service provider for your plan will exceed the minimum threshold of \$250 over the term of the contract or arrangement which would require disclosure under the regulation. In the event Schwab employees receive non-monetary compensation which is required to be disclosed under the regulation, such amounts will be disclosed accordingly.

### **Educational Conferences**

Apart from the payments otherwise described in this disclosure, Schwab or its affiliates may receive remuneration from unrelated parties (e.g., various mutual fund companies) in connection with educational programs such as client conferences, internal sales conferences, seminars, articles and publications to offset the cost of such programs. These sponsorships are not related to the services provided by SRPS.

### **Cash Float Compensation**

In accordance with the terms of the applicable services agreement and trust or custody agreement between Charles Schwab Bank and the retirement plan sponsor, the Bank may receive, as compensation for its services, any credit, interest or other earnings (collectively "Float") on aggregate cash balances that are on deposit with the Bank or any third-party bank or other financial institution. The Bank has the authority to initiate investments on behalf of the account only upon receipt of instructions from an authorized party. The Bank calculates its Float investment amount each business day by netting all cash activity and adjusting for cash reserved for investment or reinvestment and for cash reserved for distributions. The result is further adjusted by an additional reserve amount determined by the Bank in its sole discretion as necessary to satisfy the each account's cash needs the following day for settlement of trades and payments, which may be adjusted from time to time. Such net cash balance amount is held subject to the earning of Float as non-interest bearing deposits by, and is commingled with the general assets of Charles Schwab Bank. The interest rates earned by the Bank on such uninvested cash balances will generally average 100 to 125 basis points over the federal funds rates. Rates earned for representative periods are available upon request.

### **Schwab Bank Savings - Benefits to Schwab Bank and Conflicts of Interest**

ERISA and the related prohibited transaction restrictions of the Internal Revenue Code ("Code") permit the placement of all or a part of a plan's assets in bank deposits bearing a reasonable rate of interest even though the same bank is a fiduciary or other party in interest, if the deposits are expressly authorized by a provision of the plan or by an independent plan fiduciary. In the case of the Schwab Index Advantage program and SBS, the Business Trust Division acts as directed trustee or custodian without any investment discretion. The authorization to include SBS as an option for participants is done solely at the direction of the Plan Sponsor. In addition, the placement of Plan assets in SBS is done solely at the direction of Participants, the Plan, through its authorized representative(s), or authorized investment advisors or investment managers under the Plan's investment provisions or under the Plan's default provisions.

Schwab Bank intends to pay interest on SBS at rates that are reasonable for purposes of the applicable ERISA and Code provisions. Interest rates on SBS may, however, be higher or lower than the interest rates available to depositors making deposits directly with Schwab Bank or by other depository institutions on comparable accounts. The reason that interest rates may differ across banks and within Schwab Bank include, among other things, the size and structures of different banks, the funding and investment options available to a bank, considerations in certain market segments, and competitive positioning.

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

Funds deposited into SBS can benefit Schwab Bank by providing Schwab Bank with increased liquidity, stable funding, and low-cost deposits. As is the case with any bank offering interest bearing depository accounts, Schwab Bank’s discretion to determine a reasonable rate for the MMDA represents a conflict of interest.

It is not anticipated that Schwab Bank will offer rates that seek to compete with other capital preservation investment options that involve market risk, such as money market funds or collective trust funds.

Before electing SBS as an option for participants, Plan Sponsors should determine that interest rates are reasonable and determine that the use of SBS is both prudent and proper in light of the lower return that the MMDA may pay as compared to other capital preservation investment vehicles, but also in the context of the overall determination to select the Schwab Index Advantage program, of which SBS is a required component. . The Plan Sponsor’s approach to the initial and ongoing diligence on SBS should reflect the same standards that would be applied to other capital preservation alternatives for the placement of Plan assets.

Schwab Bank, as trustee or custodian to the Plan, and Schwab Retirement Plan Services, Inc., an affiliate of Schwab Bank, as the Plan’s third party administrator, Charles Schwab & Co., Inc., a broker-dealer affiliate of the Schwab Bank, and other affiliates of these entities receive direct and indirect remuneration in connection with services provided to the Plan. In addition, as described above, Schwab Bank’s profit or “spread” from the SBS product is dependent upon the difference between the interest rate it pays on such deposits and the amount it earns from the use of such deposits. Therefore, Schwab Bank’s ability to earn a profit from the SBS product is in large part based upon the interest rate it determines. This profit may be a significant component of the overall profit to Schwab Bank and its affiliates in connection with the Schwab Index Advantage program.

## THIRD PARTY ARRANGEMENTS

### Managed Account Services

Schwab has engaged GuidedChoice Asset Management, Inc. (“GuidedChoice”), an independent investment advisor, to make available to Employers for use under their employee benefit plans discretionary investment management services employing GuidedChoice’s computer model-based investment services. GuidedChoice retains exclusive control and discretion with regard to the development and provision of the computer model-based investment services applying methodologies developed, maintained and overseen by GuidedChoice based on generally accepted principles of modern portfolio theory. GuidedChoice is not affiliated with, and is independent of, Schwab.

## EXPLANATION OF BROKERAGE ACCOUNT FEES AND COMPENSATION

Charles Schwab & Co., Inc. as a broker-dealer, will receive compensation when clients trade stocks, options, mutual funds, bonds and other securities in Schwab accounts. This compensation is detailed in the Commissions and Trading Fees section in this report. In addition when mutual funds and other investment products are

purchased, Charles Schwab & Co., Inc. may receive compensation from third parties or affiliates in addition to the fees paid by clients. This compensation is detailed in the Fund Related Compensation section and in the Other Fees and Compensation sections below.

## **Commissions and Trading Fees**

Please review carefully the enclosed Charles Schwab Pricing Guide for a description of the standard Schwab fees that may apply to your plan.

We will notify you of any changes to negotiated commissions or fees that apply to accounts in your plan.

## **Fund Related Compensation**

In addition to the above fees, Schwab receives the following compensation, which is paid from fund assets as a result of services provided to the plan.

### **Mutual Funds**

Schwab receives compensation from mutual fund companies when clients invest in a mutual fund. This includes fees and other remuneration from the fund companies or their affiliates for the recordkeeping, shareholder services, and other administrative services that Schwab provides to shareholders of the funds. These shareholder services include transaction processing, settlement of trades, dividend distribution, record maintenance, and distribution of statements, confirmations, prospectuses and other regulatory shareholder documents. Unless otherwise indicated these fees are not paid directly from a client account.

The type of compensation depends on the manner in which the fund is made available to customers at Schwab, including:

- Schwab Mutual Fund OneSource® Service and Other No Transaction Fee Funds
- Transaction Fee Funds
- Load Funds
- Schwab Affiliate Funds

### **Schwab Mutual Fund OneSource® Service and Other No Transaction Fee Funds**

Through Schwab Mutual Fund OneSource, Schwab makes available a selection of no-load and load-waived mutual funds. Schwab receives remuneration for shareholder services provided to these funds and other no transaction fee funds (collectively, NTF funds).

To compensate Schwab for shareholder services, NTF funds pay Schwab an asset-based annual fee that usually equals 0.40% of the average fund assets held at Schwab but may be as high as 0.45%. The fee may be subject to a monthly minimum that generally does not exceed \$2,000 and applies beginning with the seventh full month after the fund is made available for purchase at Schwab. When adding a new fund to Schwab's NTF platform, NTF funds also pay Schwab a one-time establishment fee, which Schwab may waive. The amount of this fee generally does not exceed \$10,000 for the first fund added and \$1,000 for each new fund after that. To the extent that any part of these fees is paid out of fund assets, fees are included in the fund's operating expense ratio (OER), which means the fees are indirectly borne by the fund's shareholders.

### **Transaction Fee Funds ("Fee Funds")**

As set forth in the Commission and Trading Fees section of this report, Schwab charges clients a transaction fee for the purchase or sale of certain funds that are not included in the Schwab Mutual Fund OneSource program. Some Fee Funds pay Schwab an annual fee usually equal to \$20, but sometimes as high as \$30, per customer position, typically subject to a quarterly minimum of \$7,500 per fund. Rather than paying a per-customer account fee, some Fee Funds choose instead to pay Schwab an asset-based annual fee of up to 0.25% of the average assets held at Schwab.

When adding a new fund to Schwab's platform, Fee Funds also pay Schwab a one-time establishment fee, which Schwab may waive. The amount of this fee generally does not exceed \$10,000 for the first fund added and

\$2,000 for each new fund after that. To the extent any of these fees are paid out of fund assets, fees are included in the fund's OER and are indirectly borne by the fund's shareholders.

Both types of fees are in addition to the transaction fee that clients pay to Schwab.

### **Load Funds**

When clients purchase or redeem shares of a load fund through Schwab, either a front-end or back-end sales charge (a "sales load") may be assessed.

Schwab will receive all or a portion of any front-end sales load that clients are charged on the purchase of fund shares, the amount of which is described in the prospectus.

Generally, Schwab does not allow the purchase of back-end load funds, but as an accommodation to its customers, will custody shares and process redemption transactions for shareholders. Schwab does not receive any portion of the sales charge in connection with the purchase or redemption of shares of back-end load funds, the amount of which is also set forth in the fund's prospectus.

Load Funds also pay Schwab fees for shareholder services out of their distribution and/or servicing plans (also known as Rule 12b-1 plans), the amounts of which are determined by the funds' boards of trustees and disclosed in their prospectuses. Shareholder service fees paid to Schwab pursuant to a 12b-1 plan are included in the fund's OER and are indirectly borne by the fund's shareholders.

Schwab may also receive an annual per-account fee from Load Funds for additional account maintenance services, typically referred to as networking fees or sub-accounting fees and most often equal to \$6.

### **Schwab Affiliate Funds**

Schwab currently has two affiliated mutual fund families: Schwab Funds® and Laudus Funds®. Schwab's affiliate, Charles Schwab Investment Management, Inc. (CSIM), serves as investment advisor to both fund families. These Schwab Affiliate Funds pay CSIM a fee for investment advisory services, the amount of which is described in the funds' prospectuses. This fee is included in the funds' OER and is indirectly borne by the shareholders.

All Schwab Funds and Laudus Funds are part of Schwab's Mutual Fund OneSource platform. Consequently, like unaffiliated Mutual Fund OneSource and NTF mutual funds, the Schwab Funds and Laudus Funds pay Schwab an asset-based fee for the shareholder services that Schwab provides.

Schwab Funds have adopted a shareholder servicing plan with fees for shareholder services ranging from 0.02% to 0.25% annually on all funds except the Schwab Target Funds and Schwab Monthly Income Funds. Laudus Funds pay a fee ranging up to 0.40% annually for the shareholder services that Schwab provides, of which all or a portion may be paid from the funds' Distribution and Shareholder Service Plan (12b-1 Plan). These fees are part of the funds' OER and are indirectly borne by the funds' shareholders.

In aggregate, the fees Schwab receives from Schwab Affiliate Funds are greater than the compensation Schwab receives from unaffiliated fund companies participating in the Schwab Mutual Fund OneSource Service.

In addition Schwab makes available proprietary Exchange Traded Funds (ETFs). The investment advisor for these funds is Charles Schwab Investment Management, Inc. (CSIM). The OER's for these funds range from 0.06% to 0.35%. They do not charge 12b-1 fees. The OER is paid to CSIM.

Remember that cost is only one consideration when making an investment decision. Some specialized exchange-traded funds can be subject to additional market risks. Investment returns and principal value of ETFs and Index Mutual Funds will fluctuate and are subject to market volatility, so that an investor's shares, when redeemed or sold, may be worth more or less than their original cost. Unlike mutual funds, shares of ETFs are not individually redeemable directly with the ETF. Index funds are not without risk. **All ETFs and index mutual funds are subject to management fees and expenses.**

Schwab ETFs are distributed by SEI Investments Distribution Co. (SIDCO). SIDCO is not affiliated with The Charles Schwab Corporation or any of its affiliates.

*Investors should consider carefully information contained in the prospectus, including investment objectives, risks, charges, and expenses. You can obtain a prospectus by visiting [www.schwabetsf.com](http://www.schwabetsf.com). Please read the prospectus carefully before investing*

## Mutual Fund Compensation Snapshot

### Personal Choice Retirement Accounts

The table below shows the market value for each of the mutual fund families held in your plan's participant accounts as of July 31, 2012. The percentage compensation received by CSIM and the percentage compensation received by Schwab show the range of the annual compensation rates for funds in that family. The dollar amount of the estimated compensation in the last column is based on the market values and the compensation rates for fund holdings in participant accounts as of July 31, 2012.

| Fund Family/Provider           | Market Value | OER           | Inv Mgt. (CSIM) | Shareholder Servicing | Estimated Shareholder Servicing Amount |
|--------------------------------|--------------|---------------|-----------------|-----------------------|--|
| AMERICAN CENTURY FUNDS         | \$8,283.31   | 0.69% - 1.04% | 0.00%           | 0.35%                 | \$28.99                                |
| AMERICAN FUNDS                 | \$22,084.79  | 0.65% - 0.86% | 0.00%           | 0.35%                 | \$77.30                                |
| BARON CAPITAL GROUP            | \$2,307.55   | 1.31%         | 0.00%           | 0.40%                 | \$9.23                                 |
| BROWN ADVISORY FUNDS           | \$2,619.87   | 0.94%         | 0.00%           | 0.40%                 | \$10.48                                |
| DREYFUS FUNDS                  | \$8,542.31   | 0.51% - 0.97% | 0.00%           | 0.35% - 0.48%         | \$33.49                                |
| HARBOR                         | \$2,588.17   | 1.05%         | 0.00%           | 0.43%                 | \$11.13                                |
| JANUS                          | \$468.55     | 0.88%         | 0.00%           | 0.35%                 | \$1.64                                 |
| JPMORGAN                       | \$950.88     | 1.24%         | 0.00%           | 0.50%                 | \$4.75                                 |
| KALMAR POOLED INVESTMENT TRUST | \$960.94     | 1.45%         | 0.00%           | 0.00%                 | \$0.00                                 |
| LAUDUS FUNDS                   | \$3,727.74   | 0.94%         | 0.70%           | 0.10%                 | \$3.73                                 |
| MANAGERS FUNDS                 | \$24,469.43  | 0.8% - 1.25%  | 0.00%           | 0% - 0.4%             | \$6.03                                 |
| METROPOLITAN WEST FUNDS        | \$1,345.82   | 0.64%         | 0.00%           | 0.35%                 | \$4.71                                 |
| OAKMARK                        | \$1,953.27   | 1.06%         | 0.00%           | 0.35%                 | \$6.84                                 |
| PIMCO FUNDS                    | \$2,100.75   | 0.86%         | 0.00%           | 0.35%                 | \$7.35                                 |
| RIDGEWORTH                     | \$3,674.95   | 0.71% - 1.06% | 0.00%           | 0.35% - 0.4%          | \$14.18                                |
| TIAA-CREF MUTUAL FUNDS         | \$2,087.52   | 0.59%         | 0.00%           | 0.30%                 | \$6.26                                 |
| VANGUARD                       | \$49,597.01  | 0.31% - 0.53% | 0.00%           | 0.00%                 | \$0.00                                 |
| SCHWAB FUNDS                   | \$62.67      | 0.13%         | 0.13%           | 0.00%                 | \$0.00                                 |
| SCHWAB MONEY MARKET FUND       | \$442,577.41 | 0.73%         | 0.32%           | 0.25%                 | \$1,106.44                             |
| SCHWAB                         | \$1,845.03   | 0.19% - 0.5%  | 0.15% - 0.3%    | 0.02% - 0.1%          | \$1.04                                 |
| TOTAL                          | \$582,247.97 | 0.72% (Avg)   | 0.25% (Avg)     | 0.23% (Avg)           | \$1,333.59                             |

### Other Fees and Compensation

The following additional compensation and fees may also apply to your Schwab brokerage account(s):

#### Fixed Income

Schwab may act as principal or agent in executing individual bond and other fixed income trades in client accounts. Acting as principal means Schwab sells securities directly to clients, either by owning securities that sell on the secondary market or by participating in dealer syndicates that allow us to acquire inventory of new-issue securities. Acting as an agent, in contrast, means Schwab executes trades on behalf of clients but does not own the securities being traded.

When we sell clients a fixed income security from our own account or purchase from clients a fixed income security into our own account, the price the clients pay or receive reflects the bid-ask spread at which an order is executed. Schwab also stands to make or lose money depending on what has happened to the price of the security while we have held it. Likewise, when we sell you new issue securities, Schwab receives a customary selling concession, which ranges from less than 0.01% to 2% of the par value, or face amount, of the bond, depending on the product. The percentage rate of the selling concession may differ not only between different new issue offerings, but also between different series and bond maturities within a single offering.

Schwab typically receives a fee from each issuer in connection with the placement of a certificate of deposit (CD). Schwab may seek to negotiate a higher or lower placement fee based on Schwab's view of competitive necessities. The amount of the placement fee paid to Schwab will affect the interest rate the issuer is willing to pay. Placement fees paid to Schwab generally range from 0 to 65 basis points (0.65%). Except for the markup or markdown in connection with a secondary market transactions and a handling fee, if any, disclosed on your trade confirmation, you will not be charged any commissions in connection with your purchase of a CD.

### **Structured Products**

Schwab makes available to its clients various structured products including principal protected notes, structured certificates of deposit, buffered notes, leveraged notes and reverse convertible notes. Schwab receives a one-time dealer concession, which is built into the purchase price, when clients buy a Structured Product. The amount of the concession typically ranges from approximately 1.5% to 3.5% of the par value, or face amount, depending on the structured product.

### **Prime Broker and Trade Away Services**

Schwab makes available Prime Broker and Trade Away services to certain accounts, primarily those managed by an independent investment advisor, which allows for trades to be executed at another firm and have the trades settle at Schwab. Schwab's standard fee for this service is \$25 per transaction. This fee is not charged on accounts with asset based pricing.

### **Cash Float**

Schwab and its affiliates may retain as compensation for services an account's proportionate share of any interest earned on aggregate cash balances held in Schwab's bank account with respect to (1) assets awaiting investment or (2) assets pending distribution from plan accounts. Such interest retained by Schwab shall generally be at money market rates.

Assets awaiting investment or deposit include: (1) amounts deposited into your plan accounts; and (2) any other uninvested assets held by your plan accounts caused by an authorized instruction to Schwab to purchase or sell securities (which may, after the period described below, automatically be swept into a Schwab Sweep Money Fund or deposited into a sweep bank feature, which is an FDIC-insured depository institution affiliated with The Charles Schwab Corporation, at which interest-bearing deposit accounts are maintained on your plan's behalf.). With respect to such assets awaiting investment or deposit: (i) where such assets are received by Schwab on a business day and before deposit cutoff time for the local Schwab Investor Center with which the funds are deposited, such interest may be earned by Schwab through the beginning of the following business day; (ii) where such assets are received on a day which is not a business day, or where such assets are received after the local Schwab Investor Center's deposit cutoff time, such interest may be earned through the beginning of the second following business day. A business day is defined as any day that the New York Stock Exchange and the Federal Reserve Bank of New York are open. (Although our offices may be open on certain bank holidays, these days are not considered Business Days for purposes relating to the transfer of funds.)

When Schwab receives a request for a distribution from a plan account, Schwab generally processes the request within two or three business days (unless the distribution is in connection with an unusual event such as death or divorce, in which case it generally will take longer to process the request). On the same day that the processing is completed, the amount of the distribution will be debited from the plan account. The distribution check will be written and mailed on the following business day. Schwab will earn interest beginning on the date the account is debited and ending on the date the check is presented for payment, the timing of which is beyond the control of Schwab. Upon request, Schwab will provide a verbal update to determine the status of the outstanding distribution checks.

If a Schwab MoneyLink® transfer is requested from a plan account to another financial institution: (i) the amount of the transfer will be debited from the account on the day that the transfer process is commenced; (ii) the funds will be received by the other financial institution within one to two business days of the date the transfer process is commenced; and (iii) Schwab may earn interest on that amount beginning on the date the account is debited and ending on the date the electronic fund transfer is received by the other financial institution and thereby debited from Schwab's bank account.

If an account's cash interest bearing feature changes from one cash feature to another, the account will generally stop earning interest or dividends, as the case may be, on the day of the request. If a new cash interest bearing feature is designated before the close of business on a business day, the account's free credit balances will be swept to the new cash feature after the close of business that business day, and generally will begin earning dividends or interest, as the case may be, on the following business day. Free credit balances are defined as the uninvested cash in your Account, minus the following: (i) funds necessary to pay for purchase transactions due to settle within the next two business days after the sweep date; (ii) charges to an account, including, but not limited to, wire transfers and checking transactions. In determining whether to sweep funds into the cash feature, we may, but are not obligated to, offset credits and debits against each other. Proceeds from the sale of securities will not become part of the free credit balance until the business day following settlement date. Credits that result from dividends or interest payments, deposits, wired funds, reorganization activities or other nontrade-related transactions will not become part of the free credit balance until the next business day. If a new cash feature is designated after the close of business or on a non-business day, the free credit balances will be invested or deposited into the new cash feature after the close of business on the next business day, and generally will begin earning dividends or interest on the business day following the next business day. If all cash features are removed from an account, the account may not earn income on the free credit balances in the Account and Schwab may retain as compensation for services the account's proportionate share of any interest earned on the free credit balances.

### **Trade Error Compensation**

When a trade error is brought to our attention that falls within the scope of our services to the plan, Charles Schwab & Co., Inc. ("Schwab") will correct the error as soon as possible after the error has been identified, with the goal of putting the plan account into the same position that would have resulted if the error had not occurred. If the error is the result of our breach of responsibilities to the plan, we will make the plan account "whole" for any losses that may have resulted from the error. Nevertheless, under some circumstances, our correction of an error could result in a gain. If there is such a gain, Schwab will retain the amount of the gain, which may constitute part of our compensation for services rendered to the plan.

In addition, if an independent investment advisor manages an account in your plan, the advisor may make an error in submitting a trade. When this occurs, the advisor may place a correcting trade with Schwab. If an investment gain results from the correcting trade, the gain will remain in the account unless the same error involved other client account(s) that should have received the gain, it is not permissible for the account to retain the gain, or the gain is declined. If the gain does not remain in the account, Schwab will donate the amount of any gain \$100 and over to charity. If a loss occurs of \$100 or greater, the advisor will pay for the loss in accordance with their trade correction policy. Schwab will pay the loss or retain the gain (if such gain is not retained in the account) if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses, they may be netted. Schwab will correct advisor trade errors, consistent with the advisor's instructions and this policy. Please contact the independent investment advisor(s) for more

information regarding your advisor's trade error policy and corrective trades which may have occurred in your plan account(s).

In general, the net gain or loss amount is calculated based on difference in cost between the original incorrect trade(s) and the cost of the corrective transaction(s) needed to place the account in the position it would have been had there been no error. If necessary trade corrections result in Schwab compensation for a plan year, the amount will be reported on your annual Plan Sponsor Fee Disclosure for Form 5500C.

## PCRA ACCOUNT ANNUAL ESTIMATE

The table below shows fees and compensation paid to Schwab from your plan account(s) for a 12-month period ending June 30, 2012. If your plan is active less than 12 months, the period available has been included. Please note that these amounts may change based on changes in mutual fund holdings, changes in Schwab transaction pricing and other factors.

|                           | Fee Amount |
|---------------------------|------------|
| Trading & Commission Fees | \$784      |
| Total Direct Fees         | \$784      |

- Trading & Commission Fees includes transaction fees on trades placed in plan accounts.
- Asset Based Pricing includes amounts charged to plan accounts in lieu of trading fees.
- Other Transaction Fees includes fees related to cashiering services, such as checks and wires charged to plan accounts.

## NOTES REGARDING INFORMATION ON THIS REPORT

The information provided above is obtained from sources deemed to be reliable. However, its accuracy cannot be guaranteed. Errors and omissions can occur. None of the information constitutes a recommendation by Schwab or a solicitation of an offer to buy or sell any securities.

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The employer acknowledges and agrees that the amounts described above are compensation paid or credited directly to Schwab Retirement Plan Services, Inc. (SRPS) or Charles Schwab Bank as a result of the investment of plan assets in each of the plan's authorized funds, as listed above. The employer further acknowledges and agrees that all such amounts have been taken into consideration in determining the reasonableness of the amounts payable to Schwab Retirement Plan Services, Inc. (SRPS), or Charles Schwab Bank and that certain fees for services on behalf of the plan and trust would be higher if Schwab Retirement Plan Services, Inc. (SRPS), and/or Charles Schwab Bank did not receive such amounts described above, and hereby accepts and agrees to such compensation. This disclosure is a supplement to the provisions of the Schwab Plan Services Agreement entered into between the employer and Schwab, and is incorporated therein as a part thereof.

**This information shall be treated as confidential, nonpublic information and shall not be disclosed by the employer (or an agent acting on its behalf with respect to this information) to any party other than the plan, plan sponsor, a party providing services to the plan or plan sponsor, or plan participants and beneficiaries, without the prior consent of Schwab Retirement Plan Services, Inc. (SRPS)**

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