

INITIAL FEE DISCLOSURE
pursuant to
DOL Regulation 2550.408b-2(c)
for
TRANSITION MANAGEMENT
CONTRACTED WITH
NORTHERN TRUST INVESTMENTS, INC.

Background

Department of Labor Regulation 2550.408b-2(c) (the “Regulation”) requires “Covered Service Providers” who wish to rely on the exemption for services under Section 408(b)(2) of ERISA to make certain disclosures to “Covered Plans” regarding any “Covered Services” they provide, their status in providing such services, and the compensation they and their affiliates receive for such services. (See definitions of capitalized terms set forth at the end of this disclosure.)

We have determined that Northern Trust Investments, Inc. (“NTI”) is a Covered Service Provider to one or more of your Covered Plans in connection with transition management services provided by NTI (the “Services”). If Northern Trust affiliated entities also provide separate trust, custody, brokerage or related services to your Covered Plans, you will receive separate disclosure documents relating to those services. In addition, if Northern Trust affiliated entities provide other investment services to your Covered Plans, you will also receive a separate disclosure document relating to those services.

These disclosures supplement, and do not replace, the documents you received in connection with the establishment of your transition management relationship with NTI.

Description of Services

The Services provided to your Covered Plans are described in your Transition Management Agreement with NTI. If you have directed NTI to use its affiliated broker, Northern Trust Securities, Inc. (“NTSI”) in connection with the Services, the Services provided by NTSI are also described in the Transition Management Agreement, and will include securities trade execution and settlement services.

Description of Direct Compensation

The direct compensation received by NTI and, if applicable, NTSI, in connection with the Services is set forth in the Transition Management Agreement.

Description of Indirect Compensation

Northern Trust affiliated entities may occasionally receive gifts or entertainment from clients or third parties that relate in some way to the rendering of Services. Northern Trust has adopted policies on the receipt of gifts and entertainment that are designed to assure that any such items are nominal in value and will not affect the exercise of employees’ best judgment in the rendering of services. Such policies generally prohibit employees from accepting gifts of \$100 without manager approval, from accepting gifts in any amount where the giver expects to get a favorable business decision or referral in return, or that could be viewed as a bribe or otherwise give the appearance of impropriety. Separate policies relating to meals and entertainment prohibit employees from accepting items that are lavish or unusual in nature, or that are excessive or unreasonable in amount.

If NTSI provides brokerage services, it may also receive indirect compensation as set forth in the attached Indirect Compensation Supplement.

Compensation Paid Among Related Parties

No compensation received by Northern Trust affiliated entities is paid among related parties on either a transaction basis or as a charge against the Covered Plan's investment into an Investment Fund.

Compensation for Termination of Contract

Northern Trust affiliated entities do not reasonably expect to receive any compensation in connection with the termination of any contract or arrangement for the Services with your Covered Plans, nor have such entities received any prepaid amounts that would be subject to refund upon such termination

Manner Received

The manner in which the Direct Compensation described above is paid is described in the Transition Management Agreement. The manner in which any Indirect Compensation is received is described above and, if applicable, in the attached Indirect Compensation Supplement.

Definitions

As used in this disclosure:

- Covered Service Provider means a service provider that enters into a contract or arrangement with a Covered Plan under which the Covered Service Provider reasonably expects that it, an affiliate or a subcontractor will receive \$1,000 or more in direct or indirect compensation in connection with the provision of Covered Services.
- Covered Plan means an "employee pension benefit plan" or a "pension plan" within the meaning of section 3(2)(A) of ERISA (excluding SEPs, simple retirement accounts, IRAs and individual retirement annuities) and 403(b) annuity contracts and custodial accounts that were frozen prior to 2009.
- Covered Services means the types of services described in paragraphs (c)(1)(iii)(A), (B) and (C) of the Regulation.
- Direct Compensation means compensation received directly from a Covered Plan.
- Indirect Compensation means compensation received from any source other than the Covered Plan, the Covered Plan sponsor, the Covered Service Provider, an affiliate, or a subcontractor (if the subcontractor receives such compensation in connection with services performed under the subcontractor's contract or arrangement).
- Services means the Services provided by NTI and its affiliates to your Covered Plans.

Indirect Compensation Supplement

Northern Trust Securities, Inc. (NTSI) and its clearing firm, National Financial Services LLC (NFS), may receive compensation for directing orders to particular broker/dealers or market centers for execution. Payments range from 0 - 3 mills depending on the execution venue. (Note: One mill is equivalent to one-tenth of a cent or \$0.001). Absent specific order routing instructions from customers, NTSI and NFS transmit customer orders for execution to various broker/dealers, exchanges and other market centers, based on a number of factors. Such factors include: the ability of a market center to execute the orders at or superior to the publicly quoted market; the speed of execution; the availability of efficient, automated transaction processing; liquidity enhancement opportunities; the speed of displaying better priced limit orders; trading characteristics of the particular securities; and the extent to which different markets may be more suitable for different types of orders or different securities. Some market centers or broker/dealers may execute orders at prices superior to the publicly quoted market.

NOT FDIC INSURED May lose value/No bank guarantee

Securities products and services are sold by registered representatives of Northern Trust Securities, Inc. (member FINRA, SIPC), a wholly owned subsidiary of Northern Trust Corporation.