

Announcing Changes to RBC Insured Deposits



Dear Valued Client:

RBC Capital Markets, LLC ("RBC CM") is making important changes to RBC Insured Deposits (the "Program"). Through the Program, available cash balances in your securities account ("Account") are deposited into deposit accounts ("Deposit Accounts") at one or more eligible depository institutions ("Program Banks") whose deposits are insured by the Federal Deposit Insurance Corporation ("FDIC"). Two of the Program Banks are banks affiliated with RBC CM.

Through the Program, your funds are placed in Deposit Accounts at each Program Bank up to the FDIC's deposit insurance limit, which is currently \$250,000 per depositor when aggregated with all other deposits held by a depositor in the same insurable capacity (e.g., individual, joint, IRA, etc.) at a Program Bank. Currently, for most clients, the Program makes available more than 20 Program Banks permitting you to be eligible for \$5,000,000 or more of FDIC deposit insurance coverage (\$10,000,000 or more for joint accounts) per depositor, per insurable capacity, subject to FDIC rules. Retirement accounts (e.g., IRAs, 401(k) plans and other employee benefit plans) held by direct clients of RBC Wealth Management will have up to \$498,000 of potential FDIC deposit insurance coverage.

This letter describes the changes to the Program. The enclosed RBC Insured Deposits Terms and Conditions ("Terms and Conditions") describe the Program in more detail and contain important information about the operation of the Program and possible conflicts of RBC CM in offering the Program. You should review this letter and the enclosed Terms and Conditions carefully.

The changes will become effective on or after May 29, 2018 (the "Effective Date").

Changes to the Program

Set forth below is a summary of the changes to the Program that will occur on or after the Effective Date.

- The manner in which the priority for the deposit of your available cash balances is determined will change. Priority will no longer be determined by whether a Program Bank has a "committed deposit balance" or by the Program's "nondiscretionary algorithm".
- Instead, available cash balances will be deposited into Deposit Accounts at Program Banks based on a deposit sequence set forth on a Priority List as applicable to your Account. The preliminary Priority List of available Program Banks into which your funds may be deposited is enclosed. The preliminary and final Priority List will be available through your online Account access or by contacting your Financial Advisor.

Please consult the following for an account with:

RBC Wealth Management
www.rbcwm-usa.com

Introducing Brokers that Clear Transactions through RBC Correspondent Services
www.investor-connect.com

RBC Advisor Services
www.rbcadvisorconnect.com

- In connection with this change, some Program Banks will cease to participate in the Program and new Program Banks will be included in the Program. On or after the Effective Date, your funds will be withdrawn and re-deposited into Deposit Accounts at the Program Banks based on the deposit sequence on your Priority List. This could result in your funds being deposited into new or different Program Banks.
- You may not change the order of the Program Banks on your Priority List. However, you may at any time designate a Program Bank as ineligible to receive your funds by contacting your Financial Advisor. You should review the Priority List carefully.

- If your Deposit Account balances reach the deposit limit for each Program Bank on your Priority List, additional available cash balances in your Account will be automatically invested in shares of a money market fund as specified in the Terms and Conditions.
- RBC CM has amended the Terms and Conditions to reflect the changes to the Program described in this letter and some additional operational changes.

What is not Changing

- The interest rate on your Deposit Accounts will continue to be determined by interest rate segments. As described in the Terms and Conditions, for most clients, your eligibility for your interest rate segment will be determined by your household assets or commissions and fees. Current interest rate segments and interest rates are available through your online Account access or by contacting your Financial Advisor. Please review the Terms and Conditions and contact your Financial Advisor if you have any questions.
- For purposes of the Program, RBC CM will continue to link Accounts held by you in the same FDIC insurable capacity. Your available cash balances will be allocated to the Program Banks on your Priority List and, if necessary, the money market fund as described in the Terms and Conditions.

No action is Required

No action is required unless you would like to select a different available cash sweep option for your Account. Please contact your Financial Advisor for additional information.

Questions

If you have questions regarding these changes to the Program, please contact your Financial Advisor.

Sincerely,

RBC Capital Markets, LLC

Preliminary Priority List

Home	City	State
RBC Bank, (Georgia) National Association ¹	Atlanta	GA
City National Bank ¹	Los Angeles	CA
Goldman Sachs Bank USA	New York	NY
Citibank, National Association	Sioux Falls	SD
Wells Fargo Bank, National Association	Sioux Falls	SD
Bank of China	New York	NY
American Express National Bank	Salt Lake City	UT
U.S. Bank National Association	Minneapolis	MN
Morgan Stanley Bank, National Association	Salt Lake City	UT
Morgan Stanley Private Bank, National Association	New York	NY
Manufacturers and Traders Trust Company	Buffalo	NY
BankUnited	Miami Lakes	FL
Mizuho Bank (USA)	New York	NY
Bank Hapoalim B.M.	New York	NY
Citizens Bank of Pennsylvania	Philadelphia	PA
Huntington National Bank	Columbus	OH
HSBC Bank USA	McLean	VA
Manufacturers Bank	Los Angeles	CA
East West Bank	Pasadena	CA
Israel Discount Bank of New York	New York	NY
Barclays Bank Delaware	Wilmington	DE
Umpqua Bank	Roseburg	OR
Customers Bank	Phoenixville	PA
United Community Bank	Blairsville	GA
United Bank	Glastonbury	CT
Candence Bank, N.A.	Houston	TX
EagleBank	Bethesda	MD
Western Alliance Bank	Phoenix	AZ
Bank of the Ozarks	Little Rock	AR
Simmons Bank	Pine Bluff	AR

¹ RBC CM Affiliate Banks. Please review the enclosed Terms and Conditions for more information and conflicts.

² There may be banks on this preliminary list that certain account types will not be eligible for deposit. Please see the enclosed Terms and Conditions for more information.

RBC Insured Deposits Terms and Conditions

I. SUMMARY

RBC Capital Markets, LLC (“RBC CM”) offers RBC Insured Deposits (the “Program”) to automatically deposit, or “sweep”, available cash balances in your securities account at RBC CM (“Account”) into interest-bearing deposit accounts (“Deposit Accounts”) at participating depository institutions (“Program Banks”), whose deposits are insured by the Federal Deposit Insurance Corporation (“FDIC”). The Program Banks are set forth on a Priority List described in Section II below. Two of the banks on a Priority List may be RBC Bank Georgia, N.A. and City National Bank, affiliates of RBC CM (the “RBC Affiliate Banks”).

FDIC insurance covers Deposit Account balances at a Program Bank up to \$250,000 per depositor in each recognized insurable capacity (e.g., individual, joint, IRA, etc.), subject to FDIC rules for aggregate deposits. RBC CM has established a limit on the amount of your available cash balances that will be deposited into the Deposit Accounts at each Program Bank reflecting the FDIC limit (the “Deposit Threshold”). The total amount of FDIC insurance coverage available to you through the Program will be determined by the number of Program Banks on your Priority List and the amount of FDIC insurance coverage available to you at each Program Bank (“Total Program Coverage”). If your Deposit Account balances reach the Deposit Threshold for each Program Bank on your Priority List, additional available cash balances in your Account will be automatically invested in shares of a money market fund as described in Section II.B. below.

For purposes of these Terms and Conditions, “we” or “our” refers to RBC CM or one of its divisions, and “you” and “your” refer to the client. If your Account is an Introducing Broker Account, as defined below, you may be subject to a different or additional client account agreement between you and the introducing broker.

A. Eligibility

Except as set forth below or as otherwise determined by RBC CM in its sole discretion, the Program is available to the following clients:

- (i) Clients opening Accounts directly with RBC Wealth Management (“RBC WM”) (“Direct Accounts”);
- (ii) Clients with Accounts opened through brokers for which the RBC Correspondent Services division of RBC CM acts as clearing broker (“Introducing Broker Accounts”); and
- (iii) Clients with Accounts for which the RBC Advisor Services division of RBC CM provides custody and execution services to the client’s third party investment adviser (“Investment Advisor Accounts”) and, together with Introducing Broker Accounts, “Third Party Accounts”).

There are different versions of the Program that may be offered to different clients. The number of Program Banks on a Priority List, and whether the Priority List has the RBC Affiliate Banks, will be determined by the type of Account a client has established and may be changed by RBC CM in its sole discretion. The number of Program Banks on a Priority List will determine your available Total Program Coverage.

Direct Accounts that are Retirement Accounts will have available cash balances deposited only into Deposit Accounts at the RBC Affiliate Banks. Retirement Accounts include (i) a plan described in section 401(a) or section 403(a) of the Internal Revenue Code, which is subject to the provisions of Title I of the Employee Retirement Income Security Act of 1974, (ii) an individual retirement account (“IRA”) described in section 408(a) of the Internal Revenue Code, (iii) an individual retirement annuity described in section 408(b) of the Internal Revenue Code, (iv) an Archer MSA described in section 220(d) of the Internal Revenue Code, (v) a health savings account described in section 223(d) of the Internal Revenue Code, or (vi) a Coverdell education savings account described in section 530 of the Internal Revenue Code.

The only clients who are not eligible for the Program are trustee directed (pooled) self-trusted qualified plans.

RBC CM may in its discretion deem a person to be ineligible for the Program if it becomes aware that the person is prohibited by banking regulations from participating in the Program. RBC CM may change the eligibility requirements for the Program at any time in its discretion. In addition, RBC CM may grant exceptions to the eligibility requirements for the Program in its discretion. Your Financial Advisor can provide you with additional information about eligibility for the Program.

B. Interest

Your balances in the Deposit Accounts at the Program Banks will earn interest. The interest rate you earn on Deposit Account balances will, with certain exceptions, be determined by the interest rate segment applicable to you by household assets or commissions and fees as described in more detail in Section IV below. At any time, you may determine the current interest rate available to you through your online Account access or by contacting your Financial Advisor. Please refer to Section X below for the website applicable to your Account.

C. FDIC Deposit Insurance Coverage

Your balances in the Deposit Accounts at the Program Banks will be eligible for insurance by the FDIC up to \$250,000, subject to aggregation with all other deposits held by you in the same insurable capacity (e.g., individual, joint, IRA, etc.) at each Program

Bank on your Priority List. For all Accounts except Direct Accounts that are Retirement Accounts, the Program is intended to provide you with Total Program Coverage of up to \$5,000,000 (\$10 million for accounts held jointly by two or more persons) per depositor, per insurable capacity depending on the number of Program Banks on your Priority List. For Direct Accounts that are Retirement Accounts, the Program is intended to provide you with Total Program Coverage of up to \$498,000. Deposit Accounts that you hold in your Account in the same insurable capacity (e.g., individual, joint, IRA, etc.) will be aggregated for purposes of your Total Program Coverage.

Any deposits, including certificates of deposit, that you maintain in the same insurable capacity directly with a Program Bank or through an intermediary (such as RBC CM or another broker), regardless of the number of Accounts, will be aggregated with funds in your Deposit Accounts at the Program Banks for purposes of the FDIC deposit insurance limit.

FDIC insurance protects your Deposit Account balances in the event of the failure of any Program Bank. **You are responsible for monitoring the total amount of deposits that you have with each Program Bank, including an Excess Bank (described below), in order to determine the extent of FDIC deposit insurance coverage available to you.** Please refer to Section VIII below for more information on FDIC deposit insurance.

Your Deposit Accounts will not be protected by Securities Investor Protection Corporation (SIPC).

D. Funds in Excess of the Total Program Coverage

For all Accounts other than Direct Accounts that are Retirement Accounts, if your Deposit Account balances in the Program Banks reach your Total Program Coverage, funds in excess of the Total Program Coverage will be automatically invested in shares of the RBC US Government Money Market Fund (the “US Government Fund”) unless you designate the US Government Fund as ineligible. The US Government Fund is a money market fund managed by RBC Global Asset Management (U.S.) Inc., an affiliate of RBC CM.

For Direct Accounts that are Retirement Accounts, Deposit Account balances in excess of the \$498,000 Total Program Coverage will be automatically invested in shares of the Federated Money Market Fund, which is not affiliated with RBC CM, unless you designate the Federated Money Market Fund as ineligible. The US Government Fund and the Federated Money Market Fund are collectively referred to as the “Money Market Funds”.

Investments in the Money Market Funds are not covered by FDIC insurance. However, shares of the Money Market Funds held in your Account are covered by SIPC up to applicable limits. You may access the most recent US Government Fund prospectus by accessing www.rbcgam.com and the most recent Federated Money Market Fund prospectus by contacting your Financial Advisor. Please refer to Section IV.C. below for more information.

If you elect to designate the Money Market Fund applicable to your Account as ineligible to receive your excess funds, available cash balances that exceed the Total Program Coverage will be swept into a designated "Excess Bank", which will accept funds without limitation and without regard to the FDIC insurance limit as described in Section II.C. below.

E. Additional Information

You should review the entire Terms and Conditions carefully for additional information regarding the Program, including how the program works (Section II), fees paid to RBC CM (Section VII.C.), benefits that RBC CM and the RBC CM Affiliate Banks receive through the Program (Section VII.D.) and information about FDIC and SIPC coverage (Section VIII and Section IX).

II. HOW THE PROGRAM WORKS

A. PRIORITY LIST

The identity and number of Program Banks on your Priority List depend upon your type of Account.

- For Direct Accounts owned by individuals, trusts or custodians, the Program Banks on your Priority List will include the RBC Affiliate Banks and additional unaffiliated Program Banks to provide Total Program Coverage of up to \$5,000,000.
- For Direct Accounts owned by For Profit Entities, your Priority List will not include the RBC Affiliate Banks but will include unaffiliated Program Banks to provide Total Program Coverage of up to \$5,000,000.
- For Direct Accounts that are Retirement Accounts, the only Program Banks on your Priority List will be the RBC Affiliate Banks to provide Total Program Coverage of up to \$498,000.
- For Third Party Accounts, your Priority List will not include the RBC Affiliate Banks but will include unaffiliated Program Banks to provide Total Program Coverage of up to \$5,000,000.

Your Priority List of available Program Banks into which your funds may be deposited is available through your online Account access on the website you use to access your Account information or by contacting your Financial Advisor. For a list of the applicable website addresses, please see Section X below.

The Program Banks will appear on your Priority List in the order in which the Deposit Accounts will be opened for you and your funds will be deposited. You should review the Priority List carefully.

The Priority List will include a designated Excess Bank, which will accept your funds without limit and without regard to the FDIC insurance limit in the event that you designate the Money Market Fund, as applicable, as ineligible to receive your funds.

You may not change the order of the Program Banks on the Priority List. However, you may at any time designate a Program Bank as ineligible to receive your funds. This will result in your funds being deposited into Deposit Accounts at the next Program Bank on the Priority List. In addition, you may at any time instruct us to remove your funds from a Program Bank, close your Deposit Accounts with the Program Bank, and designate the Program Bank as ineligible to receive future deposits. Unless you direct us to place your funds in a different investment, your funds from a closed Deposit Account will be deposited in Deposit Accounts at the first available Program Bank set forth on your Priority List, as amended by you.

If you wish to designate a Program Bank as ineligible to receive your funds, please contact your Financial Advisor. You may not designate all of the Program Banks on your Priority List as ineligible to receive your funds. Designating a Program Bank on your Priority List as ineligible to receive your funds will reduce the Total Program Coverage for your Deposit Accounts.

As described below under Section II.F., the Priority List may be changed. In general, you will receive prior notification of changes to the Priority List. However, under certain limited circumstances prior notification will not be possible.

Additional disclosure on the participating Program Banks will be made as required. Program Bank participation, including that of the RBC Affiliate Banks, will be subject to each Program Bank's eligibility to participate in the Program.

B. ESTABLISHMENT OF, AND DEPOSITS INTO, THE DEPOSIT ACCOUNTS

Under the Program, when funds are first available for deposit, RBC CM, as your agent, will establish Deposit Accounts consisting of (1) a money market deposit account ("MMDA") and (2) a linked transaction account, which includes either a negotiable order of withdrawal account or a demand deposit account (the negotiable order of withdrawal account and demand deposit account are collectively referred to herein as "Transaction Account") at one or more of the Program Banks on your then-current Priority List in the order set forth on the Priority List. Once your funds in the Deposit Accounts at a Program Bank reach the Deposit Threshold,

RBC CM, as your agent, will open an MMDA and Transaction Account for you at the next Program Bank on your Priority List and place your additional funds in that Program Bank. Unless your Account is a Standard Account or Standard Checking Account, in which available cash balances under \$1,000 in your Account will be swept weekly, available cash balances will be swept to Deposit Accounts on a daily basis.

The current Deposit Threshold for each client at each Program Bank is \$249,000 for Deposit Accounts held individually and IRAs, and \$498,000 for Deposit Accounts held jointly by two or more persons. All Deposit Accounts established for trust accounts will be treated by RBC CM as individual accounts for purposes of applying the Deposit Threshold. If, as a result of credited interest on your Deposit Accounts at a Program Bank, your Deposit Account balances at that Program Bank exceed the Deposit Threshold, amounts over the Deposit Threshold will be withdrawn from your Deposit Accounts at that Program Bank and deposited into Deposit Accounts at other available Program Banks up to the Deposit Threshold at each Program Bank in the order of priority set forth on your Priority List.

As your agent, RBC CM will generally deposit available cash balances in your MMDA at each Program Bank as set forth above. However, we may make deposits into the Transaction Account at a Program Bank as described below under "Withdrawal Procedures." There may be a minimum amount to be maintained in the Transaction Account at the Program Bank to satisfy debits in your Account, and funds may be transferred from the MMDA at the Program Bank to the related Transaction Account to maintain the minimum balance. Transfers from the MMDA to the Transaction Account and withdrawals from the Transaction Account and MMDA are discussed below under "Withdrawal Procedures."

Federal banking regulations limit the transfers from an MMDA to a total of six (6) during a monthly statement cycle, which is generally the 26th through the 25th of each month (the "Statement Cycle"). If the 26th or 25th falls on a holiday or weekend, then the Statement Cycle start or end will begin on the next business day. At any point during a Statement Cycle in which transfers from an MMDA at a Program Bank have reached the applicable limit, all funds will be transferred from that MMDA to the linked Transaction Account at the Program Bank until the end of the Statement Cycle. Deposits for the remainder of the Statement Cycle into this Program Bank will be made to the Transaction Account. At the beginning of the next Statement Cycle, funds on deposit in the Transaction Account will be transferred to the MMDA, minus any minimum amount to be maintained in the Transaction Account. The limits on MMDA transfers will not limit the number of withdrawals you can make from funds on deposit at a Program Bank or the amount of FDIC insurance coverage for which you are eligible.

In the event that you reach your Total Program Coverage because you have deposits equal to the Deposit Threshold in Deposit Accounts at each of the available Program Banks on your Priority List, additional available cash balances in all Accounts except Direct Accounts that are Retirement Accounts will be invested in shares of the US Government Fund and available cash balances in Direct Accounts that are Retirement Accounts will be invested in shares of the Federated Money Market Fund. If, as a result of credited interest on your Deposit Accounts, your Deposit Account balances at all of the Program Banks on your Priority List exceed your Total Program Coverage, amounts over your Total Program Coverage will be withdrawn and automatically invested in shares of the Money Market Fund applicable to your Account.

Investments in the Money Market Funds are not covered by FDIC insurance. However, shares of the Money Market Funds held in your Account are covered by SIPC up to applicable limits. You may access the most recent US Government Fund prospectus by accessing www.rbcgam.com and the most recent Federated Money Market Fund prospectus by contacting your Financial Advisor.

C. DESIGNATING THE MONEY MARKET FUNDS AS INELIGIBLE TO RECEIVE YOUR FUNDS

You may at any time designate your applicable Money Market Fund as ineligible to receive your funds by contacting your Financial Advisor. Please allow five business days to process your request.

If you designate the Money Market Fund as ineligible to receive your funds and you do not direct us to place your funds in a different investment, available cash balances in excess of the Total Program Coverage will remain in the Program and be allocated to the Excess Bank listed on your Priority List without limitation and without regard to the FDIC insurance limit

D. WITHDRAWAL PROCEDURES

All withdrawals necessary to satisfy debits in your Account will be made by RBC CM as your agent. A debit in your Account may result for many reasons, including but not limited to, the following examples: you make a securities purchase or, if your Account has such services, you write a check, withdraw funds or make purchases using your debit card, or make payments pursuant to bill payment services.

For all Accounts, funds will be withdrawn from the Program in the following order:

- If you have funds invested in a Money Market Fund, shares in the Money Market Fund will be redeemed to satisfy a debit in your Account before funds are withdrawn from the Deposit Accounts.
- If you do not have funds invested in a Money Market Fund, or you invested

funds are insufficient to satisfy the debit in your Account, funds will be withdrawn from your Transaction Accounts at the Program Banks on your Priority List beginning with the lowest priority Program Bank on the Priority List at which your funds have been deposited. If there are insufficient funds at that Program Bank, funds will be withdrawn from each Program Bank in the sequence (lowest priority to highest priority) until the debit is satisfied. If funds in the Transaction Account at a Program Bank from which funds are being withdrawn are insufficient to satisfy a debit, funds in the related MMDA at that Program Bank will be transferred to the Transaction Account to satisfy the debit, plus funds to maintain any minimum amount in the Transaction Account.

As required by federal banking regulations, the Program Banks reserve the right to require seven (7) days' prior notice before permitting a transfer of funds out of a negotiable order of withdrawal account or MMDA. While the Program Banks have indicated that they have no present intention of exercising their right to require such notice, the Program Banks may exercise this right at any time in their sole discretion.

E. ACCOUNTS SUBJECT TO DEPOSIT AGGREGATION

Accounts held by you in the same insurable capacity (e.g., individual, joint, IRA, etc.) for FDIC purposes will be linked by us for purposes of the Deposit Threshold at each Program Bank so that the aggregate Deposit Account balances in the linked Accounts do not exceed the Deposit Threshold at any Program Bank. You cannot request that Accounts be linked or request that Accounts that are linked cease to be linked.

A withdrawal to satisfy a debit in one or more linked Accounts on any day will be satisfied before a deposit of available cash balances in any of the other Accounts are allocated. As with any withdrawal, shares of a Money Market Fund held in that Account will be redeemed before withdrawing funds from any Deposit Accounts held by that Account. Withdrawals will be made on a last-in, first-out basis based on that Accounts prior deposit history. Deposit Account balances and Money Market Fund shares held in one Account will not be used to satisfy a debit in another linked Account.

After all withdrawals are allocated, available cash balances for deposit in the remaining linked Accounts are allocated to the Program Banks on your Priority List beginning with the Account that has the lowest numerical Account number (e.g., funds in Account 123 are deposited before funds in Account 124). Because deposits from linked Accounts are allocated on a "first come, first served" basis, Deposit Account balances may not be allocated equally between linked Accounts.

F. CHANGES TO THE PRIORITY LIST

RBC CM may change the number of Program Banks on the Priority List by adding Program Banks to, or deleting Program Banks from, the Priority List. One or more of the Program Banks included on the Priority List may be replaced with a Program Bank not previously included on the Priority List and the order of Program Banks on the Priority List may change. In general, you will receive prior notification of changes to the Priority List via your online Account access or the publicly available Priority List available at www.rbcwm-usa.com. You will have an opportunity to designate a Program Bank as ineligible to receive your deposits before any funds are deposited into a new Program Bank or in a new sequence by contacting your Financial Advisor. However, if a Program Bank is unable to accept deposits for regulatory or other reasons, RBC CM may not be able to provide you with advance notice. RBC CM will provide you notice of such changes as soon as practicable.

In the event that the order of Program Banks on the Priority List is changed, on the day on which the revised Priority List is effective your previously deposited funds will be reallocated among the Program Banks on the revised Priority List in accordance with the deposit procedures described above under Section II.B., unless a given Program Bank on the revised Priority List is temporarily unable to accept deposits for regulatory or other reasons. In such case, that Program Bank will not have funds reallocated to it in accordance with the deposit procedures set forth above. When the Program Bank that could not accept your funds is again able to accept your funds, available cash balances in your Account will be placed in that Program Bank in accordance with the standard deposit procedures. Other than as described above, deposits and withdrawals of your funds made after a change to the Priority List will occur as described above under Section II.B. and Section II.D., respectively.

If a Program Bank on the Priority List is temporarily unable to accept deposits, funds deposited in other Program Banks on the Priority List while it is unable to accept deposits will not be reallocated to it when it is able to accept deposits. This could result in a Program Bank on the Priority List temporarily having a smaller deposit balance than Program Banks in a lower priority position on the Priority List.

If a Program Bank at which you have Deposit Accounts no longer makes the Deposit Accounts available, you will be notified by RBC CM and given the opportunity to establish a direct depository relationship with the Program Bank, subject to its rules with respect to establishing and maintaining deposit accounts. If you choose not to establish a direct depository relationship with the Program Bank, your funds will be transferred to the next available Program

Bank on your Priority List. The consequences of maintaining a direct depository relationship with a Program Bank are discussed below in Section VII.

III. PROGRAM AMENDMENT AND NOTICES

RBC CM, at its discretion, may modify the terms, conditions and procedures of the Program, including, but not limited to, the methodology used to determine the interest rates on Deposit Accounts, changing the deposit or withdrawal procedures, or adding or removing Program Banks from the Program. RBC CM will notify you of any such changes that adversely affect you. All notices may be made by a letter, an entry on your RBC CM Account statement, an insert to your Account statement or by other means such as posting a change to the Priority List to the publicly available website at www.rbcwm-usa.com.

IV. INTEREST ON THE DEPOSIT ACCOUNTS AND YIELDS ON THE MONEY MARKET FUNDS

A. INTEREST RATES ON THE DEPOSIT ACCOUNTS

Deposit Account balances in the MMDA and Transaction Account at each Program Bank will earn the same rate of interest. Interest rates on the Deposit Accounts are variable and subject to change without notice. Interest will accrue on Deposit Account balances from the day funds are deposited into the Deposit Accounts at a Program Bank through the business day preceding the date of withdrawal from the Deposit Accounts at the Program Bank. The interest accrual period is generally the 26th through the 25th of each month. Interest will not be subject to the Deposit Threshold until credited.

The interest rates you receive on your funds in the Deposit Accounts may be higher or lower than the interest rates available on other deposit accounts offered by a Program Bank or on deposit accounts offered by other depository institutions or on any money market funds. You should compare the terms, interest rates, required minimum amounts, and other features of the Deposit Accounts with other deposit accounts and alternative cash sweep options. You may obtain information with respect to the current Program interest rates and interest rate segments by contacting your Financial Advisor or consulting your appropriate client Website. RBC CM and the Program Banks reserve the right to change the interest rates and interest rate segments, which, from time to time, could result in there being no difference between the interest rates for the different interest rate segments.

B. INTEREST RATE SEGMENTS

- **Direct Accounts**

The interest rates on the Deposit Accounts for Direct Accounts that are not Retirement Accounts will be available by segments. Clients qualify for a particular interest rate

segment based on the higher of the (i) total assets in Accounts held at RBC WM or (ii) total commissions and fees paid from the client's Accounts to RBC WM over the previous 12 months, aggregated by household. Clients with greater total household assets or commissions/fees may qualify for higher rates than clients with lower total household assets or commissions/fees.

In determining household values, RBC WM takes into consideration multiple pieces of client information, including street address, tax ID, last name, telephone number, zip code and account type to determine householding of Accounts. RBC WM reserves the right to modify how it determines a household and the right to amend the definition of eligible assets, commissions/fees. To find out the total commission/fees you have paid over the past 12 months contact your Financial Advisor.

The following total household asset and twelve-month trailing commission and fee levels will determine a client's interest rate segment:

Interest Rate Segments: Total Household Assets -or- 12-Month Trailing Commissions/ Fees (current as of March 01, 2018)

- 1 \$5,000,000 or more or \$50,000 or more
- 2 \$1,000,000 – \$4,999,999 or \$10,000 – \$49,999
- 3 Under \$999,999 or Under \$10,000

Employees of RBC CM and its affiliates who hold Accounts at RBC CM are eligible for Interest Rate Segment 1 of the Program.

Existing Client Accounts. On a monthly basis, RBC WM will review a client's total household assets and trailing twelve-month commissions and fees to determine if the client is eligible for a higher interest rate segment. If the client is eligible for a higher interest rate segment, the interest rate segment will automatically be changed to the eligible segment (for example, move from Interest Rate Segment 3 to Interest Rate Segment 2).

On an annual basis, RBC WM may review a client's total household assets and trailing twelve-month commissions and fees to determine if the client is still eligible for his current interest rate segment. If the client has experienced a reduction in household assets or commissions and fees, and is no longer eligible for his current interest rate segment, the client's interest rate segment may be changed to the highest interest rate segment for which the client is eligible. If this is the case, the client will receive a 30-day advance written notice and will have the opportunity to increase his assets at RBC WM in order to maintain his current interest rate segment. If the client is unable to increase his assets, his interest rate segment will be changed to the highest interest rate segment for which he is eligible.

New Client Accounts. All new Direct Accounts that select the Program will be automatically assigned to the Interest Rate Segment 3. During the monthly review process outlined previously, any Accounts that are eligible for a higher interest rate segment will be automatically changed to the eligible segment.

- **Direct Accounts that are Retirement Accounts**

Direct Accounts that are Retirement Accounts will earn an interest rate equal to Interest Rate Segment 1, as shown above.

- **Introducing Broker Accounts**

Clients with an Introducing Broker Account will be placed in an interest rate segment designated by RBC Correspondent Services. Certain introducing brokers may utilize a separate interest rate schedule and if this is the case you will, if necessary, receive an additional disclosure document that describes the separate interest rate schedule. At any time, you may determine the rate of interest earned by your deposit balances in the Deposit Accounts by accessing your appropriate Account website. (See Section X below). If you have any questions, contact your financial professional.

- **Investment Advisor Accounts**

Clients with an Investment Advisor Account will be placed in an interest rate segment designated by RBC Advisor Services. At any time, you may determine the rate of interest earned by your deposit balances in the Deposit Accounts by accessing your appropriate Connect Website. (See Section X below). If you have any questions, contact your financial professional.

C. YIELDS ON THE MONEY MARKET FUNDS

The US Government Fund is a money market fund managed by RBC Global Asset Management (U.S.) Inc., an affiliate of RBC Capital Markets, LLC. The Federated Money Market Fund is not affiliated with RBC CM.

Information regarding the current yield for the US Government Fund is available at www.rbcgam.com, or by contacting your Financial Advisor. Information regarding the current yield for the Federated Money Market Fund is available by contacting your Financial Advisor. Yields on the Money Market Funds may be less than the interest rates offered on the Deposit Accounts by the Program Banks on your Priority List.

You may obtain a copy of US Government Fund's prospectus from your Financial Advisor or online at www.rbcgam.com, and a copy of the Federated Money Market Fund's prospectus from your Financial Advisor.

V. INFORMATION ABOUT YOUR DEPOSIT ACCOUNTS

You will not receive trade confirmations for transactions in your Deposit Accounts. Transactions in the Deposit Accounts will be confirmed on your Account statement, which will also reflect the total of your opening and closing Deposit Account balances, the dollar amount of interest earned, the interest rate, and the number of days for which interest was earned. In addition, your Account statement will reflect the principal deposit balance held at each Program Bank as of the end of the statement period. In addition, you will not receive trade confirmations for automatic investments in a Money Market Fund made through the Program. Your Account statement will reflect your investments in a Money Market Fund made through the Program. You will receive a prospectus for the US Government Fund or Federated Money Market Fund following the first purchase of such Money Market Fund shares made through the Program.

Your Account statement will not show the movement of funds between the Transaction Account and the related MMDA at a Program Bank or among Program Banks. You may obtain information about your Deposit Accounts, including balances and the current interest rates, by contacting your Financial Advisor or by accessing your Account online. You should retain your Account statements for your records.

VI. THIRD PARTY ACCOUNTS

RBC Correspondent Services acts as clearing broker for Introducing Broker Accounts. RBC Advisor Services provides custody and execution services for Investment Advisor Accounts under a contractual arrangement with the investment advisors.

If your Account is a Third Party Account (i) RBC CM will not review or analyze your Account for the purpose of providing advice to you and RBC CM will not provide any advice regarding your Account, including the suitability of the Program (ii) RBC CM assumes no responsibility for trades made in your Account, and (iii) RBC CM has no responsibility or liability for any actions or omissions of your financial professional or its representatives, employees or other agents. Therefore, you must consult your financial professional for advice and recommendations concerning your Account and you should discuss all your investment goals and objectives with your financial professional. **SHOULD YOU HAVE ANY QUESTIONS CONCERNING ANY ASPECT OF THE INFORMATION CONTAINED HEREIN, YOUR ACCOUNT OR SECURITIES IN GENERAL, CONTACT YOUR FINANCIAL PROFESSIONAL IMMEDIATELY.**

By participating in the Program, clients of a Third Party Account understand

that RBC CM will act only to clear trades introduced by your Financial Advisor and to effect other back office functions for your Financial Advisor. You understand that all representatives, employees and other agents with whom you communicate concerning your Account(s) are agents of your financial professional, and are not RBC CM representatives, employees or other agents. RBC CM has no responsibility to supervise or monitor the activities of your Financial Advisor, and the Financial Advisor is exclusively responsible for ensuring that transactions in your Account(s) comply in all respects with applicable laws, rules and regulations and are suitable for your investment goals and objectives.

VII INFORMATION ABOUT YOUR RELATIONSHIP WITH RBC CM AND THE PROGRAM BANKS

A. RELATIONSHIP WITH RBC CM

RBC CM is acting as your exclusive agent and custodian in depositing, withdrawing and transferring funds to and from the Deposit Accounts, and in investing your funds in shares of a Money Market Fund. Your Deposit Account ownership will be evidenced by a book entry on the records of the Program Banks and by records maintained by RBC CM and its agents. No evidence of ownership, such as a passbook or certificate, will be issued to you.

Unless you establish the Deposit Accounts directly with a Program Bank as described below, all transactions with respect to your Deposit Accounts must be directed by RBC CM and all information concerning your Deposit Accounts can only be obtained from RBC CM. Accordingly, you should direct all instructions related to sweep transactions to your Financial Advisor. No Program Bank will accept any instructions concerning your interest in a Deposit Account under the Program unless such instructions are transmitted by RBC CM or an authorized agent on behalf of RBC CM. RBC CM may use agents to effect its responsibilities under the Program.

RBC CM may, in its sole discretion and without notice, terminate your participation in the Program at any time. Similarly, you may terminate your participation in the Program at any time by contacting your Financial Advisor. In either case, you may establish a direct depository relationship with the Program Banks by requesting to have your Deposit Accounts established in your name, subject to the Program Bank's rules with respect to maintaining such accounts. This will result in the separation of the Deposit Accounts from your Account. Your Deposit Account balances will no longer be reflected in your Account statement and RBC CM will have no further responsibility concerning your Deposit Accounts.

B. RELATIONSHIP WITH THE PROGRAM BANKS

The Program Banks are not responsible for the actions of RBC CM with respect to the Program or otherwise. Your deposit in any Deposit Account constitutes a direct obligation of a Program Bank and is not directly or indirectly an obligation of RBC CM. You can obtain publicly available financial information concerning each Program Bank at www.ffiec.gov/nic or by contacting the FDIC Public Information Center by mail at L. William Seidman Center, Virginia Square, 3501 North Fairfax Drive, Arlington, Virginia 22226 or by phone at 703-562-2200. RBC CM does not guarantee in any way the financial condition of the Program Banks or the accuracy of any publicly available financial information concerning the Program Banks.

C. FEES TO RBC CM

Each Program Bank, except the RBC Affiliate Banks, will pay RBC CM a fee determined by RBC CM equal to a percentage of the average daily deposit balance in the Deposit Accounts at the Program Bank. The fee paid to RBC CM may be up to 3.50% annually on some of the Deposit Accounts. In the case of the RBC Affiliate Banks, RBC CM will receive a fee per Account that will range from \$10.00 to \$100.00 annually. For Direct Accounts that are Retirement Accounts, RBC Affiliate Banks will not pay RBC CM a per account fee.

The amount of fees received by RBC CM will affect the interest rate you earn on your deposits. In its discretion, RBC CM may reduce its fee and may vary the amount of the reductions between clients. The fee may vary among Program Banks.

In the case of the US Government Fund, RBC CM affiliate RBC Global Asset Management (U.S.) Inc. will receive a management fee on investments in the US Government Fund. Please see the US Government Fund prospectus document at www.rbcgam.com for more information.

D. CONFLICTS AND BENEFITS TO RBC CM AND RBC AFFILIATE BANKS

RBC CM and the RBC Affiliate Banks receive financial benefits in connection with the Program. In addition to the fees RBC CM receives from the Program Banks, RBC CM may receive other compensation from the RBC Affiliate Banks that is reflected by internal allocations made for reporting purposes. Through the Program, the RBC Affiliate Banks will receive a stable source of deposits at a cost that may be less than other alternative funding sources available to them. The RBC Affiliate Banks intend to use deposits in the Deposit Accounts to fund investments or other bank assets. The profitability on such investments and assets is generally measured by the difference, or "spread," between the interest rate paid on the Deposit Accounts, fees paid to RBC CM, and other costs of maintaining the Deposit Accounts, and the interest rate and other income earned on those investments and assets funded by the funds in the Deposit Accounts.

VIII. FDIC DEPOSIT INSURANCE COVERAGE

A. GENERAL INFORMATION

Balances in the Deposit Accounts are insured by the FDIC, an independent agency of the U.S. Government, up to \$250,000 for all deposits held in the same insurable capacity at any one Program Bank. Examples of insurable capacities include individual accounts, joint accounts, and IRAs. Your funds become eligible for deposit insurance immediately upon placement into a Deposit Account at a Program Bank. Any deposits that you may maintain directly with a particular Program Bank, or through any other intermediary, in the same insurable capacity in which the Deposit Accounts are maintained would be aggregated with the Deposit Accounts for purposes of the \$250,000 federal deposit insurance limit.

You are responsible for monitoring the total amount of deposits that you hold with any one Program Bank, directly or through an intermediary, including an Excess Bank, in order to determine the extent of deposit insurance coverage available to you on your deposits, including the Deposit Accounts. RBC CM is not responsible for any insured or uninsured portion of the Deposit Accounts or any other deposits.

In the event a Program Bank fails, the Deposit Accounts at that Program Bank are insured, up to \$250,000, for principal and interest accrued to the day the Program Bank is closed.

Under certain circumstances, if you become the owner of deposits at a Program Bank because another depositor dies, beginning six months after the death of the depositor the FDIC will aggregate those deposits for purposes of the \$250,000 federal deposit insurance limit with any other deposits that you own in the same insurable capacity at the Program Bank. Examples of deposit accounts that may be subject to this FDIC policy include joint accounts, "payable on death" accounts and certain trust accounts. The FDIC provides the six-month "grace period" to permit you to restructure your deposits to obtain the maximum amount of deposit insurance for which you are eligible.

In the event that federal deposit insurance payments become necessary, payments of principal plus unpaid and accrued interest will be made to you. There is no specific time period during which the FDIC must make insurance payments available, and RBC CM is under no obligation to credit your Account with funds in advance of payments received from the FDIC. Furthermore, you may be required to provide certain documentation to the FDIC and RBC CM before insurance payments are made. For example, if you hold deposits as trustee for the benefit of trust participants, you may be required to furnish affidavits and provide indemnities regarding an insurance payment.

If your Deposit Accounts at a Program Bank are assumed by another depository

institution pursuant to a merger or consolidation, the Deposit Accounts will continue to be insured separately, up to the FDIC insurance coverage limits, from any deposits that you have established with the acquiror until the expiration of a six-month period from the date of the acquisition. Thereafter, the Deposit Accounts will be aggregated with your existing deposits with the acquiror held in the same capacity for purposes of FDIC insurance coverage.

IMPORTANT: Certain transfers into the Program will NOT be covered by FDIC insurance until the following business day:

- 1. If you change your cash sweep option from a money market fund cash sweep option or RBC Cash Plus to the Program, the money market fund shares plus accrued dividends or deposit balances plus accrued interest will be redeemed or withdrawn and the total proceeds will be placed into your Account on the transaction date. However, the funds will not be deposited in Deposit Accounts at the Program Banks on your Priority List until the following business day with the result that the funds will be covered only by SIPC until the funds are deposited in the Deposit Accounts.**
- 2. If the Program is your cash sweep option and you transfer funds to your Account using a Letter of Authorization, those funds will be placed into your Account on the transaction date. However, the funds will not be deposited in Deposit Accounts at the Program Banks on your Priority List until the following business day with the result that the funds will be covered only by SIPC until the funds are deposited in the Deposit Accounts**

In both of the above cases, the amounts in the Program will begin accruing interest at the appropriate Program interest rate on the transaction date (the date the funds are deposited into your Account). Interest will accrue up to, but not including, the day on which funds are withdrawn from the Deposit Accounts.

B. AGGREGATION RULES APPLICABLE TO RETIREMENT ACCOUNTS

Under FDIC regulations, an individual's interests in plans maintained by the same employer or employee organization (e.g., a union) that are holding deposits of the same Program Bank will be insured for \$250,000 in the aggregate. In addition, under FDIC regulations, an individual's interest in the deposits of one Program Bank held by (i) IRAs, (ii) deferred compensation plans for certain employees of state or local governments or tax-exempt organizations (i.e., Section 457 Plans), (iii) self-directed "Keogh Plans" of owner-employees described in Section 401(d) of the Internal Revenue Code of 1986, as amended, and (iv) self-directed defined contribution plans, will be insured for up to \$250,000 in the aggregate

whether or not maintained by the same employer or employee organization.

C. QUESTIONS ABOUT FDIC DEPOSIT INSURANCE COVERAGE

If you have questions about FDIC insurance coverage, please contact your Financial Advisor. You may wish to seek advice from your own attorney concerning FDIC insurance coverage of deposits held in more than one insurable capacity. You may also obtain information by contacting the FDIC, Deposit Insurance Outreach, Division of Depositor and Consumer Protection, by letter (550 17th Street, N.W., Washington, D.C. 20429), by phone (877- 275-3342 or 800- 925-4618 (TDD)), by visiting the FDIC website at www.fdic.gov/deposit/index.html, or by e-mail using the FDIC's On-line Customer Assistance Form available on its website.

IX. SIPC PROTECTION

In the event of the failure of a brokerage firm or theft by a broker, SIPC helps customers whose assets are held at the brokerage firm. Balances maintained in the Deposit Accounts at the Program Banks are not protected by SIPC or any excess coverage purchased by RBC CM. Clients may obtain information about SIPC and access a SIPC brochure, by contacting SIPC at 1-202-371-8300 or by visiting www.sipc.org.

X. ADDITIONAL INFORMATION

If you have any questions about your Account or the Program please contact your Financial Advisor or for additional information about the Program please refer to your online Account access:

Please consult the following for an account with:

Direct Accounts
www.rbcwm-usa.com

Introducing Broker Accounts
www.investor-connect.com

Investment Advisor Accounts
www.rbcadvisorconnect.com

If you would like more information about the Money Market Funds, please review the prospectus available online at www.rbcgam.com or contact your Financial Advisor.