

Disclosure Concerning Potential Conflicts of Interest

Introduction

Qualified plan fiduciaries are obligated to ensure that costs paid for services to the plan are reasonable and to discover the full extent of all compensation paid to service providers. Fiduciaries are prohibited under ERISA Section 406 from actions which represent a conflict between self-interest and the interests of the plan participants and beneficiaries. A prudent fiduciary requires disclosure of any potential conflicts of interest affecting its service providers.

The purpose of this document is twofold:

- To obtain complete disclosure of all compensation, however derived, of current and potential service providers of (plan name), and;
- To make clear all possible conflicts of interest affecting current and potential service providers regardless of fiduciary status.

Instructions

Please complete and sign this form on your company's behalf. If you wish you may attach explanatory material in support of your answers.

Service Provider Information

Service Provider Company Name:

Name of person completing this form:

Title:

Nature of services to be provided (check all that apply):

- Recordkeeper
- Administrator
- Investment Advisor (including advice provider)
- ERISA Investment Manager
- Consultant providing fiduciary oversight or other services
- Custodian
- Trustee
- Brokerage/securities sales
- Money management

Disclosures

1. Proprietary Investments (check all that apply)
 - Provider offers proprietary investment products
 - Provider requires that a certain percentage of plan investment options or assets be invested in Vendor's proprietary products
 - Provider offers a GIC and may draw revenue, directly or indirectly, from assets invested in this GIC
2. Compensation Disclosure (check all that apply)
 - Provider is paid fees or commissions for its services, the full amounts of which have been disclosed to the client
Yes No Provider further certifies that the disclosed fees or commissions are the sole source of compensation for Provider.
 - Provider is paid fees or commissions for its services, the full amounts of which have **not** been disclosed to the client
 - Provider is revenue neutral, meaning that provider receives neither more nor less compensation regardless of the investments selected
 - Provider is not revenue neutral, meaning that in the selection of investments to be offered to the client, the provider may draw higher revenues from some investments than from others (such as in the form of revenue sharing payments)
 - Vendor or vendor's affiliate/subsidiary is paid transaction-based commissions for one or more transactions on behalf of the client
 - Vendor pays or receives deposit-based commissions or fees, including payments on transfer amounts (e.g., finders' fees)
 - Vendor (or related entity) receives and keeps compensation from the following sources, or pays such compensation to other parties in connection with qualified plan services: (check all that apply)
 - Commissions on investment products
 - Fees for service
 - Sub-transfer agency fees
 - Shareholder servicing fees
 - Finder's fees and/or 12(b)(1) fees
 - Soft dollar arrangements
 - Money manager fee-sharing
 - Placement fees (such as "preferred vendor" fees)
 - Transaction-based commissions
 - Dealer spreads
 - Other
3. Have the full amounts of all compensation named above been disclosed to the client in a clear and understandable format?
 - Yes
 - No

4. Revenue Sharing (check one)

- "Aetna Model" (DOL AO 97-16A)—provider keeps some or all payments from investment companies (check all that apply)
 - Vendor has not disclosed or will not disclose the full dollar amounts of all revenue sharing payments it collects
 - Vendor provides full disclosure of amounts of revenue sharing collected in connection with each investment
 - Vendor offsets its fees with revenue sharing payments but keeps any revenue sharing payments in excess of its fees
- "Frost Model" (DOL AO 97-15A)—provider passes back to the plan 100% of all revenue sharing payments and accounts for these payments to the plan sponsor no less than annually

5. Revenue Sharing accounting

- Vendor's accounting system tracks revenue sharing payments vs. anticipated/expected payments and how such payments are applied
- Vendor provides reports to plan sponsor showing amounts of revenue sharing and how applied. Reports are provided:
 - Quarterly
 - Annually
 - Other

6. Soft dollars (check all that apply)

- Vendor accepts or makes soft dollar arrangements in connection with retirement plan clients (such as providing or accepting research or other services). Explain:
- Vendor does not disclose the nature or value of such arrangements
- Vendor does disclose the nature or value of such arrangements

7. Revenue from related entities (check all that apply)

- Provider owns or is affiliated with or has an interest in one or more entities that may draw revenue as a consequence of vendor's provision of service to the client (for example, a self-clearing broker/dealer's trading subsidiary may be paid for executing transactions). Explain:
- The vendor's owners or employees may benefit from the vendor's provision of service to the client through entities in which the owners' or employees' relatives have an interest. Explain:

Certification and Signature

I affirm that I am authorized to complete this document on behalf of (company) and that all answers are a true and complete representation of the services rendered by my company.

_____ (signature)

Date