



Cetera Advisor Networks LLC (Cetera) is pleased to welcome you to the FlexInsured Account, a bank deposit sweep option in our Cash Sweep Program. The FlexInsured Account is a sweep option that permits cash balances awaiting investment or reinvestment in eligible accounts to be automatically deposited (or swept) into interest-bearing accounts (Deposit Accounts) at designated program banks, (which may include The Bank of New York Mellon (BNYM) and BNY Mellon, National Association (BNY Mellon, N.A.), (collectively, Program Banks)). Funds in each Deposit Account held for the benefit of a single customer will generally be eligible for federal deposit insurance from the Federal Deposit Insurance Corporation (FDIC) up to \$250,000 (the current Deposit Insurance Limit) per category of legal ownership as recognized by the FDIC (e.g., individual, corporate, trust, etc.) at each Program Bank. This insurance amount increases to \$500,000 in principal and accrued interest for joint accounts. Please note that funds deposited through the FlexInsured Account are not protected by the Securities Investor Protection Corporation (SIPC). See “FDIC Insurance at Program Banks” below for additional information about the FDIC and how FDIC insurance works.

## SUMMARY OF TERMS AND CONDITIONS

**This summary of the FlexInsured Account is prepared for your convenience and must be read in conjunction with the detailed disclosure below.**

Cetera has asked Pershing LLC (Pershing), our fully disclosed clearing agent, to assist us in operating the FlexInsured Account which, if you choose to participate, sweeps the uninvested cash balances in your Cetera brokerage account carried at Pershing (Cetera Account) into Deposit Accounts at Program Banks. Funds in Deposit Accounts will begin earning interest from the day they are received by the Program Bank. You may discontinue your participation in the FlexInsured Account at any time. BNYM is a NY state-chartered bank and BNY Mellon, N.A. is a national bank association. Both may participate in the FlexInsured Account by holding program funds in Deposit Accounts. Pershing, BNYM and BNY Mellon, N.A. are all affiliates and subsidiaries of The Bank of New York Mellon Corporation. By selecting the FlexInsured Account as the automatic sweep option in your Cetera Account, you agree to appoint Pershing, our fully disclosed clearing agent, as your authorized agent to establish and maintain Deposit Accounts at Program Banks, which may include BNYM and BNY Mellon, N.A., and to effect deposits to and withdrawals from such Program Banks pursuant to these terms and conditions.

**Federal Deposit Insurance.** Your funds are deposited into Deposit Accounts in a manner designed to provide up to \$2,500,000 of FDIC insurance protection on your FlexInsured Account balance, subject to bank availability. This coverage protects your balance held in Deposit Accounts, up to allowable limits, in the event of the failure of a Program Bank. As your agent, Pershing has established a separate account for the benefit of FlexInsured Account participants at each Program Bank and intends to limit each customer’s deposits at each Program Bank to \$246,500 (98.6% of the Deposit Insurance Limit) to help ensure that principal amounts and accrued interest receive FDIC insurance coverage. Once this amount is reached, additional amounts are deposited in subsequent Program Banks in amounts not to exceed \$246,500 at each Program Bank. Once the \$2,500,000 program total has been deposited at Program Banks, or if Program Banks no longer have the capacity to accept additional deposits, any available cash in your account will be placed in Deposit Accounts at Program Banks chosen to serve as the “Overage Banks.” **Your deposits at an Overage Bank in excess of the Deposit Insurance Limit will not be covered by FDIC Insurance.** Any money you hold at a Program Bank outside of the FlexInsured Account may impact the insurance coverage available. FDIC insurance coverage applies to the total amount of a depositor’s balance in all eligible accounts held at an FDIC-insured financial institution in the same category of ownership, as recognized by the FDIC. Therefore, if you maintain funds at a Program Bank outside of the FlexInsured Account, this will negatively impact the amount of FDIC insurance for the total amount of your funds held within and outside your FlexInsured Account at that Program Bank. Balances in the FlexInsured Account are not protected by SIPC, which provides protection against risks to customers of member brokerage firms, like Cetera and Pershing, in the event of the failure of that member firm. Under certain economic conditions or for other reasons, it is possible for Program Banks to limit or reduce the amount of deposits they will accept through bank deposit sweep products, such as the FlexInsured Account, which will reduce the amount of FDIC insurance available for the cash balance in your Cetera Account. If Programs Banks, including the Overage Banks, cannot accept any additional deposits due to capacity constraints, then all available cash in your Cetera Account will be automatically invested in shares of the Federated Hermes Trust for U.S. Treasury Obligations Fund Cash Series Shares money market fund, ticker symbol TCSXX (Default MMF) or held as a free credit balance. See “FDIC Insurance for Deposits at Program Banks” and “Deposit Capacity at Program Banks” below for additional information.

**Access to Funds.** You may access your balance in the FlexInsured Account (i.e., the funds held in Deposit Accounts at Program Banks), by contacting your financial professional or using features of your Cetera Account that have the effect of transferring FlexInsured Account balances back into your Cetera Account. Your ownership in funds deposited at Program Bank accounts will be evidenced by book entry on the account records of Pershing. Your Cetera Account statements issued by our fully disclosed clearing agent, Pershing, will list the names of the Program Banks holding your swept funds and your balance in each Program Bank. Program Banks are permitted by federal regulation to impose a seven-day delay on any withdrawal request. In the event of a failure of a Program Bank, there may be a time period during which you may not be able to access all or part of your deposits in the FlexInsured Account.

**FlexInsured Account Interest Rates.** The interest rates payable in the FlexInsured Account are determined by the amount the Program Banks are willing to pay minus the fees paid to Cetera and other service providers, as discussed below. The interest rates on your FlexInsured Account balances are established periodically and fluctuate as frequently as daily without prior notice, based on market, economic and other business conditions. Current interest rates for the FlexInsured Account are available from your financial professional. You will generally receive a lower rate of return on cash deposited in the FlexInsured Account than if it were invested in money market mutual funds. See “Interest Rates” below for additional information.

*Program Banks.* In order to facilitate the availability of the FlexInsured Account, certain FDIC-insured financial institutions have agreed to act as Program Banks. A separate FDIC-insured financial institution will act as an intermediary bank (Intermediary Bank) that routes deposits to, and withdrawals from, Program Banks. Certain large deposits or withdrawals in excess of FDIC limits may not be fully insured while being routed through the Intermediary Bank. In the event of a Program Bank failure, Pershing will not be obligated to credit your Cetera Account with funds in advance of any payment by the FDIC. When your FlexInsured Account balances are allocated to a Program Bank, including BNYM and BNY Mellon, N.A., it realizes an economic benefit from them. The Program Banks, including BNYM and BNY Mellon, N.A., do not have a duty to offer the highest rates available or rates that are comparable to money market mutual funds or those offered by other depository institutions. Balances held in the Deposit Accounts at Program Banks constitute a direct obligation of the respective Program Bank and are not directly or indirectly an obligation of Cetera, Pershing or your financial professional at Cetera. See “Information About Your Intermediary Bank” and “Program Banks” below for additional information.

*Fees.* Although no direct fees will be earned by your financial professional for your participation in the FlexInsured Account, Cetera and other service providers earn fees from Program Banks based on the amount of money on deposit from all FlexInsured Account participants. For each of their services to support the FlexInsured Account, Cetera and other service providers, such as Pershing and a third-party administrator, will receive compensation, as discussed further below. The fee retained by Cetera will be an annual rate of up to a maximum of 600 basis points as applied across all FlexInsured Account deposits. See “Administrative Fees” below for additional information. For information on fees related to negative interest rates, please see the “Negative Interest Rate Disclosure” below.

*Risks of the Program.* You will generally receive a lower rate of return on cash deposited into the FlexInsured Account than if it were invested in money market mutual funds. Program Banks are permitted by federal regulation to impose a seven-day delay on any withdrawal request. In the event of a failure of a Program Bank, there may be a time period during which you may not be able to access your balance in the FlexInsured Account. FDIC insurance coverage applies to the total amount of a depositor’s balance in all eligible accounts held at a FDIC-insured financial institution. Therefore, if you have money at a Program Bank outside the FlexInsured Account, this will negatively impact the amount of FDIC insurance for the total amount of your funds held within and outside your FlexInsured Account at that Program Bank. Deposits made through the FlexInsured Account are not protected by SIPC, which provides protection against certain risks to customers of member brokerage firms, like Cetera and Pershing, in the event of the failure of that member firm. In the event that the U.S. adopts a policy resulting in negative interest rates, it is possible that Program Banks will begin to charge fees to maintain deposits held through bank deposit programs. This can result in you experiencing a negative overall return with respect to your deposits in the FlexInsured Account program. See “Negative Interest Rate Disclosure” below for additional information.

*Conflicts of Interest.* Cetera earns substantial fees from Program Banks based on your participation in the FlexInsured Account program, and this fee will be significantly higher to Cetera than if your funds were swept into a money market mutual fund or deposited in another product or depository institution. The fees that Cetera receives from your participation in the FlexInsured Account program defrays its costs of providing and administering the FlexInsured Account and is also a source of additional revenue which is further described below and detailed here: <https://cetera.com/cetera-advisor-networks/disclosures/flexinsured-account>.

This compensation that Cetera receives presents a conflict of interest, because Cetera receives a greater financial benefit when cash is swept into the FlexInsured Account than it otherwise would if your cash balance is held in a money market mutual fund or other products, and the fees that Cetera receives reduces the amount of interest you receive in the FlexInsured Account. The interest that you receive and Cetera’s fees are both paid from the total funds paid by the Program Banks on FlexInsured Accounts. Consequently, the greater the fees received by Cetera, the less funds are available to pay client interest on FlexInsured Account deposits. In addition, we continue to charge an investment advisory fee while your cash is held in the FlexInsured Account so the fees that we receive from the Program Banks are in addition to the advisory fees that you pay us and your financial professional. This means that we earn two layers of fees on the same cash balances in your FlexInsured account. If we were to reduce or eliminate our advisory fee for cash balances held in FlexInsured Accounts where such fee reduction is greater than the amount of compensation we receive on FlexInsured Account deposits, this would create a conflict of interest for us to avoid or minimize such cash holdings or to utilize alternative cash equivalent products, where available. Cetera therefore has an incentive for your funds to be swept into the FlexInsured Account program rather than a money market mutual fund or other alternative to the FlexInsured Account. The income we earn from Program Banks based on the balances in the FlexInsured Account program will in almost all circumstances be substantially greater than the amount of interest earned from those same balances. Cetera is ultimately responsible for setting its fees under the FlexInsured Account program. We receive a substantially higher percentage of the interest generated by deposit balances in the FlexInsured Account program than you receive. As a result, you will almost always receive a lower rate of return on cash deposited into the FlexInsured Account than could be obtained in money market mutual funds or certain bank products outside of the FlexInsured Account. The fees paid by Program Banks for your participation in the FlexInsured Account are retained by Cetera and are not shared with your financial professional. See “Administrative Fees” below for additional information on the fees received by Cetera for your participation in the FlexInsured Account program. If you wish to opt out of the FlexInsured Account, you may do so at any time by contacting your financial professional. See “Alternatives to the FlexInsured Account As a Sweep Option” below for additional information regarding your options.

Given the conflicts discussed above, each client should consider the importance of the FlexInsured Account program to us when evaluating our services, our total fees and compensation, and then decided whether to opt out of the FlexInsured Account. We mitigate these conflicts by disclosing them to you here and in Cetera’s Form ADV, and by not sharing the revenue generated from client cash sweeps with our financial professionals.

## **DETAILED TERMS AND CONDITIONS**

### **ACCOUNT ELIGIBILITY**

The FlexInsured Account is generally available for individual, business, corporate, joint, and uniform gifts-to-minors accounts, as well as certain non-advisory retirement accounts. Trust accounts are eligible so long as all beneficiaries of the trust account are natural persons. 403(b) accounts, advisory IRA accounts, advisory ERISA accounts and other qualified retirement plan accounts are not eligible to participate. Cetera and Pershing reserve the right, in their sole discretion, to limit other types of accounts from participating in the FlexInsured Account.

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## ALTERNATIVES TO THE FLEXINSURED ACCOUNT

The FlexInsured Account is one option for you to consider in choosing how you want to maintain your cash balances. If you are maintaining an eligible account, the FlexInsured Account is the only automatic “sweep option” available. Conversely, you may elect to turn off the automatic sweep option by contacting your financial professional. If you elect not to utilize an automatic sweep option on your Cetera Account, your financial professional can tell you about certain money market funds or other products available through Cetera that you may wish to consider as alternatives to maintaining cash deposits in your account. If you elect to turn off the automatic sweep option, the uninvested cash balance in your Cetera Account will be treated as a free credit balance. A free credit balance will not earn you interest or investment returns; however, SIPC protects the securities and cash in your investment account up to \$500,000, which includes up to \$250,000 protection for cash held as a free credit balance. For more information about SIPC coverage, please go to [www.sipc.org](http://www.sipc.org).

Should you wish to move your free credit balance into a money market mutual fund or other product that Cetera makes available for purchase, such as a U.S. Treasuries or a brokered Certificate of Deposit, your financial professional can assist you. If you are invested in a wrap fee program, all transaction charges are included in the fees you pay for that program. We also offer a limited number of non-wrap fee programs which would require you to pay the transaction charge for purchasing such a product. If you are unsure of what type of program you are in, please discuss with your financial professional. You should consider your investment objectives, liquidity needs and risk tolerance in reviewing whether participation in the FlexInsured Account or another cash alternative is appropriate for you. If you desire to maintain a large cash position in your Cetera Account for other than an extended period of time, you should contact your financial professional to discuss your options.

## DEPOSITS

By electing to utilize the FlexInsured Account as the sweep option in your Cetera Account, you consent to have excess cash balances pending investment in your Cetera Account automatically deposited into Deposit Accounts at Program Banks. Each business day, our fully disclosed clearing agent, Pershing, or its agent bank, utilizing the services of the third-party administrator or the Intermediary Bank, will deposit the excess cash balances in your Cetera Account into one or more omnibus Deposit Accounts maintained at the Program Banks held for the benefit of FlexInsured Account participants. Your insured deposit ownership will be evidenced by an entry on records maintained by Pershing and the third-party administrator, as Pershing’s agent and record keeper, for each of the Program Banks at which your funds are on deposit. You will not be issued any evidence of ownership of an insured deposit account, such as a passbook or certificate. Your Cetera Account statement issued by Pershing will reflect all information regarding your balance in the FlexInsured Account, including all deposits, withdrawals, Program Bank deposit balance(s) and interest rate.

Funds intended for deposit into your FlexInsured Account must be placed through your Cetera Account and cannot be placed directly by you with the Intermediary Bank or any of the Program Banks. Only balances transferred by Pershing, acting as your agent, or the Intermediary Bank on behalf of Pershing, will be eligible for inclusion in the FlexInsured Account. Once you have selected the FlexInsured Account as the sweep option, excess cash balances in your Cetera Account on each business day will be transferred to your FlexInsured Account on the next business day.

If you decide to terminate your participation in the FlexInsured Account, you may establish a direct relationship with each Program Bank by making a request to the Program Bank to establish a deposit account in your name, subject to each Program Bank’s rules with respect to establishing and maintaining deposit accounts. You would then contact your financial professional and request a transfer of the funds in the FlexInsured Account into your individual deposit account. Establishment of a deposit account directly in your name at a Program Bank will separate your balance in the FlexInsured Account from the Deposit Accounts used in the FlexInsured Account, which are reflected in your Cetera Account. As such, if you establish a direct depository relationship with a Program Bank, your FlexInsured Account balance and your balances held in the associated Deposit Accounts at that Program Bank will no longer be reflected in your FlexInsured Account balance or on your Cetera Account statement issued by Pershing and Cetera and Pershing will have no further responsibility concerning such Deposit Accounts.

## WITHDRAWALS

By electing to utilize the FlexInsured Account as the sweep option in your Cetera Account, you consent (and direct) to have your money on deposit at the Program Bank automatically withdrawn from the Program Bank accounts in the event of a debit in your Cetera Account or, on settlement date, to pay for securities purchased in your Cetera Account. Each business day, as needed, Pershing, acting as your agent, or its agent, the third-party administrator, utilizing the services of the Intermediary Bank, will withdraw your cash from the omnibus Deposit Accounts maintained at the Program Banks held for the benefit of FlexInsured Account participants.

In the event of a debit in your Cetera Account, any funds necessary to satisfy such debits will be obtained first from free credit balances in your Cetera Account (if any) and then from withdrawals from your FlexInsured Account balance. A debit will be created, for example, when you purchase securities or request a withdrawal of funds from your Cetera Account, when you write a check on your Cetera Account, or use other withdrawal methods (such as through an ACH transaction or debit card transaction on the debit card provided with your Cetera Account, if applicable). Checks written on your Cetera Account are not drawn directly against the amounts deposited for you at any of the Program Banks, but the money is transferred back from the Program Banks to the Intermediary Bank and then to your Cetera Account to satisfy your debit.

Please note, that under federal regulations, Program Banks may reserve the right to require seven (7) days’ notice before permitting a transfer of funds out of a deposit account, such as the Deposit Accounts at the Program Banks. While the Program Banks have not indicated their intention to implement such a policy, a Program Bank may, at any time, choose to do so.

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## RELATIONSHIP WITH PERSHING

Cetera, a registered broker-dealer in securities and member organization of FINRA, introduces your account to our clearing firm Pershing, which carries your account in a fully disclosed manner. Pershing is acting as your agent in establishing and maintaining Deposit Accounts for your swept balances and in depositing your money to and withdrawing your money from the Deposit Accounts at the Program Banks. Having instructed your financial professional to enroll you in the FlexInsured Account, your first bank deposit will constitute your appointment of Pershing as your agent to effect deposits to and withdrawals from Program Bank Deposit Accounts in connection with the FlexInsured Account. Pershing, a wholly owned indirect subsidiary of The Bank of New York Mellon Corporation, is a registered broker-dealer and is a member organization of the New York Stock Exchange (NYSE), the Financial Industry Regulatory Authority (FINRA) and Securities Investor Protection Corporation (SIPC).

## INFORMATION ABOUT THE INTERMEDIARY BANK

A designated settlement bank will act as the Intermediary Bank for the FlexInsured Account to route your deposit funds to various Program Banks in order to maximize the amount of FDIC insurance available on your FlexInsured Account balance. The Intermediary Bank is identified on the list of Program Banks available at [www.cetera.com/cetera-advisor-networks/clients/flexinsured-account](http://www.cetera.com/cetera-advisor-networks/clients/flexinsured-account). See “Program Banks” below for additional information.

## PROGRAM BANKS

A current list of the Program Banks, as updated from time to time, is available at [www.cetera.com/cetera-advisor-networks/clients](http://www.cetera.com/cetera-advisor-networks/clients) (refer to the “Investor Information and Disclosures” section, then click on the link for the FlexInsured Account or visit [www.cetera.com/cetera-advisor-networks/clients/flexinsured-account](http://www.cetera.com/cetera-advisor-networks/clients/flexinsured-account)) or by contacting your financial professional. The Intermediary Bank and each Program Bank is a separate FDIC-insured depository institution duly chartered under the laws of the United States or a state thereof. As described below, Cetera reserves the right to modify the list of eligible Program Banks (meaning adding and removing) and priority from time to time. Such modified and updated lists will be reflected on the website prospectively. Cetera may also change the Intermediary Bank. **It shall be your responsibility to monitor changes to the list of the Program Banks.**

You may not designate the order in which Program Banks receive funds through the FlexInsured Account. You may, however, exclude one or more Program Banks from receiving your cash balances. You may exclude Program Banks at any time and for any reason by notifying your financial professional. If a Program Bank where you already have deposits outside of the FlexInsured Account is listed, we recommend you direct us to exclude that Program Bank from receiving any of your FlexInsured Account deposits. **It is your responsibility to monitor the insurable deposits that you may have with any Program Bank (including deposits outside of the FlexInsured Account).**

It may take several days following your Cetera Account’s enrollment in the FlexInsured Account before we can process any requested Program Bank exclusions. In the event that your funds are allocated to a Program Bank that is designated by you or by us as an excluded Program Bank, but which is also a financial institution in which you maintain cash balances outside of your FlexInsured Account balance, deposits exceeding the maximum FDIC-insured amount at any such bank may not be protected by FDIC coverage until those exclusions are processed and the funds are reallocated to alternative Program Banks.

**You may obtain available financial information concerning any of the Program Banks at <https://www.ffiec.gov/NPW> or by contacting the FDIC Public Information Center by mail at 801 17<sup>th</sup> Street, N.W., Room 100, Washington, DC 20434 or by phone at 1.878. ASK. FDIC (877.275.3342).**

## ALLOCATION OF DEPOSITS AMONG PROGRAM BANKS

Program Banks into which your funds may be deposited will appear on a “Priority List” available on our website at [www.cetera.com/cetera-advisor-networks/clients/flexinsured-account](http://www.cetera.com/cetera-advisor-networks/clients/flexinsured-account). Other clients may be assigned different Priority Lists. You can identify the Priority List applicable to you by state or, in the case of most corporate accounts, by account type. If your Account is not a corporate account, please refer to the state which you legally identify as your primary state of residence and which you provided to us as your primary address in your account application, which was subsequently used for the registration of your Cetera Account. Program Banks appear on the 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 also include one or more Overage Banks that will accept your funds without limit and without regard to the \$250,000 federal deposit insurance limit if all Programs Banks on the Priority List have received funds up to the applicable deposit limit. If all your funds are withdrawn from an Overage Bank, the next time your funds are deposited in an Overage Bank your funds may be deposited in a different Overage Bank.

You may not change the order of Program Banks on the Priority List. However, at any time, you may 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 and designate the Program Bank as ineligible to receive future deposits. Your funds from an ineligible Program Bank will be deposited at the first available Program Bank set forth on the Priority List. You may not designate all of the Overage Banks as ineligible to receive your funds. If you wish to designate a Program Bank as ineligible to receive your funds, please contact your financial professional. 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. A Program Bank may be deleted from the Priority List or the order of Program Banks on the Priority List may change. The most current Priority List, as updated from time to time, will be maintained on our website at [www.cetera.com/cetera-advisor-networks/clients](http://www.cetera.com/cetera-advisor-networks/clients).

**By enrolling in and utilizing the FlexInsured Account, you expressly agree to the terms and conditions of this disclosure statement and authorize Cetera and its third-party administrator to designate and approve Program Banks, subject to review by Pershing, and to appoint Pershing as your agent to deposit and withdraw your cash balances in accordance with this disclosure statement. You understand that it is your responsibility to review the list of Program Banks and to notify us if you wish to exclude any of them from receiving your FlexInsured Account deposits.**

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## RELATIONSHIP BETWEEN CETERA AND CERTAIN PROGRAM BANKS

To participate as a Program Bank in the FlexInsured Account, a depository institution enters into an agreement with Pershing and the third-party administrator. While such depository institutions are not affiliated with Cetera, Cetera may maintain business relationships with certain depository institutions under which the depository institution may offer securities brokerage, investment advisory and/or insurance services through Cetera or its affiliates at one or more of their locations. Such depository institutions may be or may become Program Banks through agreements that the depository institutions enter into with Pershing and the third-party administrator. Client deposits from the FlexInsured Account program represent a significant amount of cash for Program Banks, and it is a relatively stable source of deposits for them. The Program Banks in turn use the deposited cash for their bank activities such as investments or lending, thus driving their revenue. As a result, the Program Banks have an incentive to pay a rate that is higher than the rate paid to you as described further in the Interest section below.

### INTEREST RATE

Funds deposited through the FlexInsured Account to a Program Bank will begin earning interest from the day they are received by the Program Bank. Interest on funds in the FlexInsured Account will accrue up to, but not including, the day of withdrawal. The interest rates and tiers available through the FlexInsured Account are established periodically based on market, economic and other business conditions.

The interest rate applied to your FlexInsured Account deposits will be based on your assignment to an “Interest Rate Tier” as determined by your total deposit balance through the FlexInsured Account. The Interest Rate Tiers, and interest rates associated therewith, may be changed from time to time. In general, in a tiered rate system, accounts with higher deposit balances through the FlexInsured Account will receive a higher interest rate than accounts with lower deposit balances. Cetera and Pershing will calculate your program balances and determine your eligibility for Interest Rate Tiers on a monthly basis. Current interest rate information is available at [www.cetera.com/cetera-advisor-networks/clients/flexinsured-account](http://www.cetera.com/cetera-advisor-networks/clients/flexinsured-account) or by contacting your financial professional.

**Cetera is responsible for setting the fees which ultimately reduces the interest rates available on FlexInsured Account deposits.** Our Cash Sweep Governance Committee meets periodically to review the rates paid to customers who participate in the FlexInsured Account program based on a number of factors including the rates paid by Program Banks, interest rates paid by our competitors who offer similar insured deposit programs, any expected changes in rates, and FlexInsured Account program expenses.

Your FlexInsured Account deposits will receive the same interest rate regardless of the Program Bank in which cash from your Cetera Account is deposited. The interest rate available through the FlexInsured Account will generally be lower than the interest rates available to depositors making deposits directly with the Program Bank or other depository institutions in comparable accounts and for money market mutual funds and other cash equivalent products available through Cetera. You should compare the terms, interest rates, required minimum amounts, and other features of the FlexInsured Account with other accounts and alternative products. Current interest rate information is available at [www.cetera.com/cetera-advisor-networks/clients/flexinsured-account](http://www.cetera.com/cetera-advisor-networks/clients/flexinsured-account) or by contacting your financial professional.

The Program Banks will use the daily-balance method to calculate the interest that applies to your FlexInsured Account balances in the Deposit Accounts. This method applies a daily periodic rate to the principal balance in the FlexInsured Account each day. Interest on the FlexInsured Account principal balance will accrue daily and will be reinvested monthly. Each month, upon the reinvestment date, the total accrued interest will be automatically credited to your FlexInsured Account principal each month. Each year you will receive a 1099-INT form from Pershing indicating the total amount of FlexInsured Account interest paid to you during the calendar year.

**The Program Banks, including BNYM and BNY Mellon, N.A., do not have a duty to offer the highest rates available or rates that are comparable to money market mutual funds. Money market mutual funds generally seek to achieve the highest rate of return consistent with their investment objectives, which can be found in their prospectuses. For this reason, and because the interest that you receive and Cetera’s fees, which Cetera is ultimately responsible for setting, are both paid from the total funds paid by the Program Banks, the rates of interest paid on FlexInsured Account balances will generally be lower than the rate of return available from a money market mutual fund or the rate of interest available to depositors making deposits directly with a Program Bank or other depository institutions in comparable accounts. You should compare the terms, interest rates, required minimum amounts, charges and other features of the FlexInsured Account with other deposit and investment options when evaluating whether to select or maintain the FlexInsured Account as your sweep option. If you desire to maintain a large cash position in your Cetera Account for other than a short period of time, you should contact your financial professional to discuss your options. Additionally, if you are seeking to maximize the potential returns on your cash, the FlexInsured Account is not and should not be viewed as a long-term option as it will result in long-term underperformance. Please contact your financial professional to discuss other potential options for maximizing returns or yields greater than those available in the FlexInsured Account program.**

### ADMINISTRATIVE FEES

Each Program Bank will pay a fee calculated by applying a percentage to the average daily balance of total FlexInsured Account deposits held at their bank. Generally, the third-party administrator will collect the fees payable by the Program Banks and retain an administrative fee based primarily on a percentage applied to each bank’s average daily balance of total FlexInsured Account deposits. The third-party administrator will then remit an administrative fee to Cetera and Pershing. The fee remitted to Cetera will be an annual rate of up to a maximum of 600 basis points as applied across all program deposits. Cetera may elect to waive some or all of its fees, which would have the effect of increasing the interest rate payable to customers, but has no obligation to do so. Cetera may elect to waive its fees differentially in order to create tiered rates of interest. Your financial professional does not receive any of the fees received by Cetera from Program Banks. The fees that Cetera receives from Program Banks will be greater than the fees Cetera receives from other money market fund sweep options.

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Other than the applicable advisory fees or other fees assessed by Pershing for maintaining your Cetera Account, and subject to the Negative Interest Rate Disclosure below, there will be no additional charges, fees or commissions imposed on your account with respect to the FlexInsured Account.

## **NEGATIVE INTEREST RATE DISCLOSURE**

In response to certain extraordinary economic conditions, some foreign countries have occasionally implemented a negative interest rate policy to stabilize their economies. Under such a policy, a central bank charges banks a fee to hold reserves, and, as a result, the banks then charge depositors a fee to maintain their deposits. Historically, the U.S. has not adopted policies resulting in negative interest rates, and there is no indication that the Federal Reserve Board plans to adopt such a policy in the future. If, however, such a policy is adopted in the U.S., Program Banks may begin to charge fees to maintain deposits held through bank deposit sweep products, such as the FlexInsured Account. In such an event, Cetera will charge a fee to defray its costs for maintaining your deposits at Program Banks through its bank deposit products. This fee will be in addition to fees Cetera receives directly from Program Banks for their participation in the FlexInsured Account. Cetera will assess any fees related to negative interest rates to your FlexInsured Account on a monthly basis for the duration of the negative interest rate period. If applicable, this fee will appear on your periodic Cetera Account statement. In its discretion, Cetera will increase or decrease this fee periodically to reflect the costs incurred by Cetera to maintain your deposits at Program Banks. Cetera can eliminate the fee at any time. In the event that Cetera assesses fees as a result of negative interest rates, additional information regarding the fees will be available at <https://www.cetera.com/cetera-advisor-networks/disclosures/flexInsured-account> or by contacting your financial professional.

## **DEPOSIT CAPACITY AT PROGRAM BANKS**

Under certain economic conditions or for other reasons, it is possible for Program Banks to limit or reduce the amount of deposits they will accept through bank deposit sweep products, such as the FlexInsured Account. If Program Banks, including the Overage Banks, cannot accept any additional deposits due to capacity constraints, then the FlexInsured Account product will be updated to automatically invest any additional available cash balances into shares of the Default MMF, a money market fund that Cetera makes available. If the Default MMF is not accepting excess funds, then those excess funds will be maintained in your Cetera Account as a free credit balance. The overall amount of available FDIC insurance protection will vary depending upon the number of Program Banks accepting deposits through the FlexInsured Account at any time and your total deposits held at Program Banks. If most or all the Program Banks have insufficient capacity to accept any additional balances, then the aggregate amount of FDIC insurance coverage available to you could be significantly reduced.

If Program Banks have insufficient capacity to accept new deposits but can maintain existing deposit levels, then Cetera may choose to maintain your existing cash balances at Program Banks and sweep all additional cash balances in your Cetera Account to Default MMF. If the Default MMF is unavailable to accept your cash balances, then such balances will be maintained in your Cetera Account as a free credit balance. Once deposit capacity at Program Banks is restored to levels that Cetera believes can support the then-current cash balances that were swept to the Default MMF and/or held as free credit balances as well as anticipated cash balances, the FlexInsured Account will resume normal operations and new cash balances will be allocated to Program Banks with available capacity. With advance notice to you, any amounts swept to the Default MMF will be converted to cash, at the then current market price, and then allocated to Program Banks on the Priority List. If your funds are being maintained as a free credit balance, then your cash balances will be reallocated to Program Banks. During times that you maintain sweep balances in a money market fund or a free credit balance, and you use cash in your account, such cash obligations will first be met by any free credit balances, then by redemptions from your money market funds, and finally by withdrawals from your FlexInsured Account balances, as applicable.

### *Money Market Mutual Fund Features and Disclosures*

The Default MMF is currently the Federated Hermes Trust for U.S. Treasury Obligations Fund Cash Series Shares, ticker symbol TCSXX. The prospectus for the Default MMF is available at <https://www.federatedinvestors.com/products/mutual-funds/trust-for-us-treasury-obligations/cs.do>. Cash balances swept to a money market fund are not FDIC insured but are protected by SIPC up to applicable limits. SIPC's coverage protects the securities and cash in your investment account up to \$500,000, which includes a \$250,000 limit for free credit balances. For more information about SIPC coverage, please go to [www.sipc.org](http://www.sipc.org). Cetera reserves the right to change the Default MMF from time to time.

Money market funds are securities that may increase or decrease in value. In general, money market funds are designed and managed with the objective of preservation of capital and maintenance of liquidity. *Although money market funds seek to preserve a net asset value of \$1.00 per share, there is no guarantee that this will occur, and it is possible to lose money should the value per share of the money market fund fall.*

Cetera receives distribution assistance in the form of annual compensation up to 0.78% for assets held in the Default MMF. Therefore, Cetera has a financial benefit when cash is invested in the Default MMF as opposed to other cash sweep products. This compensation is retained by Cetera and is not shared with your financial professional.

## **ACCOUNT STATEMENTS**

All activity with respect to your FlexInsured Account, including interest earned for the period covered and balances maintained at each Program Bank, will appear on the periodic Cetera Account statement issued by Pershing. You will not receive a separate statement from the Program Banks.

## **TAX INFORMATION**

For most clients, interest earned on deposits in the FlexInsured Account will be taxed as ordinary income in the year it is received. A Form 1099-INT will be provided to you annually by Pershing showing the amount of interest income you have earned on deposits in your FlexInsured Account. Please consult with your tax advisor about how interest earned in the FlexInsured Account may affect you.

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## NO SIPC COVERAGE FOR DEPOSITS HELD IN A FLEXINSURED ACCOUNT

SIPC provides investors some protection if their brokerage firm becomes insolvent or if cash or securities are missing from eligible customer accounts. The limit of SIPC protection for customer securities and cash is \$500,000, which includes a \$250,000 limit for free credit balances held by customers at member brokerage firms. SIPC, however, does not provide protection on bank deposits. Therefore, balances in the FlexInsured Account are not eligible for SIPC coverage. For more information about SIPC coverage, please go to [www.sipc.org](http://www.sipc.org).

## FDIC INSURANCE FOR DEPOSITS AT PROGRAM BANKS

Funds deposited on your behalf in a Deposit Account at a Program Bank are insured by the FDIC, an independent agency of the U.S. government, up to \$250,000 (including principal and accrued interest) when aggregated with all other deposits held by you in the same insurable capacity at a particular Program Bank. In the event a Program Bank becomes insolvent, the FDIC provides insurance up to \$250,000, including principal and accrued interest to the day the Program Bank is closed. These maximum amounts include, in addition to deposits held in your FlexInsured Account, all deposits held by you in the same insurable capacity at the same Program Bank, including, for example, CDs issued to you by a Program Bank.

The information below provides further information on federal deposit insurance limitations.

*Individual Accounts.* Deposit accounts at Program Banks held in the name of an agent or nominee of an individual (such as the balance from an individual's account in the Deposit Accounts held as part of the FlexInsured Account) are not treated as owned by the agent but are added to other deposits of such individual held in the same insurable capacity at that depository institution (including funds held in a sole proprietorship) and insured up to \$250,000 in the aggregate.

*Corporate and Partnership Accounts.* Accounts established at a Program Bank and owned by the same corporation, partnership or unincorporated association that are designated for different purposes are not separately insured but, rather, are aggregated with all other deposit accounts of the corporation, partnership or unincorporated association at the same Program Bank and insured up to \$250,000.

*Custodial Accounts.* Funds deposited into an account at a Program Bank that are established and held in the name of a custodian (for example, under the Uniform Gifts to Minors Act or the Uniform Transfer to Minors Act) will not be considered the property of the custodian, but are added to other deposits of the minor or other beneficiary held in the same insurable capacity and will be insured up to \$250,000 in the aggregate.

*Joint Accounts.* An individual's interest in joint accounts held under any form of joint ownership valid under applicable state law may be insured up to \$250,000 in the aggregate, meaning all accounts held at that bank held under any form of joint ownership. This would be separate and in addition to the \$250,000 allowed on other non-retirement account deposits individually owned by any of the co-owners of such accounts. For example, a joint account owned by two persons would be eligible for insurance coverage of up to \$500,000 (\$250,000 for each person), subject to the aggregation of each owner's interests in other joint accounts at the same depository institution. Deposits into the FlexInsured Account from joint accounts are always allocated assuming two owners.

*IRAs and other Self-Directed Retirement Accounts.* Funds deposited into IRAs, self-directed Keogh accounts, and certain other self-directed retirement accounts at a Program Bank are insured up to \$250,000 per owner and insured separately from other non-retirement funds an owner may have at the same Program Bank. For insurance purposes, the FDIC will aggregate such funds with other retirement funds owned by the same individual regardless of whether or not such funds are eligible for deposit through the FlexInsured Account.

**Trusts, medical savings accounts, employee benefit plans and other types of accounts also are subject to certain limitations. Please consult the FDIC or your financial professional for more details. FlexInsured Account balances held in accounts with trust registrations are allocated at the account level and not at the trustee level.**

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 calculate the applicable insurance limit by aggregating those deposits with any other deposits that you own in the same insurable capacity at the same Program Bank. Examples of accounts that may be subject to this FDIC policy include joint accounts, "transfer 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. If deposits through your FlexInsured Account or otherwise at a Program Bank are assumed by another depository institution pursuant to a merger or consolidation, such deposits generally will continue to be separately insured from the deposits that you might have established with the acquirer until (i) the maturity date of the CDs or other time deposits that were assumed, or (ii) with respect to deposits that are not time deposits, the expiration of a six month period from the date of the acquisition. Thereafter, any assumed deposits will be aggregated with your existing deposits with the acquirer held in the same insurable capacity for purposes of federal deposit insurance. Any deposit opened at the depository institution after the acquisition will be aggregated with deposits established with the acquirer for purposes of federal deposit insurance.

Your funds deposited through the FlexInsured Account can be deposited at more than one Program Bank, increasing the amount of insurance available to you up to a maximum of \$2,500,000 in FDIC insurance coverage, subject to bank availability (provided, however, the FlexInsured Account is designed to limit deposits to 98.6% of the coverage limits in each Program Bank, so the aggregate deposits that would be eligible for deposit insurance could be slightly less than this amount; FDIC insurance coverage available through the FlexInsured Account could also be reduced if you exclude one or more Program Banks from receiving your funds). Once \$2,500,000 (\$5 million for joint accounts) in total has been deposited at Program Banks, or once Program Banks no longer have capacity to accept additional insured deposits, your excess funds will be placed in Deposit Accounts at Program Banks chosen to serve as the "Overage Banks." **Your deposits at an Overage Bank in excess of the Deposit Insurance Limit will not be covered by FDIC Insurance or protected by SIPC coverage.** In the event that a Program Bank should become insolvent, the deposits made through the

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FlexInsured Account are insured up to the applicable Deposit Insurance Limit for principal and interest accrued through the day the Program Bank became insolvent. Interest is determined for insurance purposes in accordance with federal laws and regulations. In the event that federal deposit insurance payments should become necessary, any payments of principal plus unpaid and accrued interest through the date of insolvency made by the FDIC will be made to you. You may be required to provide certain documentation to the FDIC and others before insurance payments are made. **Cetera and Pershing are not be obligated to credit your account with funds in advance of their payment by the FDIC.**

#### **FDIC INSURANCE FOR DEPOSITS IN TRANSIT**

Your funds become eligible for FDIC insurance immediately upon placement in a Program Bank deposit account by Pershing, acting as your agent. While in transit from Pershing to the Program Banks and from the Program Banks to Pershing, the funds generally pass through the Intermediary Bank. While at the Intermediary Bank, funds are also eligible for FDIC insurance up to the Deposit Insurance Limit, depending on account type, when aggregated with any other deposits held by you in the same insurable capacity at the Intermediary Bank. It is possible that your funds in transit at the Intermediary Bank will exceed the maximum amount of FDIC coverage available through the Intermediary Bank as an individual bank until such funds are received by Program Banks or Pershing. Typically, funds will be moved from the Intermediary Bank to a Program Bank or Pershing within one business day.

If you have questions about basic FDIC insurance coverage, please contact your financial professional. You may also wish to seek advice from your own attorney if you have questions concerning FDIC insurance coverage of deposits held in more than one account or insurable capacity. You may also obtain additional information about the FDIC by contacting the FDIC, Office of Compliance and Consumer Affairs, by letter (550 17<sup>th</sup> Street, N.W., Washington, D.C. 20409), by phone (877.ASK-FDIC (877.275.3342) or 800.925.4618 (TDD)), by email ([dcainternet@fdic.gov](mailto:dcainternet@fdic.gov)) or by accessing the FDIC Website at [www.fdic.gov](http://www.fdic.gov). In addition, you may obtain publicly available financial information concerning any or all of the Program Banks at <https://www.ffiec.gov/NPW> and more detail on FDIC insurance from [www.fdic.gov/deposit/deposits/index.html](http://www.fdic.gov/deposit/deposits/index.html) or by contacting the FDIC Public Information Center by mail at 801 17<sup>th</sup> Street, N.W., Room 100, Washington, DC 20434. Neither Cetera nor Pershing guarantees the financial condition of any Program Bank or the accuracy of any publicly available financial information concerning a Program Bank.

#### **ADDITIONAL INFORMATION ABOUT YOUR FLEXINSURED ACCOUNT**

Cetera may modify the terms and conditions of the FlexInsured Account at any time upon notice to you. All activity with respect to your FlexInsured Account will appear on your periodic Cetera Account statements issued by Pershing, including the total of your opening and closing FlexInsured Account balances, the interest earned, and the interest rate for the reinvestment period. You should retain the Cetera Account statements for your records. As always, you should notify us immediately of any unauthorized activity in your FlexInsured Account or any concerns you may have with respect to the FlexInsured Account.

You may contact your financial professional during any business day to obtain the current interest rate, account balances, Program Banks and other information on your FlexInsured Account. If you have online access to your account, you may also view your FlexInsured Account information online. You may also find financial information on current interest rates on Cetera's website at <https://www.cetera.com/cetera-advisor-networks/disclosures/flexInsured-account>.