

717 17th Street, Suite 1700
Denver, CO 80202-3331
Toll Free: 877-270-6892
Fax: 303-293-2711
www.tdameritradetrust.com

Please direct mail to:
PO Box 17748
Denver, CO 80217-0748

This document discloses information concerning Collective Investment Fund (“CIF(s)”) investments maintained by TD AMERITRADE Trust Company (“TDATC”). The information pertains to the objectives and operations of the Facets Managed Index Fund. This CIF is an option available to you through your employer’s qualified retirement plan. It is important that you review this information prior to investing. However, this document is not a prospectus and is only part of the information you may need to make your investment decisions. **Before making any investment decision, you should consider all relevant material and, as appropriate, consult an investment professional.** To the extent that this information varies from the Declaration of Trust establishing the Facets Managed Index Fund, the Declaration of Trust shall control. You may obtain a copy of the Declaration of Trust by contacting TDATC at 877-270-6892, ext. 74761.

FACETS MANAGED INDEX FUND FOR QUALIFIED BENEFIT PLANS

What is the Facets Managed Index Fund?

The Facets Managed Index Fund is a CIF maintained by TDATC that is designed to serve the investment needs of tax-qualified benefit plans. The CIF is not a mutual fund registered under the Investment Company Act of 1940, as amended, (“1940 Act”) and CIF unit holders are not entitled to the protections of the 1940 Act. In addition, the CIFs’ units are not securities required to be registered under the Securities Act of 1933, or applicable securities laws of any state or other jurisdiction. The regulatory requirements applicable to a CIF differ from those applicable to a mutual fund, although both types of funds commingle participants’ assets with the objective of obtaining economies of scale in investment management. The CIF’s units are not traded on an exchange or “over the counter” and, as a result, the unit values are not available for publication in the newspapers. Daily unit values may be obtained from the third-party administrator or recordkeeper for your employer’s plan.

CIF Trustee

TDATC is a Maine-chartered, non-depository trust company and a wholly-owned subsidiary of TD AMERITRADE Holding Corporation. TDATC is not a member of FINRA/SIPC. TDATC offers trust and custody services, including back-office support, to a wide range of employee benefit plans. Services are provided through TDATC’s institutional clients only, such as third-party administrators, recordkeepers and registered investment advisors. In addition, TDATC serves as trustee of the CIFs described herein.

FACETS MANAGED INDEX FUND

Investment Objectives

The Facets Managed Index Fund is a CIF designed to provide participants with a way to participate in the broad market Standard & Poor’s (“S&P”) 500 Index with known and limited risk.

The CIF is professionally managed in order to seek to provide participants with income, which is derived by investing in the SPDR S&P 500 Exchange-Traded Fund on a monthly basis. The SPDR’s holdings are comprised of the 500 stocks in the S&P 500 Index, which is designed to capture the price performance of a large cross-section of the U.S publicly traded stock market. The main objective of the SPDR is to replicate the total return of the S&P 500 Index. With this strategy, all 500 securities of the S&P 500 Index are owned by the SPDR in their approximate market capitalization weight.

The CIF seeks to achieve its investment objective by utilizing certain special features and capabilities that can be unique in the world of Exchange Traded Funds (“ETFs”). The Fund’s income and protection will be managed by utilizing options trading strategies, which provide income and protection, but include additional transaction costs which may affect the overall performance of the CIF.

The CIF’s investment strategies are designed to mirror the returns of the S&P 500 Index while controlling risk during volatile markets.

For liquidity and administrative purposes, TDATC, as Trustee, requires that the CIF maintain at least 10% of its assets in cash. The mandatory cash component for the CIF will be comprised of a depository account which may be maintained by the Trustee or an affiliate of the Trustee.

Currently the Trustee contemplates that substantially all of the assets of the CIF will be invested according to corresponding strategies developed and provided by Retirement Alliance, Inc., an investment advisor registered with the U.S. Securities and Exchange Commission. For more information on Retirement Alliance, Inc., visit www.facetsmanagedindex.com.

About Risk

Units in CIFs are not deposits or obligations of, or endorsed or guaranteed by, TDATC or its affiliates, and the units are not insured by the Federal Deposit Insurance Corporation ("FDIC") or any other independent organization. The CIFs are also subject to investment risks, including possible loss of the principal amount. There is no assurance that the stated objective of a particular CIF will be achieved. The potential risks applicable to CIF's include, but are not limited to, the following:

Market Risk. CIFs are subject to market risk, which is the chance that the value of the investments in the CIFs may decline over time, causing a reduction in the value of the CIFs. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices. Bond markets also usually move in cycles, with bond values being inversely related to changes in interest rates. As interest rates rise, the value of a bond tends to decrease, and as interest rates decline, the value of a bond tends to increase.

Options Risk. A CIF that invests in options trading strategies may not be suitable for all investors as the special risks inherent to options trading may expose investors to potentially rapid and substantial losses. Investors should carefully read Characteristics and Risks of Standardized Options (www.optionsclearing.com/publications/risks/riskchap1.jsp) before investing in CIFs that invest in options. Investors in a CIF that invests in options should note that transaction costs and margin requirements may impact the performance of the CIF.

Foreign Market Risk. A CIF that invests in funds holding foreign securities may also be subject to the risks of investment in foreign markets. Investing in foreign markets can involve a greater level of risk, as there is often a lower degree of market volume and liquidity than in the U.S. markets and this may result in higher price volatility. In addition, currency risk must also be considered. Foreign securities are denominated in foreign currencies, which may change in value in relation to the U.S. dollar, possibly for long periods of time. When a foreign currency declines in value in relation to the U.S. dollar, the return on foreign investments may likewise decline. Foreign governments may also intervene in currency markets or impose approval or registration processes, which could adversely affect the value of the CIFs.

Real Estate Risk. A CIF that invests in funds holding real estate securities (e.g., REITs) involves many of the risks of investing directly in real estate such as declining real estate values, changing economic conditions and increasing interest rates, which could adversely affect the value of the CIFs.

Commodity Risk. A CIF that invests in funds holding commodity investments is subject to commodity price fluctuations. Commodity prices generally fluctuate in relation to, among other things, the cost of producing commodities, changes in consumer demand for commodities, hedging and trading strategies of commodity market participants, disruptions in commodity supply, weather, as well as political and other global events, which could adversely affect the value of the CIFs.

Small and Mid-Cap Risk. A CIF that invests in small capitalization and mid-capitalization companies may be subject to price volatility. The securities of both small-cap and mid-cap may trade less frequently and in smaller volume than larger, more established companies. Accordingly, their performance can be more volatile and they face greater risk of business failure, which could, depending on the allocation of the CIFs assets to such sectors, increase the volatility of a CIF's performance.

Exchange-Traded-Funds (ETF) Risk

A CIF that invests in ETFs is subject to unique risks. Like stocks or bonds, ETFs carry market risk and could decline in value because of current events, supply and demand and other conditions that may affect the sector or group of industries the ETF represents. ETFs are able to trade intraday; however, a CIF that invests in an ETF will trade utilizing the last composite price for the ETF. Trading prices of ETFs may not reflect the actual net asset value of the underlying securities. In addition, ETFs will occasionally distribute capital gains that may impact the performance of the CIF.

A particular CIF may or may not contain one or more of the asset types described above. Please refer to the CIF Fact Sheet for information regarding asset allocation.

Who May Want to Invest

The CIF may be an appropriate investment for investors seeking professional management of their retirement account assets.

Trustee and Management Fees

There are no sales commissions or redemption fees charged for purchases and sales of interests in the CIF.

Trustee Fee

For the provision of investment management and administrative services, TDATC charges a Trustee Fee with respect to the CIF of 0.85% per annum on total assets. This fee will accrue on a daily basis and is payable monthly in arrears. The Trustee's Fee will be charged directly to the CIF.

Sub-advisory Fee

A portion of the Trustee Fee, 0.70%, is paid to Retirement Alliance, Inc. for services provided to the Trustee.

Brokerage Commissions

The CIF will incur brokerage commissions as a result of investing in the options strategies discussed above. Such commissions will be paid out of the CIF's expenses and may potentially impact overall expected CIF returns.