

This document discloses information concerning Collective Investment Fund ("CIF") investments maintained by TD AMERITRADE Trust Company ("TDATC"). The information pertains to the objectives and operations of the STARPATH FUNDS™. These CIFs are options 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 STARPATH FUNDS™, 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.

STARPATH FUNDS™ FOR QUALIFIED RETIREMENT PLANS

What are the STARPATH FUNDS™?

The STARPATH FUNDS™ are CIFs maintained by TDATC that are designed to serve the investment needs of tax-qualified retirement plans. The CIFs are not mutual funds 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 CIFs 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 CIFs' 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.

STARPATH FUNDS™

The STARPATH FUNDS™ seek to add value through "asset class" investing rather than through an actively managed stock selection or a simple index approach. Rogers Capital Management, Inc.'s ("Rogers") investment methodology does not depend on market timing, individual stock selection or economic forecasting, as Rogers believes these approaches typically prove to be more costly in terms of fees and tend to underperform the market. Instead, each STARPATH FUND™ utilizes "asset class" investing through institutional asset class mutual funds offered primarily by Dimensional Fund Advisors.

Rogers' investment philosophy is based on the following core beliefs for equity investing:

- Diversification reduces risk
- Markets are efficient
- Asset allocation is the key determinate of portfolio returns
- Passive management is superior to active management
- Asset class investing is superior to indexing

Rogers' core beliefs for fixed-income investing include:

- Invest in high-quality, investment grade fixed-income securities
- Keep durations and maturities short to intermediate

The STARPATH FUNDS™ are diversified in accordance with each CIF's investment objective. The STARPATH FUNDS™ offer two major collective investment fund groups: The STARTRACK FUNDS™ and the STARCORE FUNDS™.

Each STARPATH FUND™, except for STARCORE FUNDS™ Global Value and International, may invest a small portion of its assets in mutual funds that invest in Real Estate Investment Trusts ("REITs"). A REIT is a security that sells like a stock on major stock exchanges and invests in real estate directly, either through properties or mortgages. REITs are deemed to be a separate asset class from equities and fixed income, but may enhance a CIF's return.

STARTRACK FUNDS™:

Each of the STARTRACK FUNDS™ has a number associated with it that represents the year in which an investor expects to begin withdrawing money from the fund. Each of the STARTRACK FUNDS™ asset allocation will become more conservative over time, meaning that the percentage of assets allocated to stocks will decrease while the percentage of assets allocated to fixed income and cash will increase.

All asset allocations listed below are approximate and may vary up to 10% at any given time. Typically, funds that have a target date greater than 15 years from the current date will have 90% of the assets invested in equities and 10% in fixed income and cash. Funds within 15 years from the target date will begin to transition to approximately 80% equities and 20% fixed income and cash. Funds that are within 10 years of the target date will generally have an asset allocation of 70% equities and 30% fixed income and cash. Funds that are within 10 years or less of the target date will be periodically adjusted with the final asset allocation upon the target date of 70% fixed income and cash and 30% of assets invested in equities.

The STARTRACK FUNDS™ do not provide guaranteed income or payouts, nor can they ensure that an individual will have assets sufficient to cover retirement expenses or that an individual will have enough saved to be able to retire in the target year identified in the fund name.

Rogers will periodically adjust each STARTRACK FUNDS™ asset allocation, seeking to reduce risk as an individual CIF's stated target date approaches.

STARTRACK 2010 FUND™:

This CIF initially seeks to invest 40% of its assets in equity asset class mutual funds and 60% of its assets in fixed-income mutual funds. As the target date approaches, Rogers will seek to reduce risk significantly on a periodic basis by adjusting the CIF's ratio of equity to fixed-income mutual funds.

STARTRACK 2020 FUND™:

This CIF initially seeks to invest 70% of its assets in equity asset class mutual funds and 30% of its assets in fixed-income mutual funds. The CIF will strive to maintain such an asset mix, depending on the prevailing market conditions, until approximately 10-12 years before the stated target date. Once the CIF is within the final 10-12 years of the target date, Rogers will seek to reduce risk significantly on a periodic basis by adjusting the CIF's ratio of equity to fixed-income mutual funds as the target date approaches.

STARTRACK 2030 FUND™:

This CIF initially seeks to invest 80% of its assets in equity asset class mutual funds and 20% of its assets in fixed-income mutual funds. The CIF will strive to maintain such an asset mix, depending on the prevailing market conditions, until approximately 10-15 years before the stated target date. Once the CIF is within the final 10-15 years of the target date, Rogers will seek to reduce risk significantly on a periodic basis by adjusting the CIF's ratio of equity to fixed-income mutual funds as the target date approaches.

STARTRACK 2040 FUND™:

This CIF initially seeks to invest 90% of its assets in equity asset class mutual funds and 10% of its assets in fixed-income mutual funds. The CIF will strive to maintain such an asset mix,

depending on the prevailing market conditions, until approximately 10-20 years before the stated target date. Once the CIF is within the final 10-20 years of the target date, Rogers will seek to reduce risk significantly on a periodic basis by adjusting the CIF's ratio of equity to fixed-income mutual funds as the target date approaches.

STARCORE FUNDS™

The STARCORE FUNDS™ are CIFs that target and maintain specific levels of risk and return, rather than targeting specific dates. While each CIF is primarily designed for use as a completely diversified strategy, each can also serve as a solid foundation for a "core-satellite" strategy.

STARCORE I FUND™:

This CIF seeks to be the most conservative of the STARCORE FUNDS™, placing a greater emphasis on current income. The CIF will invest 60% of its assets in fixed-income mutual funds and 40% of its assets in equity asset-class mutual funds. The fixed-income portion of the CIF will consist primarily of fixed-income mutual funds that invest in high quality, investment-grade fixed-income securities with durations and maturities in the short to intermediate-term range. The equity portion of the CIF will consist of 65%-85% U.S. equity asset-class mutual funds and 15%-35% international equity asset-class mutual funds.

STARCORE II FUND™:

This CIF is designed to reflect a standard "60/40" asset allocation model (60% equity asset-class mutual funds, 40% fixed-income mutual funds). While the CIF seeks to benefit from an increased equity allocation, it also seeks to mitigate potential short-term return volatility through bond exposure. The equity portion of the CIF will consist of 65%-85% U.S. equity asset-class mutual funds and 15%-35% international equity asset-class mutual funds.

STARCORE III FUND™:

This CIF is designed for more aggressive wealth enhancement through increased equity positions, while maintaining a smaller allocation of fixed-income mutual funds. The CIF will seek to invest 80% of its assets in equity asset-class mutual funds and 20% of its assets in fixed-income mutual funds. The equity portion of the CIF will consist of 65%-85% U.S. equity asset-class mutual funds and 15%-35% international equity asset-class mutual funds.

STARCORE IV FUND™:

This CIF is a globally diversified equity CIF designed for long-term investors who are willing to experience potentially increased short-term return volatility. The CIF seeks to be broadly diversified across and within domestic, international and emerging market asset classes. This CIF also seeks to capture the benefits of long-term global stock market appreciation.

STARCORE GLOBAL VALUE FUND™:

This equity CIF is globally diversified across all market capitalizations and has a significant value tilt. This CIF seeks to invest up to 98% of its assets in equity asset-class mutual funds. The CIF will primarily invest in the asset classes of domestic value, international value and emerging markets value mutual funds. The CIF will strive to increase potential expected long-term returns through the CIF's value exposure, as opposed to more traditional "blended" markets or growth-oriented mutual funds. This CIF may be appropriate for long-term investors seeking to be invested in the CIF for 10 years or more

STARCORE U.S. FUND™:

This CIF seeks to be invested solely in U.S. equity asset-class mutual funds. The CIF will be diversified among all market capitalizations, as well as among value, growth and blended styles. The CIF will invest up to 98% of its assets in equity asset-class mutual funds. The CIF will strive to capture the benefits of investing broadly in the U.S. stock market through domestic asset-class mutual funds.

STARCORE INTERNATIONAL FUND™:

This CIF seeks to be invested in 38 countries, excluding the U.S. and Canada. The CIF will consist of mutual funds that invest in both developed and emerging markets. The CIF will invest up to 98% of its assets in equity asset-class mutual funds. The CIF will seek to diversify amongst all market capitalizations and styles, with the intention of gaining the potential benefits of investment opportunities outside the U.S. and Canada.

For liquidity and administrative purposes, TDATC, as Trustee, requires that the CIFs maintain at least 3% of their assets in cash. The mandatory cash component for the CIFs may 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 CIFs will be invested according to corresponding strategies developed and provided by Rogers. Each of the STARPATH FUNDS™ may invest in a combination of mutual funds and money market instruments. For more information on Rogers, visit www.thestarpathfunds.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 CIFs will be achieved. The potential risks applicable to the CIF 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.

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 CIF's assets to such sectors, increase the volatility of a CIF's performance.

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

Who May Want to Invest

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

Trustee and Management Fees

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

The total Trustee Fee paid to the Trustee is 0.50% per annum of total assets held in each CIF. A portion of the Trustee Fee, 0.35%, is paid to Rogers as advisor to the CIFs' or to a qualified custodian for unitholder servicing and administrative services as directed by the Plan Sponsor. Such unit-holder and administrative services may include, but are not limited to, recordkeeping, unit-holder communication, transmission of purchase and redemption orders, and other services with respect to the administration of units of each CIF. TDATC may serve as a qualified custodian, in which case the 0.35% will be paid directly to a Participating Trust account.

The CIFs will invest in a mixture of mutual funds that charge fees ranging from 0.20% and 0.72% per annum (the "Management Fee"), depending on the specific asset allocation for each CIF. The Management Fee is an additional cost incurred by and deducted from the daily net asset value of the underlying mutual fund.

