First Republic Securities Company, LLC
It's a privilege to serve you®

First Republic Securities Company, LLC ("FRSC"), is a securities broker-dealer registered with the Securities and Exchange Commission ("SEC") and a member of the Financial Industry Regulatory Authority ("FINRA") and the Municipal Securities Rulemaking Board ("MSRB"). FRSC is an indirect subsidiary of JPMorgan Chase & Co. ("JPMC," together with its subsidiary "J.P. Morgan"). Client accounts at FRSC are cleared on a fully disclosed basis at Pershing LLC ("Pershing"), which has custody of FRSC customer accounts. Pershing is a clearing broker that is not affiliated with FRSC or JPMC. This brochure provides disclosures about business practices of FRSC, how FRSC makes money and what conflicts of interest that it has.

About FRSC's Financial Professionals and Their Capacity

FRSC provides brokerage services to you through our financial professionals. When providing brokerage services, our financial professionals act in the capacity of registered representatives of FRSC. All of FRSC's financial professionals are registered representatives. When providing advisory services, FRSC financial professionals act in the capacity of investment adviser representatives of First Republic Investment Management, Inc. ("FRIM"), an investment adviser registered with the SEC, and an affiliate of FRSC. Many of FRSC's financial professionals are registered as both registered representatives of FRSC and investment adviser representatives of FRIM. Financial professionals who are only registered as investment adviser representatives of FRIM are not able to offer any of the broker-dealer services offered by FRSC

Recommendations that FRSC or its financial professionals make will be in a brokerage capacity unless the recommendations are made in connection with an account subject to a separate investment advisory agreement with FRIM.

FRIM's advisory services are not described in this brochure. They are described in separate brochures you will receive if you sign up for advisory services. If you would like to learn more about advisory services offered by FRIM, please request a copy of these brochures from your financial professional or from FRIM.

Service, Fees and Compensation

FRSC offers the following brokerage services: (i) full-service brokerage, where a FRSC financial professional can provide you with recommendations designed to meet your investment needs, and you retain decision-making authority for investment decisions; (ii) online brokerage services, where you can manage your assets using our self-directed online brokerage platform; and (iii) as an introducing broker where you retain an RIA (including our affiliated investment adviser FRIM) to provide investment advisory services with respect to assets held in the FRSC custodial brokerage account. You should review your RIA's agreement and Form ADV for information about the RIA's fees, compensation, and conflicts of interest. FRSC has an affiliated registered investment adviser, FRIM, which offers investment advisory clients the ability to custody their assets in a brokerage account at FRSC (as well as custody alternatives at other broker-dealers). FRSC does not offer ongoing investment monitoring as part of its brokerage services.

FRSC is compensated in a variety of ways when you make an investment, including commissions, markups/markdowns, sales credits and/or 12b-1 trailers. Because FRSC is compensated on a transaction basis, FRSC and your financial professional receive higher compensation when you trade more frequently, and so financial professionals have an incentive to encourage you to trade more frequently. If you do not plan to trade often, the transaction-based fee structure may be beneficial to you. Because the commissions charged by FRSC vary depending on the product, FRSC and your financial professional receives higher compensation when you invest in products with higher commissions, including in products sold by agreement (e.g., private placements, mutual funds, structured products, annuities and variable life insurance). For details, see the Full Service Commission Schedule (for full-service brokerage accounts) or the Online Brokerage Commission Schedule (for online brokerage accounts), copies of which are located on FRSC's Important Disclosures website (**firstrepublic.com/private-wealth-management/brokerage-services/investment-management-disclosures**). For FRSC brokerage accounts that are advised by FRIM, FRSC does not separately charge clients for most trading-related services. See FRIM's Form ADV (**firstrepublic.com/-/media/frb/documents/pdfs/pwm/form-adv-part-2a.pdf**) for more details.

Clients are charged service and maintenance fees by our clearing firm, Pershing. In most instances, FRSC marks up these fees. FRSC marks up the following fees imposed by the clearing broker: inactivity fees, reorganization fees, safekeeping fees, and fees for extension of margin. The fact that FRSC charges markups on these account fees creates a conflict of interest because those fees constitute additional revenue to FRSC. FRSC's account fees change over time but a current schedule of FRSC's account fees is available at the FRSC Fee Schedule, located on FRSC's Important Disclosures website.

As an additional incentive for FRSC to custody client accounts at Pershing, Pershing has in the past and likely will in the future credit FRSC $0.10 for each account opened with FRSC and provide FRSC an expense reduction quarterly credit based on the amount of client assets on deposit with Pershing.

A portion of the commissions and fees payable to FRSC is allocated on an ongoing basis to your financial professional(s), and the percentage credited to a financial professional has in the past generally been, and likely will in the future be, 25% of the total commissions and fees for accounts referred internally to them and 40% for accounts that are self-sourced. A financial professional has discretion to charge a commission lower than the standard commission schedule and the amount you pay is a factor used to calculate the compensation to the financial professional. Therefore, the financial professional has a financial incentive not to lower a client's commission or fee charges. A financial professional receives less than the standard payout when discounting too far below the standard schedule. This creates a financial incentive for financial professionals to price at the commission schedule. FRSC reserves the right, without prior notice, to change the methods by which it compensates the financial professionals and employees, including reducing or denying any production payout in its sole discretion.

FRSC has an incentive to recommend that you roll over your ERISA plan, such as a 401(k) or 403(b), to an Individual Retirement Account ("IRA") so that we can provide you with advice and/or recommendations and receive fees and/or transaction-based compensation.

FRSC has an incentive to advise you to invest in certain mutual funds and exchange-traded funds because the manager or sponsor of those investments shares revenue it earns on those investments with FRSC. Some SEC-registered mutual funds, or some share classes thereof, or their affiliates, pay Rule 12b-1 (marketing and distribution), revenue-sharing, service and/or administrative fees to FRSC where it sells fund shares or provides services to a fund's shareholders. Rule 12b-1, service and administrative fees typically are deducted out of fund assets at the fund level and reduce a shareholder's returns. Revenue-sharing payments typically are paid by a fund's affiliate out of the fund adviser's management fees. FRSC keeps all revenue-sharing payments it receives, as well as the service and administrative fees it receives from mutual funds that make revenue-sharing payments. FRSC also receives Rule 12b-1 (distribution), revenue-sharing, service and administrative fees for certain open-ended investment companies (mutual funds) purchased in FRSC custodial brokerage accounts for which you have retained FRIM or a third-party adviser. Financial Professionals receive a portion of the Rule 12b-1 fees earned by FRSC.

When FRSC uses products and services offered by J.P. Morgan, including but not limited to J.P. Morgan mutual funds and exchange-traded funds, J.P. Morgan will receive greater compensation. For example, if you buy shares of J.P. Morgan mutual funds, J.P. Morgan will earn compensation from mutual fund management fees, in addition to any fees and expenses charged by FRSC. Therefore, FRSC has an incentive to recommend or advise you to purchase products and services offered by J.P. Morgan over third-party products and services.

J.P. Morgan will receive greater compensation if trades in an FRSC account are executed through J.P. Morgan.

FRSC financial professionals participate in a referral non-cash compensation program with JPMorgan Chase Bank, N.A. ("JPMCB" or "the Bank"). The Bank Partnership Program is a program in which a financial professional that increases JPMCB deposit balances year-over-year may be entitled to awards such as tickets to the theater or a sporting event, or a weekend at a golf or spa resort.

FRSC does not engage in sales contests or quotas for specific securities or types of securities within a limited period of time, consistent with the prohibitions in the SEC's Regulation Best Interest.

As FRSC retains revenue-sharing payments from some mutual funds' affiliates (as well as any service and administrative fees paid by such affiliates with respect to the mutual funds for which such affiliates make revenue-sharing payments), including JPMC, FRSC has a conflict of interest with respect to the selection and retention of those mutual funds or share classes thereof. This conflict arises because those payments and fees create an incentive for FRSC to recommend those mutual funds or share classes over other funds or share classes that do not make revenue-sharing payments or that make lower revenue-sharing payments (and the relevant service and administrative fees), since doing so results in higher compensation to FRSC. These incentives do not apply to FRSC custodial brokerage accounts for which you have retained FRIM or a third-party advisor.

Conflicts Related to Insurance Activities

FRSC is also an insurance agency, DBA Grand Eagle Insurance Services ("Grand Eagle"), licensed to conduct insurance activity in all states where entity level licensure has been obtained. FRSC earns compensation including insurance revenue based on a percentage of the premiums paid by its customers, and it may be paid additional compensation based on such factors as the total volume of its product sales, the length of time that premiums are paid, and/or the profitability of those products. Financial professionals and employees who are separately licensed as registered representatives with FRSC or as insurance agents will be able to refer insurance and insurance-related investment products for which they will receive separate and additional compensation, and the compensation will often be contingent upon whether you purchase the insurance products or services. You, however, are not under any obligation to engage these individuals when considering the purchase/sale of securities or insurance.

FRSC refers clients to the Bank for certain other financial products and services, including loans related to insurance premium financing transactions ("Premium Financings") facilitated by FRSC in its capacity as an insurance licensed entity. In connection with Premium Financings, the Bank will function as a lender and takes a security interest in the underlying policy and other collateral. As a result, FRSC will have an incentive to direct Premium Financing transactions to the Bank.

FRSC may receive marketing support from various insurance carriers that FRSC uses to partially offset the cost of certain FRSC client marketing events. While this creates a potential conflict of interest, FRSC is committed to providing insurance recommendations that are based exclusively on what is appropriate for you and has policies and procedures in place to mitigate any potential conflicts of interest resulting from the receipt of this marketing support.

Conflicts Related to the Use of Margin

FRSC is compensated for margin interest, which gives FRSC an incentive to encourage you to carry a margin balance. Margin buying is buying securities with cash borrowed from a broker-dealer by using other securities as collateral. In cases where margin is used in a client account, the marginable securities in the accounts are pledged for collateral to borrow and buy additional securities in that account. This has the effect of magnifying any profit or loss. The securities serve as collateral for the loan, and this margin loan must be repaid even if the residual value of the client account is insufficient. In addition, subject to applicable law, FRSC or Pershing can issue a margin call and/or sell securities or liquidate other assets in any of your other FRSC brokerage accounts in order to maintain the required equity in your non-retirement margin account without seeking your consent or notifying you. Because FRSC is compensated for margin interest, FRSC will have an incentive to recommend borrowing money on your brokerage account and pledging the assets as collateral.

Conflicts Related to Payment for Order Flow

FRSC receives compensation from other firms for trades that FRSC directs for execution through such firms. This compensation is known as "payment for order flow." This compensation for such clients' trades creates a conflict of interest because FRSC is incentivized to direct trades not based on the quality of execution but on the amount of any payment for order flow. FRSC has established a Best Execution Committee to review execution quality and payment for order flow in order to mitigate this conflict of interest.

Relationships with Affiliates

The First Republic Private Wealth Management brand ("PWM") offers services to wealth management clients that include brokerage and insurance services through FRSC, investment management, insurance and financial planning services through FRIM, trust administration and custody through the Bank, First Republic Trust Company of Delaware LLC ("FRTC-DE") and First Republic Trust Company of Wyoming LLC ("FRTC-WY"), affiliated companies under the common control of JPMC, and foreign exchange services through the Bank.

The affiliations described above lead to various conflicts of interest that are discussed below.

Affiliated Bank

FRSC is a wholly owned subsidiary of JPMCB, a national bank that offers a broad spectrum of banking products and financial services to consumer and business clients. As a subsidiary of JPMCB, FRSC is under common ownership and control with several other providers of financial services, including those set forth below with which it has material business relationships. The services provided by these affiliated companies are separate and distinct from the services of FRSC, and they are typically provided for separate and additional compensation.

Affiliated Registered Investment Adviser

FRSC is affiliated through common ownership and control with FRIM, a federally registered investment adviser with the SEC. The majority of financial professionals who are registered representatives or associated persons of FRSC are also investment adviser representatives of FRIM. As discussed above, FRIM advisory clients have the option to custody their accounts at FRSC.

Affiliated Trust Companies

FRSC is affiliated through common ownership and control with FRTC-DE and FRTC-WY. When appropriate, FRSC, on the one hand, and FRTC-DE or FRTC-WY, on the other hand, refer clients to each other.

Client Referrals and Other Compensation

J.P. Morgan entities refer clients to FRSC and vice versa. Employees are compensated, recognized and rewarded for those referrals.

Financial professionals are directly compensated for referring clients to JPMCB for Bank products and services. This compensation creates an incentive for financial professionals to refer clients to Bank products or services so they can receive compensation and not necessarily because they are appropriate products or services for such clients, which is a conflict of interest. Such compensation has in the past, and likely will in the future, comprise a meaningful part of the total compensation package for many financial professionals. Certain specific products and services offered by J.P. Morgan and the related conflicts of interests are discussed further below.

Recruitment and Retention of Financial Professionals

Consistent with industry practice, FRSC from time-to-time recruits financial professionals and other individuals to associate with the firm and have in the past, and likely will in the future, enter into significant compensation arrangements with these employees to facilitate their transition to, or retention with, the firm. The amount paid under such arrangements to the financial professional is largely based on the assets under management and revenue those assets generated at the financial professional's prior firm and the financial professional achieving a minimum percentage of production and asset levels within a specific time after joining J.P. Morgan. Such compensation can take different forms, such as promissory notes special and transition bonuses, and other forms of compensation, and has in the past, and likely will in the future, be contingent upon the financial professional satisfying certain performance-based criteria including total client assets serviced and revenue generated from those assets. These compensation arrangements create an incentive for financial professionals to maximize the revenue they generate from PWM client accounts. Even if the fees a client pays remains the same or are less than the fees paid at the prior firm, the transfer of the client's assets to FRSC contributes to the financial professional's ability to meet agreed upon targets and to receive additional compensation. This practice creates an incentive and conflict of interest for the financial professional to recommend the transfer of account(s) to FRSC since a significant part of the financial professional's compensation is contingent on achieving pre-determined revenue or asset targets. You should consider if the financial professional's advice is aligned with your investment strategy and goals.

Conflicts Related to Licensed Bank Employees

FRSC compensates employees of JPMCB that are also registered representatives of FRSC ("Licensed Bankers") for referring clients to FRSC by providing such Licensed Bankers with a portion of the commission or fees paid by referred clients to FRSC. This practice presents a conflict of interest because it gives Licensed Bankers an incentive to refer clients to FRSC.

Conflicts Related to Uninvested Cash

FRSC makes available to clients several options for holding uninvested cash in clients' FRSC brokerage accounts. The primary and default option for those who qualify is the Eagle Sweep program. The Eagle Sweep Account is a deposit account opened and maintained by FRSC's clearing agent, Pershing, at FRSC's parent bank, JPMCB. As FRSC's parent, JPMCB benefits from cash balances that are "swept" from Eagle Sweep Accounts, as discussed further below. JPMCB is a member of the Federal Deposit Insurance Corporation ("FDIC").

When a client deposits cash in an FRSC account and the client uses the Eagle Sweep Program the funds are subject to Securities Investor Protection Corporation ("SIPC") coverage from the time of receipt in the brokerage account until the funds are swept into the Eagle Sweep Program account. Once funds are swept into the Eagle Sweep Program account and received at JPMCB, FDIC insurance attaches to the cash balance (as provided for under the Federal Deposit Insurance Act and FDIC rules). The FDIC insurance limit is $250,000 per person, and a client's other deposits at JPMCB in the same right and capacity will count towards this limit. It is your responsibility to monitor your total deposits at JPMCB to determine the extent of FDIC insurance coverage available to you, and FRSC and JPMCB do not conduct that monitoring.

Funds swept into a deposit account under the Eagle Sweep Program provides FRSC's parent, JPMCB, a relatively low-cost source of funds for the Bank that can be lent or invested at higher rates, thus enabling JPMCB to earn a profit based on the spread between the rate paid to its customers and the interest earned by JPMCB on the assets. The availability of the Eagle Sweep Program creates a conflict of interest with FRSC clients because FRSC has an incentive to recommend that clients "sweep" cash balances to JPMCB bank deposits in the Eagle Sweep Program for the reasons described herein. The interest rates paid to customers on the Eagle Sweep Program is set by JPMCB in its sole discretion. JPMCB does not have a duty to provide the highest rates available and has in the past sought, and likely will in the future seek, to pay rates of interest on the Eagle Sweep Program deposits that are lower than the prevailing market interest rates paid on an account otherwise opened directly with JPMCB. If your account is an IRA or an ERISA plan, you authorize deposits in JPMorgan Chase Bank, N.A. (such deposits will bear a reasonable rate of interest).

Another option for holding uninvested cash in clients' FRSC brokerage accounts is money market mutual funds and money market deposit accounts. FRSC earns income from cash balances that are "swept" from client accounts into money market mutual funds and money market deposit accounts. FRSC earns a material amount of the Rule 12b-1, revenue-sharing, service and administrative fees it receives from the money market mutual funds to which cash balances are "swept" from FRIM client accounts. FRSC generally receives less compensation when these fees are reduced or waived completely, or when there is no fee. In some years, the amount of these fees has been material to FRSC. FRSC keeps all 12b-1, revenue sharing, service and administrative fees it receives from these "sweep" money market mutual funds. Because FRSC retains these payments from the money market mutual funds' affiliates, FRIM has a conflict of interest with respect to the selection and retention of those money market mutual funds or share classes thereof. This conflict arises because those payments and fees create an incentive for FRSC to recommend those money market mutual funds or share classes over other funds or share classes that do not make such payments or that make lower payments, since doing so results in higher compensation for FRSC.

JPMCB registers a monthly per-account credit to FRSC in its internal books and records for each FRSC account that utilizes the Eagle Sweep Program. Additionally, compensation from Pershing may be shared with FRSC based on the asset levels in FRSC accounts, which includes Eagle Sweep Program accounts. Licensed Bankers receive referral payments based on asset levels in accounts of clients such employees have referred to FRSC, which includes sweep deposit balances. Information regarding the Eagle Sweep Program, including information regarding the scope of FDIC insurance coverage and the existence of the conflicts of interest with respect to the programs is located on FRSC's Important Disclosures website, and a copy has been provided to participating clients in each program.

Conflicts Related to JPMCB's Securities-Based Loan Program

JPMCB offers a securities-based lending program that allows clients to satisfy cash needs as an alternative to selling assets, and financial professionals refer clients to JPMCB's program. The minimum loan amount is generally $500,000, the loans are typically structured as 12-month revolving line of credit with auto-renewal, and the loans cannot be used to buy additional securities. JPMCB seeks to earn a profit from this program by making loans to clients at interest rates higher than its cost of funds. The loans are secured by eligible marketable securities held at FRSC. The use of securities as collateral may expose the client to forced liquidation if the market declines, which can potentially disrupt a long-term investment plan or cause the client to incur capital gains taxes, a risk which is magnified for positions that are concentrated in a single security or market sector. Depending on the nature of the referral, financial professionals receive compensation for the referral. The borrowing fees are paid to JPMCB. This creates an incentive to refer clients to JPMCB's securities-based lending program which is a conflict of interest. To help mitigate any conflicts of interest associated with the referral process: (i) financial professionals must determine that a securities-based loan is in your best interest before any referral is made; (ii) prior to making a referral, the financial professional must inform you of the risks and limitations of such a loan; (iii) FRSC personnel associated with making a referral are separated from JPMCB personnel involved in the credit review and approval of loans; (iv) financial professionals receive enhanced training on the advantages and disadvantages associated with the securities-based loan program; (v) JPMCB markets the securities-based loan program on only a minimal basis to clients or prospects, relying instead on internal awareness of the program; (vi) all securities-based loan applications are required to go through a formal application, credit review and approval process conducted by JPMCB's securities lending team; and (vii) FRSC oversees referrals for potential issues.

Conflicts Related to FRSC's Activities as Placement Agent

FRSC serves as a placement agent for FRIM's Eagle Alternative Investment platform. Neither the investors in the Eagle Alternative Investment Funds nor the Eagle Alternative Investment Funds pay a fee to FRSC for serving as private placement agent. FRIM, using its own assets, reimburses FRSC for its reasonable, documented expenses in providing private placement services.

In certain instances, FRSC serves as placement agent for investments in private funds not advised by FRIM ("Unaffiliated Private Funds"). In such instances, if a client elects to invest in an Unaffiliated Private Fund through FRSC, the client has in the past been, and likely will in the future be, charged a one-time placement agent fee in addition to the Unaffiliated Private Fund's fees (e.g., management and administration fees). FRSC has in the past received, and likely will in the future receive, ongoing fees from Unaffiliated Private Funds for the placement. These relationships present a conflict of interest because they create an incentive for FRSC to recommend Unaffiliated Private Funds that pay a one-time and/or ongoing placement agent fee to FRSC. To the extent permissible under applicable law, FRSC and its affiliates may generate additional revenue to the extent an investor funds its investment in a private fund using margin where FRSC or its affiliates have a revenue share agreement in place with a third-party sponsor of the margin account. This additional revenue may present a potential conflict of interest.

Conflicts Related to Specific Products

Equities

FRSC executes equity transactions on an agency basis and charges a commission commensurate with the firm's disclosed commission schedule. FRSC may receive compensation from exchanges or counterparties. This payment for order flow could influence where the firm executes your transactions and could result in you receiving a lower price than if FRSC did not receive payment for order flow. FRSC maintains a Best Execution Committee that examines execution quality and payment for order flow in order to ensure that there is no undue pressure on the firm that would harm client execution quality. J.P. Morgan could receive financial benefit from the purchase of J.P. Morgan-related equities in an FRSC account.

Options

FRSC executes option transactions on an agency basis and charges a commission commensurate with the firm's disclosed commission schedule. FRSC may receive compensation from exchanges or counterparties. This payment for order flow could influence where the firm executes your transactions and could result in you receiving a lower price than if FRSC did not receive payment for order flow. J.P. Morgan could receive financial benefit when options transactions in FRSC accounts are executed by J.P. Morgan. FRSC maintains a Best Execution Committee that examines execution quality and payment for order flow in order to ensure that there is no undue pressure on the firm that would harm client execution quality.

Fixed Income

FRSC executes Fixed Income transactions in two manners: the first is on an agency basis wherein a client is charged a commission based on the firm's commission schedule and the second is on a riskless basis wherein FRSC contemporaneously purchases or sells a fixed income instrument from another firm and then sells or purchases the instrument from a client at a different price. The difference between the price FRSC either purchases or sells from a contra firm and the price FRSC sells or purchases the instrument is referred to as a markup or markdown. This amount is disclosed to clients on their trade confirmations. J.P. Morgan will receive greater compensation if it acts as the counterparty, issuer or underwriter of the Fixed Income security purchased in an FRSC account. FRSC maintains a Best Execution Committee that examines execution quality and payment for order flow in order to ensure that there is no undue pressure on the firm that would harm client execution quality.

Structured Products

Structured products, many of which are commonly referred to as structured notes, are corporate debt obligations that also contain an embedded derivative component that affects the security's risk/return profile. The return performance of a structured product generally reflects the performance of both that of the underlying debt obligation and the derivative embedded within. The complexity of structured products presents unique risks to investors. Financial professionals are compensated on the sales credit embedded in the price of the structured product and may be further compensated by a mark-down if sold in a secondary market transaction. This compensation structure creates a conflict of interest which incentivizes a Wealth Manger to recommend frequent structured product transactions. While structured products can appear similar to fixed-income securities, their profit and loss potential can be more volatile, akin to an option contract. Structured products may involve a high degree of risk. Investors must understand these investments may be illiquid. Before investing, investors should consider the structured product's investment objective, risks, charges, and expenses which can be found in the offering materials. J.P. Morgan will receive greater compensation if it is the issuer of the structured product security purchased in an FRSC account.

Mutual Funds

Investing in a mutual fund involves certain risks, including the possibility that you may lose money. You can find all of the details about a mutual fund — including its investment strategy, risk profile, performance history, management, and fees — in a document called the prospectus. You should always read the prospectus before investing in a mutual fund. You should also discuss potential risks and costs with your financial professional who will help you evaluate your investment objectives, time horizon, and risk tolerance in order to assist you in selecting the investment options that are suitable for your circumstances. There are multiple share classes available, each offering distinct advantages and disadvantages. A financial professional can help determine the most suitable share class by evaluating the investor's investment time horizon and the amount purchased. The following is a list of typical features of common Mutual Fund Share Classes.

Class A shares typically charge a front-end sales load, but they tend to have lower 12b-1 fee and lower annual expenses than other mutual fund share classes. A front-end sales charge may be deducted from a mutual fund investment at the time of purchase. The majority of the front-end sales charges deducted from a mutual fund investment are paid as a commission to your financial professional. Some mutual funds reduce the front-end load as the size of the investment increases. These discounts are called breakpoints.

Class B shares typically do not have a front-end sales load. Instead, they may charge a back-end sales load and a 12b-1 fee (along with other annual expenses). The most common type of back-end sales load is the "contingent differed sales load," also referred to as a "CDSC" or "CDSL." Typically the amount of the contingent deferred sales load decreases the longer an investor holds the shares. Class B shares also might convert automatically to a class with a lower 12b-1 fee and no contingent differed sales load if the investor holds the shares long enough.

Class C shares might have a 12b-1 fee, other annual expenses, and either a front-end or back-end sales load. But the front-end or back-end load for Class C shares tends to be lower than for Class A or Class B shares, respectively. Unlike Class B shares, Class C shares generally do not convert to another class; as a result, the back-end load will not decrease over time. Class C shares tend to have higher annual expenses than either Class A or Class B shares.

Class F shares typically are available to retail investors through fee-based advisory accounts with an investment advisor. These funds are typically no-load but can have 12b-1 fees. The investment advisor will charge a separate fee for managing the investment.

Class I shares might have lower overall fees than Class A, B or C shares, but they would be sold only to institutional investors making large fund share purchases. However, these shares may be available to retail investors through fee-based advisory accounts through an investment advisor.

Class R shares typically are available through a 401(k) and are no-load but can have 12b-1 fees.

You may wish to purchase mutual fund shares that do not have a 12b-1 fee or that do not share revenue with FRSC. In these instances, a per transaction fee may be charged for the purchase or sale of these shares. For clients that anticipate frequent transactions, such as periodic investments, or regular rebalancing of assets, such mutual funds may be more expensive. Due to this difference in costs FRSC does not earn as much revenue from these mutual funds and therefore has an incentive not to recommend them to you.

J.P. Morgan will receive greater compensation if it is the sponsor or issuer/manager of the mutual fund security purchased in an FRSC account.

Breakpoints, Letters of Intent and Rights of Accumulation

Breakpoint discounts are volume discounts to the front-end sales load charged to investors who purchase Class A mutual fund shares. The extent of the discount depends on the amount invested in a particular family of funds. Investors can qualify for breakpoints through a single purchase of Class A mutual fund shares, with a Letter of Intent or through Rights of Accumulation. A Letter of Intent allows investors to receive breakpoint discounts based on a commitment to buy a specified number of shares over a period of time. Rights of Accumulation allows an investor to aggregate his own fund shares with the holdings of certain related parties, such as spouses and children, toward achieving the investment thresholds at which breakpoint discounts become available. Investors also may be able to aggregate holdings they have in different accounts at the same broker-dealer, at different broker-dealers, or in different types of accounts, such as 401(k)s and 529 plans, as well as the holdings in the accounts of related parties toward achieving an investment threshold at which a breakpoint discount is available.

Financial professionals of FRSC can recommend mutual funds and share classes that participate in Pershing's FundVest Program, through which Pershing waives transaction charges for purchases of mutual funds in brokerage accounts (not advised or managed by FRIM) that would normally carry a transaction charge. Redemptions of shares of mutual funds that participate in the FundVest Program have in the past been, and likely will in the future be, assessed a short-term redemption fee by Pershing if sold within six months, which FRSC can absorb or increase at its discretion. FRSC's discretion to absorb or increase the redemption fee creates a conflict of interest between FRSC and its clients.

Mutual Funds Additional Resources

Use this tool to compare fund fees and expenses: **https://tools.finra.org/fund_analyzer/**.

Municipal Securities Rulemaking Board

First Republic Securities Company, LLC, is a broker-dealer registered with the U.S. Securities and Exchange Commission and the Municipal Securities Rulemaking Board ("MSRB"). The MSRB publishes an investor brochure that describes the protections that may be provided by MSRB rules and how to file a complaint with an appropriate regulatory authority. The MSRB investor brochure can be found at **msrb.org**.

Additional Information

For additional FRSC information and disclosures, including commission and fee schedules, visit **firstrepublic.com/pwm/important-disclosures**.

For additional information about our services, please visit **firstrepublic.com**.

To request a free hard copy of this brochure, please call **(415) 392-1400**.

Investing involves market risk, including possible loss of principal, and there is no guarantee that investment objectives will be achieved. Past performance is not a guarantee of future results.

First Republic Private Wealth Management encompasses First Republic Investment Management, Inc., an SEC-registered Investment Advisor, First Republic Securities Company, LLC, Member FINRA/SIPC, First Republic Trust Company of Delaware LLC and First Republic Trust Company of Wyoming LLC, which are affiliated companies under the common control of JPMorgan Chase & Co.

Investment Advisory services are provided by First Republic Investment Management, Inc. Trust and Fiduciary services are offered through JPMorgan Chase Bank, N.A; and First Republic Trust Company of Delaware LLC and First Republic Trust Company of Wyoming LLC, both wholly owned subsidiaries of JPMorgan Chase Bank, N.A.; Brokerage services are offered through First Republic Securities Company, LLC, Member FINRA/SIPC. Insurance services are provided through First Republic Securities Company, DBA Grand Eagle Insurance Services, LLC, CA Insurance License # 0I13184.

INVESTMENT AND INSURANCE PRODUCTS ARE:

- **NOT FDIC INSURED**
- **NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY**
- **NOT A DEPOSIT OR OTHER OBLIGATION OF, OR GUARANTEED BY, JPMORGAN CHASE BANK, N.A. OR ANY OF ITS AFFILIATES**
- **SUBJECT TO INVESTMENT RISKS, INCLUDING POSSIBLE LOSS OF THE PRINCIPAL AMOUNT INVESTED**