WILMINGTON TRUST

WILMINGTON TRUST COLLECTIVE INVESTMENT TRUST
Amended and Restated Fund Declaration

Federated Hermes Prime Cash Collective Investment Fund

Wilmington Trust, N.A. (the "Trustee") executed a Fund Declaration for the Federated Prime Cash Collective Investment Fund effective January 14, 2020 (the "Prior Fund Declaration"). The Trustee wishes to amend and restate in its entirety such Prior Fund Declaration to change the name of the Fund to Federated Hermes Prime Cash Collective Investment Fund effective as of the close of business on June 26, 2020 and make certain other changes.

Pursuant to Article 3 of the Wilmington Trust Collective Investment Trust, last restated on June 20, 2016, as amended from time to time (the "Trust"), the Trustee, by its execution of this Amended and Restated Fund Declaration, hereby amends the Prior Fund Declaration. Upon its execution, this Amended and Restated Fund Declaration shall be appended to the Trust as Exhibit A to the Trust. The Fund will be administered in accordance with the terms of the Trust, subject to the additional terms and conditions set forth in this Amended and Restated Fund Declaration. To the extent there exists a conflict between the terms of this Amended and Restated Fund Declaration and the Trust, the terms of this Amended and Restated Fund Declaration shall control. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Trust.

The Trustee intends to comply with applicable requirements of Regulation 9 of the Office of the Comptroller of the Currency ("OCC"), at 12 CFR Section 9.18(b)(4)(iii), governing short-term investment funds for fiduciary accounts.

TITLE OF THE FUND

Federated Hermes Prime Cash Collective Investment Fund (known as the Federated Prime Cash Collective Investment Fund prior to the close of business on June 26, 2020).

EFFECTIVE DATE OF THE FUND

January 1, 2020

SUB-ADVISOR TO THE FUND

Federated Investment Counseling

INVESTMENT OBJECTIVE OF THE FUND

The Fund seeks to provide current income consistent with stability of principal and liquidity by investing Fund assets primarily in a portfolio of short-term, high-quality, fixed-income securities. A primary objective of the Fund is to operate with a stable net asset value per Unit of $1.00.

There can be no guarantee or assurance that the Fund will achieve its investment objective. Each Participating Plan bears the risk of a decrease in value of its investment in the Fund.

Investments in the Fund are not insured or guaranteed by any bank, the FDIC, or any other governmental entity. The Trustee has no legal obligation to provide financial support to the Fund, and Participating Plans should not expect that the Trustee will provide financial support to the Fund at any time.

INVESTMENTS

The Fund shall maintain a dollar-weighted average portfolio maturity of 60 days or less and a dollar-weighted average portfolio life maturity of 120 days or less, each determined in the same manner as is required pursuant to SEC Rule 2a-7 under the Investment Company Act. The Trustee will adopt liquidity standards, including provisions to address contingency funding needs. The Trustee also shall identify, monitor, and manage issuer and lower quality investment concentrations and shall implement due diligence procedures as part of its risk management policies and procedures, taking into consideration market events and deterioration of an issuer's financial condition.

Permitted Investments. The Trustee shall invest the Fund's assets primarily in a portfolio of high-quality, dollar denominated fixed-income securities which mature in 365 days or less, including, without limitation, U.S. Government obligations, bankers' acceptances, commercial paper, certificates of deposit and other deposit accounts of financial institutions insured by the Federal Deposit Insurance Corporation, repurchase agreements, and money market mutual funds or other short-term investment funds for which the Fund is an eligible participant,

Uninvested Cash Balances. The Trustee is authorized to hold temporarily such part of the Fund assets uninvested and without liability for interest as the Trustee, in its discretion, may determine to be reasonably necessary for orderly administration of the Fund, including, without limitation, cash balances associated with processing Unit purchases and redemptions.

Computation, Distribution of Net Investment Income, Capital Gains. The Trustee shall compute the net investment income of the Fund on each Valuation Date as defined below in accordance with uniform rules consistently applied and designed to preserve net asset value at $1.00 per Unit.

Net investment income shall include all dividends, interest, and other income which the Trustee may determine under generally accepted accounting principles in the United States ("GAAP") properly to be included in income collected or accrued with respect to a valuation period, less any allocable expenses, charges, reserves, or other liabilities properly incurred by the Fund that are appropriate deductions under GAAP and in accordance with procedures consistently followed and uniformly applied. The Trustee's determination of the allocation of such expenses, charges, reserves, and liabilities among Classes shall be conclusive and binding on all Participating Plans. Capital gains and losses realized by the Fund, if any, shall not be considered in computing net investment income.

The Trustee shall determine the allocable share of each Participating Plan in the Fund's net investment income (referred to herein for convenience as a "dividend") in accordance with uniform procedures consistently applied. Dividends will be declared daily and paid to Participating Plans monthly in accordance with uniform procedures established and consistently applied by the Trustee.

The Trustee shall determine the allocable share of each Participating Plan in net capital gains realized by the Fund, if any, in accordance with uniform procedures consistently applied.

Dividend and capital gain distributions will be automatically reinvested in additional Units.

VALUATION

The Fund shall be valued each day that the New York Stock Exchange (the "NYSE") is open for trading (a "Valuation Date").

Units of the Fund may be purchased or redeemed any day the NYSE is open (a "Regular Business Day"). Participating Plans also may be able to be purchased or redeemed on certain days that the NYSE is closed on an unscheduled basis due to unforeseen or emergency circumstances, if the Trustee determines to allow Fund Unit transactions on such days (a "Special Trading Day").

The Trustee shall value the Fund's portfolio securities each Valuation Date using the amortized cost method, before taking into account Unit purchases or redemptions occurring on or as of such Valuation Date. The Trustee shall from time to time establish uniform rules and procedures consistently applied to determine the amortized cost value of the assets and investments of the Fund in accordance with GAAP, including adjustments of the amount of interest income accrued each day over the term of an investment to account for any difference between the initial cost of the investment and the amount payable at its maturity. Subject to Certain Regulatory Requirements, as described below, neither the amount of daily net investment income nor the net asset value will be affected by any unrealized appreciation or depreciation in the market value of the Fund's investments.

For purposes of purchases or redemptions of Units and of determining net asset value and the net investment income, gains, or losses that are allocable among Participating Plans, the value, income, gain, or losses of any assets held in any Liquidating Account shall be excluded.

Certain Regulatory Requirements

(a) Shadow Pricing.
The Trustee will calculate the extent of difference, if any, of the mark-to-market net asset value using available market quotations (or an appropriate substitute that reflects current market conditions) from the Fund's amortized cost price per Unit, at least on a calendar week basis and more frequently as determined by the Trustee when market conditions warrant. If the difference calculated exceeds $0.005 per Unit, the Trustee will take action to reduce dilution of Units or other unfair results to Participating Plans.

(b) Stress Testing.
The Trustee will test the Fund's ability to maintain a stable net asset value by conducting periodic stress testing, at least on a calendar month basis and at such intervals as an independent risk manager or a committee responsible for the Fund's oversight that consists of members independent from the Fund's investment management (the "Committee") determines appropriate and reasonable in light of current market conditions. Stress testing shall be based upon hypothetical events that include, but are not limited to, a change in short-term interest rates, an increase in Participating Plan redemptions, a downgrade of or default on portfolio securities, and the widening or narrowing of spreads between yields on an appropriate benchmark the Fund has selected for overnight interest rates and commercial paper and other types of securities held by the Fund.

(c) Stress Test Reporting.
The Trustee will report the results of testing conducted pursuant to Stress Testing to the Committee. Such report shall include: (i) the date(s) on which the testing was performed; (ii) the magnitude of each hypothetical event that would cause the difference between the Fund's mark-to-market net asset value calculated using available market quotations (or appropriate substitutes which reflect current market conditions) and its net asset value calculated using amortized cost to exceed $0.005; and (iii) an assessment by the Trustee of the Fund's ability to withstand the events (and concurrent occurrences of those events) that are reasonably likely to occur within the following year. The Trustee also will report adverse stress testing results to the Trustee's senior risk management that is independent from the Fund's investment management.

(d) Ongoing Disclosures.
Within five business days after each calendar month-end, the Trustee will disclose to Participating Plans and the OCC's Asset Management Group, Credit and Market Risk Division the following information determined as of the last business day of the calendar month: (i) the Fund's total assets under management (securities and other assets including cash, minus liabilities); (ii) the Fund's mark-to-market and amortized cost net asset values both with and without capital support agreements if applicable; (iii) the dollar-weighted average portfolio maturity of the Fund; (iv) the dollar-weighted average portfolio life maturity of the Fund; and (v) for each security held by the Fund: the name of the issuer; (2) the category of investment; (3) the Committee on Uniform Securities Identification Procedures (CUSIP) number or other standard identifier; (4) the principal

amount; (5) the maturity date for purposes of calculating dollar-weighted average portfolio maturity; (6) the final legal maturity date (taking into account any maturity date extensions that may be effected at the option of the issuer) if different from the maturity date for purposes of calculating dollar-weighted average portfolio maturity; (7) the coupon or yield; and (8) the amortized cost value.

(e) Regulatory Notices.
The Trustee will notify the OCC's Asset Management Group, Credit and Market Risk Division, prior to or within one business day thereafter of the following: (i) any difference exceeding $0.0025 between the net asset value and the mark-to-market value of the Units as calculated using the method set forth herein; (ii) when the Fund has re-priced its Net Asset Value below $0.995 per Unit; (iii) any redemption-in-kind of Units or segregation of portfolio participants; (iv) any delays or suspensions in honoring the Unit redemption requests; (v) any decision to formally approve the liquidation, segregation of assets or portfolios, or some other liquidation of the Fund; or (vi) in those situations when the Trustee, its affiliate, or any other entity provides the Fund financial support, including a cash infusion, a credit extension, a purchase of a defaulted or illiquid asset, or any other form of financial support in order to maintain a stable net asset value per Unit.

(f) Termination in Certain Circumstances.
If the Trustee suspends or limits redemptions and initiates liquidation of the Fund as a result of redemptions, the Trustee will: (i) determine that the extent of the difference between the Fund's amortized cost per Unit and its mark-to-market net asset value may result in material dilution of Units or other unfair results to Participating Plans; (ii) formally approve the liquidation of the Fund; and (iii) facilitate the fair and orderly liquidation of the Fund to the benefit of all Participating Plans in accordance with the Trust.

RESTRICTIONS ON WITHDRAWALS

Although the Fund does not impose any liquidity gates, as more fully described in the Trust, the Trustee may at any time, in its sole discretion, withhold payment on any distribution or withdrawal to the extent necessary to meet liquidity demands on the Fund, or to otherwise reduce or eliminate the potential for an unfair result or adverse impact on the Fund and its Participating Plans where the Trustee has determined, in its sole discretion, that such action is in the best interest of the Trust and the Participating Plans as a whole.

Advance notice is requested for any Plan Sponsor directed withdrawal that will exceed $1,000,000.

LIQUIDATING ACCOUNTS

The Trustee, in its discretion, may segregate in a separate Liquidating Account any investment of the Fund that the Trustee deems advisable to so segregate for distribution in kind to, or liquidation for the account of, those trusts that are Participating Plans as of the date of segregation, together with cash sufficient to pay any estimated expenses specifically allocable to the Liquidating Account, including, but not limited to, the cost of prosecuting or defending any claims by, on behalf of, or against the Fund or the Trustee with respect to the investment. The Trustee, in its discretion, shall determine the period during which the Trustee may continue to hold any such assets in a Liquidating Account.

Each Liquidating Account shall be maintained and administered solely for the ratable benefit of the Participating Plans whose cash, securities, or other assets have been transferred thereto or deposited therein, and each Participating Plan whose cash, securities, or other assets have been transferred to or deposited in such Account shall have a beneficial interest therein equal to the portion of such account represented by the value of such assets so transferred or deposited.

No further contributions shall be made to any Liquidating Account after its establishment, except that the Trustee may, if in the Trustee's reasonable opinion such action is advisable for the protection of any asset held therein, borrow on the security of the assets held in such Liquidating

Account and make and renew such note or obligation therefor as the Trustee may determine.

Each Liquidating Account shall be charged with the expenses attributable to the administration and management of such Account (including, but not limited to, brokerage fees, settlement charges, stamp taxes, duty, stock listing and related expenses, attorneys' fees, and auditing fees). Such Liquidating Accounts shall remain as part of the assets of the Fund for purposes of determining the Trustee's compensation.

CLASSES OF THE FUND

Fee Class Y
Fee Class R6
Premier Fee Class
Institutional Fee Class
Automated Fee Class

ELIGIBILITY

Only trusts that meet the eligibility criteria described in Sections 2.1 and 2.2 of the Trust and complete and return to the Trustee such participation materials as the Trustee may require from time to time will be eligible to invest in the Fund.

In addition, the Participating Plans are not individual retirement accounts or an H.R. 10 (also known as "Keogh") plans. The Participating Plans do not cover one or more self-employed individuals within the meaning of Section 401(c) of the Code and do not include assets of a "deemed individual retirement account" or "deemed IRA" as described in Section 408(q) of the Code.

Fee Class R6 is available to Participating Plans investing a minimum of $5 million.

Fee Class Y is available to Participating Plans investing a minimum of $500 million.

FEES AND EXPENSES

Fees

As set forth in the table below, the Trustee will receive the annualized Total Fee based upon the net assets of each Participating Plan invested in the Fund. The Trustee will retain the annualized Trustee Fee for trustee and administrative services provided to the Fund. The Trustee has agreed to pay the annualized Sub-Advisor Fee to the sub-advisor for its investment advisory services to the Fund. The Trustee has also agreed to pay the annualized Service Provider Fee, based on the net assets invested in the Fund, to third parties that provide services to the Fund and/or the Participating Plan(s). All or a portion of the Service Provider Fee may be paid to Participating Plan service providers, such as third-party administrators and Participating Plan record keepers, that provide sub-transfer agency, recordkeeping and other administrative services to Participating Plans to help defray the costs incurred in connection with maintaining and servicing Participating Plan accounts.

Fee Class	Minimum Investment Requirement	Total Fee (basis points)	Trustee Fee (basis points)	Sub-Advisor Fee (basis points)	Trustee and Sub-Advisor Waiver or Reimbursement (basis points)	Service Provider and Recordkeeper Fees (basis points)
Y	$500 million	10	5	10	(5)	0

Fee Class	Minimum Investment Requirement	Total Fee (basis points)	Trustee Fee (basis points)	Sub-Advisor Fee (basis points)	Trustee and Sub-Advisor Waiver or Reimbursement (basis points)	Service Provider and Recordkeeper Fees (basis points)
R6	$5 million	14	5	10	(1)	0
Premier	No minimum	15	5	10	(0)	0
Institutional	No minimum	20	5	10	(0)	Recordkeeper 5
Automated	No minimum	45	5	10	(0)	Service Provider 25 Recordkeeper 5

Expenses

The Fund will reimburse the Trustee for any out-of-pocket expenses it may incur on behalf of the Fund that relate directly to Fund operations. These may include, but are not limited to, audit expenses, custody service fees, tax form preparation expenses, legal and other fees ("Operating Expenses"). Operating Expenses will be reimbursed from the Fund when they are incurred.

To limit expenses of the Funds, the Trustee and Sub-Advisor have, each in its sole discretion, decided to waive its fees or reimburse a portion of the Operating Expenses, Trustee Fee and Sub-Advisor Fee ("Total Expenses") as shown in the table above, with such waivers or reimbursements shared one-third by the Trustee and two-thirds by the Sub-Advisor. These arrangements may be discontinued by the Trustee and Sub-Advisor at any time.

Any expenses incurred in connection with the investment and reinvestment of Fund assets including without limitation, any transfer agency fees, brokerage commissions and expenses, will be charged against the Fund.

The Fund may incur expenses for the underlying investments of the Fund. These expenses are embedded in such underlying investments and are not reflected in the table above.

INVESTMENT IN COLLECTIVE INVESTMENT TRUSTS

Pursuant to its authority under the Trust, the Trustee is authorized to invest all or any portion of the assets of the Fund in interests in one or more collective investment trusts ("Collective Trusts") maintained by a bank or trust company (including the Trustee) as a medium for the collective investment of funds of employee stock bonus, pension, profit-sharing, or other employee benefit plans; provided that such Collective Trust is exempt from taxation under Section 501(a) of the Code; and provided, further, that any investment in or retention of any interest in such Collective Trust shall not adversely affect the qualified or exempt status of the Trust. To the extent the Trustee invests assets of the Fund in a Collective Trust, the instrument establishing the Collective Trust shall form a part of this Trust.

[signature page follows]

WILMINGTON TRUST, N.A.

BY: /s/ Dara Alderton

NAME: DARA ALDERTON

TITLE: VICE PRESIDENT

DATE: MAY 26, 2020

ATTEST:

BY: /s/ Dennis Cristofoletti

NAME: DENNIS CRISTOFOLETTI

TITLE: VICE PRESIDENT

DATE: May 26, 2020

<u>APPENDIX</u>

ADDITIONAL INFORMATION

Certain ERISA Considerations

Prospective investors considering an investment in the Fund should consult with their own counsel and advisers with respect to the ERISA and Code considerations of making an investment in the Fund.

Fiduciary Considerations: ERISA and the Code impose certain duties on persons who are fiduciaries of Plans. ERISA and the Code also prohibit certain transactions involving the assets of a Plan and its fiduciaries or other “party in interest” or “disqualified person” (collectively, a “party in interest”). Under these rules, any person who exercises any discretionary authority or control over the management or disposition of the assets of a Plan, or renders investment advice for a fee, directly or indirectly, is a fiduciary with respect to the Plan. When considering an acquisition of Units using Plan assets, a Plan fiduciary should determine, among other factors: (1) whether the investment is in accordance with the documents and instruments governing the Plan; (2) whether the investment satisfies the diversification requirements of ERISA, if applicable; and (3) whether the investment is prudent. A Plan fiduciary should not purchase Units if it determines that the Sub-Advisor, the Trustee, or any affiliate thereof is a fiduciary or other party in interest with respect to the Plan unless an exemption applies to the purchase.

Fund Operations

Direct Filing Entity: For purposes of the Internal Revenue Service Form 5500, the Trustee will be a “direct filing entity.”

Audit and Financial Account: The Fund will be audited at the end of each calendar or fiscal year by independent certified public accountants responsible to the Trustee. Audit fees will be charged to the Fund. The Trustee will prepare a written account of all transactions relating to the Fund. This written account will be based upon the audit performed on the Fund. The Trustee will make a copy of the written account available to each Participating Plan or any other interested party upon request.

Amendment: The Trustee may amend the Trust Agreement governing the Trust from time to time in order to satisfy the requirements for tax exemption under the Code or as it may otherwise deem necessary, subject to the applicable terms of the participation materials. The Trust Agreement may not be amended in such a way that would result in a distribution or payment to the Plan sponsor other than as provided under the Trust Agreement or for the benefit of persons other than those entitled to benefits under the Participating Plans.

Termination: The Trustee may, in its sole discretion and upon notice to each Participating Plan, terminate a Trust or Fund or any class thereof at any time. Upon termination, the Trustee may first reserve reasonable amounts as it may deem necessary to discharge any expenses chargeable to the Trust and thereafter will distribute the remaining assets to the Participating Plans in proportion to each Plan’s interest in the Fund or class.

Closing of Fund: The Trustee, in its sole discretion, may close a Fund or a class of the Fund (and subsequently re-open the Fund or Fund class) to new Participating Plans at any time. Subject to the Trustee’s right to terminate the Trust (as described above), the Fund shall continue to be administered until all Units have been withdrawn.

CERTAIN INVESTMENTS, PRACTICES AND RISKS

INVESTMENT STRATEGIES

The Fund invests primarily in a portfolio of high-quality, dollar denominated fixed-income securities which: (1) are issued by banks, corporations and the U.S. government; and (2) mature in 365 days or less. The Fund is actively managed and seeks to limit the credit risk taken in its portfolio and to select investments with enhanced yields.

It is expected that the Fund typically will invest more than 25% of its total assets in the financial services industry; provided that a lesser percentage may be invested in the financial services industry if market conditions so dictate.

The Fund seeks to invest in securities that present minimal credit risk, based on an assessment of the issuer's credit quality, including the issuer's or guarantor's capacity to meet its financial obligations, among other factors.

The Fund targets a dollar-weighted average portfolio maturity (**"**DWAM") range based upon its interest rate outlook. Interest rate outlook is formulated by analyzing a variety of factors, such as:

- current U.S. economic activity and the economic outlook;
- current short-term interest rates;
- the Federal Reserve Board's policies regarding short-term interest rates; and
- the potential effects of foreign economic activity on U.S. short-term interest rates.

The Fund's portfolio is structured by investing primarily in securities that pay interest at a rate that is periodically adjusted and commercial paper to achieve a limited barbell structure. In this structure, the maturities of the Fund's investments tend to be concentrated towards the shorter and longer ends of the maturity range of the Fund's investments, rather than evenly spread across the range. The portfolio's DWAM is generally adjusted by increasing or decreasing the maturities of the investments at the longer end of the barbell. The Fund generally shortens the portfolio's DWAM when it expects interest rates to rise and extends the DWAM when it expects interest rates to fall. This strategy seeks to enhance the returns from favorable interest rate changes and reduce the effect of unfavorable changes.

The Fund will maintain a dollar-weighted average portfolio maturity of 60 days or less and a dollar-weighted average portfolio life maturity of 120 days or less as determined in the same manner as is required pursuant to Rule 2a-7 under the Investment Company Act for money market mutual funds. The Trustee, with the assistance of the Sub-Advisor, identifies, monitors, and manages issuer and lower quality investment concentrations and implements due diligence procedures as part of its risk management policies and procedures, taking into consideration market events and deterioration of an issuer's financial condition.

The Fund is expected to hold securities that are sufficiently liquid to meet reasonably foreseeable redemptions by Participating Plans. In particular, it is anticipated that: (1) the Fund will not acquire any illiquid security if, immediately after the acquisition, the Fund would have invested more than five percent of its total assets in illiquid securities, (2) the Fund will not acquire any security other than a daily liquid asset if, immediately after the acquisition, the Fund would have invested less than ten percent of its total assets in daily liquid assets, and (3) the Fund will not acquire any security other than a weekly liquid asset if, immediately after the acquisition, the Fund would have invested less than thirty percent of its total assets in weekly liquid assets. The terms "illiquid security," "daily liquid asset," and "weekly liquid asset" shall have the meaning given to such terms pursuant to Rule 2a-7 under the Investment Company Act for money market mutual funds.

INDUSTRY CONCENTRATION

The Fund may not purchase the securities of any issuer (other than securities issued or guaranteed by the U.S. government or any of its agencies or instrumentalities) if, as a result, more than 25% of the Fund's total assets would be invested in the securities of companies whose principal business activities are in the same industry, except that the Fund typically will invest more than 25% of its total assets in the financial services industry; provided that a lesser percentage may be invested in the financial services industry if market conditions so dictate.

TEMPORARY INVESTMENTS

The Fund may temporarily depart from its principal investment strategies, including its strategy of investing at least 25% of its assets in the financial services industry, by holding cash, shortening the portfolio's DWAM or investing in any security that is an eligible security for purchase by money market funds. It may do this in response to unusual circumstances, such as: adverse market, economic or other conditions (for example, to help avoid potential losses, or during periods when there is a shortage of appropriate securities); to maintain liquidity to meet redemptions by Participating Plans; or to accommodate cash inflows. It is possible that such investments could affect the Fund's investment returns and/or the Fund's ability to achieve its investment objective.

Principal Investments

FIXED-INCOME SECURITIES

Fixed-income securities pay interest, dividends or distributions at a specified rate. The rate may be a fixed percentage of the principal or may be adjusted periodically. In addition, the issuer of a fixed-income security must repay the principal amount of the security, normally within a specified time. Fixed-income securities provide more regular income than equity securities. However, the returns on fixed-income securities are limited and normally do not increase with the issuer's earnings. This limits the potential appreciation of fixed-income securities as compared to equity securities. A security's yield measures the annual income earned on a security as a percentage of its price. A security's yield will increase or decrease depending upon whether it costs less (a "discount") or more (a "premium") than the principal amount. If the issuer may redeem the security before its scheduled maturity, the price and yield on a discount or premium security may change based upon the probability of an early redemption. Securities with higher risks generally have higher yields. The following describes the types of fixed-income securities in which the Fund principally invests.

Corporate Debt Securities (A Type of Fixed-Income Security)

Corporate debt securities are fixed-income securities issued by businesses. Notes, bonds, debentures and commercial paper are the most prevalent types of corporate debt securities. The Fund may also purchase interests in bank loans to companies.

Commercial Paper (A Type of Corporate Debt Security)

Commercial paper is an issuer's obligation with a maturity of less than nine months. Companies typically issue commercial paper to pay for current expenditures. Most issuers constantly reissue their commercial paper and use the proceeds (or bank loans) to repay maturing paper. If the issuer cannot continue to obtain liquidity in this fashion, its commercial paper may default.

Demand Instruments (A Type of Corporate Debt Security)

Demand instruments are corporate debt securities that require the issuer or a third party, such as a dealer or bank (the "Demand Provider"), to repurchase the security for its face value upon demand. Some demand instruments are "conditional," so that the occurrence of certain conditions relieves the Demand Provider of its obligation to repurchase the security. Other demand instruments are "unconditional," so that there are no conditions under which the Demand Provider's obligation to repurchase the security can terminate. The Fund treats demand instruments as short-term securities, even though their stated maturity may extend beyond one year.

Bank Instruments (A Type of Fixed-Income Security)

Bank instruments are unsecured, interest-bearing deposits with banks. Bank instruments include, but are not limited to, bank accounts, time deposits, certificates of deposit and banker's acceptances. Yankee instruments are denominated in U.S. dollars and issued by U.S. branches of foreign banks. Eurodollar instruments are denominated in U.S. dollars and issued by non-U.S. branches of U.S. or foreign banks. The Fund will not invest in instruments of domestic and foreign banks and savings and loans unless they have capital, surplus and undivided profits of over $100,000,000, or if the principal amount of the instrument is insured by the Bank Insurance Trust or the Savings Association Insurance Trust which are administered by the Federal Deposit Insurance Corporation. These instruments may include Eurodollar Certificates of

Deposit, Yankee Certificates of Deposit and Eurodollar Time Deposits. For purposes of applying the Fund's concentration limitation, bank instruments also include fixed-income securities credit enhanced by a bank.

Asset-Backed Securities (A Type of Fixed-Income Security)

Asset-backed securities are payable from pools of obligations other than mortgages. Most asset-backed securities involve consumer or commercial debts with maturities of less than 10 years. However, almost any type of fixed-income assets (including other fixed-income securities) may be used to create an asset-backed security. Asset-backed securities may take the form of commercial paper, notes or pass-through certificates. Asset-backed securities have prepayment risks

Government Securities (A Type of Fixed-Income Security)

Government securities are issued or guaranteed by a federal agency or instrumentality acting under federal authority. Some government securities, including those issued by Government National Mortgage Association ("Ginnie Mae"), are supported by the full faith and credit of the United States and are guaranteed only as to the timely payment of interest and principal. Other government securities receive support through federal subsidies, loans or other benefits, but are not backed by the full faith and credit of the United States. For example, the U.S. Treasury is authorized to purchase specified amounts of securities issued by (or otherwise make funds available to) the Federal Home Loan Bank System, Federal Home Loan Mortgage Corporation ("Freddie Mac") and Federal National Mortgage Association ("Fannie Mae") in support of such obligations.

Some government agency securities have no explicit financial support and are supported only by the credit of the applicable agency, instrumentality or corporation. The U.S. government has provided financial support to Freddie Mac and Fannie Mae, but there is no assurance that it will support these or other agencies in the future. The Fund treats mortgage-backed securities guaranteed by a federal agency or instrumentality as government securities. Although such a guarantee helps protect against credit risk, it does not eliminate it entirely or reduce other risks.

Treasury Securities (A Type of Fixed-Income Security)

Treasury securities are direct obligations of the federal government of the United States.

Callable Securities (A Type of Fixed-Income Security)

Certain fixed-income securities in which the Fund invests are callable at the option of the issuer. Callable securities are subject to call risks.

Municipal Securities (A Type of Fixed-Income Security)

Municipal securities are issued by states, counties, cities and other political subdivisions and authorities. Although many municipal securities are exempt from federal income tax, the Fund may invest in taxable municipal securities.

Foreign Securities (A Type of Fixed-Income Security)

Foreign securities are securities of issuers based outside the United States. The Fund considers an issuer to be based outside the United States if: it is organized under the laws of, or has its principal office located in, another country; the principal trading market for its securities is in another country; or it (directly or through its consolidated subsidiaries) derived in its most current fiscal year at least 50% of its total assets, capitalization, gross revenue or profit from goods produced, services performed or sales made in another country. Along with the risks normally associated with domestic securities of the same type, foreign securities are subject to risks of foreign investing.

Credit Enhancement

The Fund may invest in securities that have credit enhancement. Credit enhancement consists of an arrangement in which an entity agrees to pay amounts due on a fixed-income security if the issuer defaults. In some cases, the entity providing credit enhancement makes all payments directly to the security holders and receives reimbursement from the issuer. Normally, the credit enhancement provider may have greater financial resources and liquidity than the issuer. For this reason, the Sub-Advisor may evaluate the credit risk of a fixed-income security based solely upon its credit enhancement.

Common types of credit enhancement include guarantees, letters of credit, bond insurance and surety bonds. Credit enhancement also includes arrangements where securities or other liquid assets secure payment of a fixed-income security. If a default occurs, these assets may be sold and the proceeds paid to the security's holders. Either form of credit enhancement reduces credit risks by providing another source of payment for a fixed-income security. In addition, credit enhancement includes agreements to lend to the issuer amounts sufficient to repay or purchase the securities, provided that the Sub-Advisor has determined that the loan commitment will be available except under remote circumstances.

OTHER INVESTMENTS, TRANSACTIONS, TECHNIQUES

Additional Information Regarding the Securities Selection Process

As part of its security selection process, among other factors, the Sub-Advisor also evaluates whether environmental, social, and governance factors could have a negative or positive impact on the cash flows or risk profiles of many issuers or guarantors in the universe of securities in which the Fund may invest. These determinations are integrated into the credit analysis process and may not be conclusive. Securities of issuers or guarantors that may be negatively impacted by such factors may be purchased and retained by the Fund while the Fund may divest or not invest in securities of issuers that may be positively impacted by such factors depending on the degree of impact and future expectations. This process does not automatic ally result in excluding or screening out sectors or specific issuers but are used by the Sub-Advisor to improve portfolio risk/reward characteristics and prospects for long-term out-performance.

Repurchase Agreements

Repurchase agreements are transactions in which the Fund buys a security from a dealer or bank and agrees to sell the security back at a mutually agreed-upon time and price. The repurchase price exceeds the sale price, reflecting the Fund's return on the transaction. This return is unrelated to the interest rate on the underlying security. The Fund will enter into repurchase agreements only with banks and other recognized financial institutions, such as securities dealers, deemed creditworthy by the Sub-Advisor. The Fund's custodian will take possession of the securities subject to repurchase agreements. The Sub-Advisor or custodian will monitor the value of the underlying security each day to ensure that the value of the security always equals or exceeds the repurchase price. Repurchase agreements are subject to credit risks.

Investing in Affiliated Funds

A portion of the Fund's assets may be invested in one or more funds that are advised, administered or distributed by a parent, subsidiary or affiliate of the Sub-Advisor ("Affiliated Funds"). Affiliated Funds will incur fees and expenses that will be borne indirectly by the Fund in connection with any such investments. However, fees received by the Sub-Advisor from the Fund will be offset in an amount equal to the Fund's proportionate share of any investment advisory, administrative, or other fees paid by the Affiliated Funds to the Sub-Advisor or its affiliates. As a result, the Sub-Advisor and its affiliates will receive no additional fees in connection with the investment by the Fund in Affiliated Funds (or the investment by such Affiliated Funds in other Affiliated Funds). Although the Fund indirectly will bear fees and expenses paid to third parties from an Affiliated Fund, the Trustee believes that the benefits and efficiencies associated with such an investment should outweigh the additional expenses the Fund may incur in connection therewith.

The Affiliated Funds in which the Fund may invest currently include: Federated Institutional Prime Value Obligations Fund, Federated Institutional Money Market Management, Federated Government Obligations Fund and Federated Treasury Obligations Fund. The Fund may invest in other Affiliated Funds, as approved by the Trustee in its discretion.

By signing the Participation Agreement, each Participating Plan approves the investment of Fund assets in Affiliated Funds as described above.

INVESTMENT RISKS

The Fund's assets will be invested in in securities that are determined to present minimal credit risk based on an assessment of the issuer's credit quality, including the capacity of the issuer or guarantor to meet its financial obligations.

Even though the Fund seeks to maintain a stable net asset value, it is possible to lose money by investing in the Fund. Investments in the Fund are not deposits or obligations of or guaranteed by Wilmington Trust, and are not insured or guaranteed by the Federal Deposit Insurance Corporation, the Federal Reserve, or any other governmental agency. The Trustee has no legal obligation to provide financial support to the Fund, and Participating Plans should not expect that the Trustee will provide financial support to the Fund at any time. The following are the primary factors that may negatively impact the Fund's ability to maintain a stable net asset value, delay the payment of redemptions by the Fund, or reduce the Fund's daily dividends.

ISSUER CREDIT RISK

It is possible that interest or principal on securities will not be paid when due. The Fund will try to minimize this risk by purchasing higher-quality securities.

Many fixed-income securities receive credit ratings from NRSROs such as Fitch Rating Service, Moody's Investor Services, Inc. and Standard & Poor's, which assign ratings to securities by assessing the likelihood of an issuer and/or guarantor default. Higher credit ratings correspond to lower perceived credit risk and lower credit ratings correspond to higher perceived credit risk. Credit ratings may be upgraded or downgraded from time to time as an NRSRO's assessment of the financial condition of a party obligated to make payments with respect to such securities and credit risk changes. The impact of any credit rating downgrade can be uncertain. Credit rating downgrades may lead to increased interest rates and volatility in financial markets, which in turn could negatively affect the value of the Fund's portfolio holdings, its net asset value and its investment performance. Credit ratings are not a guarantee of quality. Credit ratings may lag behind the current financial conditions of the issuer and/or guarantor and do not provide assurance against default or other loss of money. Credit ratings do not protect against a decline in the value of a security. If a security has not received a rating, the Fund must rely entirely upon the Sub-Advisor's credit assessment.

Fixed-income securities generally compensate for greater credit risk by paying interest at a higher rate. The difference between the yield of a security and the yield of a Treasury security or other appropriate benchmark with a comparable maturity (the "spread") measures the additional interest paid for risk. Spreads may increase generally in response to adverse economic or market conditions. A security's spread may also increase if the security's rating is lowered, or the security is perceived to have an increased credit risk. An increase in the spread will cause the price of the security to decline if interest rates remain unchanged.

COUNTERPARTY CREDIT RISK

A party to a transaction involving the Fund may fail to meet its obligations. This could cause the Fund to lose money or to lose the benefit of the transaction or prevent the Fund from selling or buying other securities to implement its investment strategies.

INTEREST RATE RISK

Prices of fixed-income securities rise and fall in response to changes in the interest rate paid by similar securities. Generally, when interest rates rise, prices of fixed-income securities fall. However, market factors, such as the demand for particular fixed-income securities, may cause the price of certain fixed-income securities to fall while the prices of other securities rise or remain unchanged. Recent and potential future changes in government monetary policy are likely to affect the level of interest rates. The Fund will try to minimize this risk by purchasing short-term securities.

LIQUIDITY RISK

Liquidity risk is the risk that the Fund will experience significant net redemptions of Units at a time when it cannot find willing buyers for its portfolio securities or can only sell its portfolio securities at a material loss. An inability to sell portfolio securities may result from adverse market developments or investor perceptions regarding the portfolio securities. While the Fund endeavors to maintain a high level of liquidity in its portfolio so that it can satisfy redemption requests, the Fund's ability to sell portfolio securities can deteriorate rapidly due to credit events affecting particular issuers or credit enhancement providers, or due to general market conditions and a lack of willing buyers.

SECTOR RISK

A substantial part of the Fund's portfolio may be comprised of securities issued by companies in the financial services industry. In addition, a substantial part of the Fund's portfolio may be comprised of securities credit enhanced by companies with similar characteristics. As a result, the Fund will be more susceptible to any economic, business, political or other developments that generally affect these companies. Developments affecting companies in the financial services industry or companies with similar characteristics might include changes in interest rates, changes in the economic cycle affecting credit losses and regulatory changes.

CALL RISK

Call risk is the possibility that an issuer may redeem a fixed-income security before maturity (a "call") at a price below or above its current market price. An increase in the likelihood of a call may reduce the security's price. If a fixed-income security is called, the Fund may have to reinvest the proceeds in other fixed-income securities with lower interest rates, higher credit risks or other less favorable characteristics.

CREDIT ENHANCEMENT RISK

The securities in which the Fund invests may be subject to credit enhancement (for example, guarantees, letters of credit or bond insurance). Credit enhancement is designed to help assure timely payment of the security; it does not protect the Fund against losses caused by declines in a security's value due to changes in market conditions. Securities subject to credit enhancement generally would be assigned a lower credit rating if the rating were based primarily on the credit quality of the issuer without regard to the credit enhancement. If the credit quality of the credit enhancement provider (for example, a bank) is downgraded, the rating on a security credit enhanced by such credit enhancement provider also may be downgraded. A single credit enhancement provider may provide credit enhancement to more than one of the Fund's investments. Having multiple securities credit enhanced by the same credit enhancement provider will increase the adverse effects on the Fund that are likely to result from a downgrading of, or a default by, such a credit enhancement provider.

RISK OF FOREIGN INVESTING

Foreign securities pose additional risks because foreign economic or political conditions may be less favorable than those of the United States. Securities in foreign markets may also be subject to taxation policies that reduce returns for U.S. investors. Foreign companies may not provide information (including financial statements) as frequently or to as great an extent as companies in the United States. Foreign companies may also receive less coverage than U.S. companies by market analysts and the financial press. In addition, foreign countries may lack uniform accounting, auditing and financial reporting standards or regulatory requirements comparable to those applicable to U.S. companies. These factors may prevent the Trustee and the Sub-Advisor from obtaining information concerning foreign companies that is as frequent, extensive and reliable as the information available concerning companies in the United States. Foreign countries may have restrictions on foreign ownership of securities or may impose exchange controls, capital flow restrictions or repatriation restrictions which could adversely affect the liquidity of the Fund's investments.

PREPAYMENT RISK

Unlike traditional fixed-income securities, which pay a fixed rate of interest until maturity (when the entire principal amount is due), payments on asset-backed and mortgage-backed securities include both interest and a partial payment of principal. Partial payment of principal may be comprised of scheduled principal payments as well as unscheduled payments, which create risks that can adversely affect a fund holding such securities. For example, when interest rates decline, the values of asset-backed and mortgage-backed securities generally rise. However, when interest rates decline, unscheduled prepayments can be expected to accelerate, and the Fund would be required to reinvest the proceeds of the prepayments at the lower interest rates then available.

Conversely, when interest rates rise, the values of asset-backed and mortgage-backed securities generally fall. Since rising interest rates typically result in decreased prepayments, this could lengthen the average lives of such securities, and cause their value to decline more than traditional fixed-income securities. Generally, asset-backed and mortgage-backed securities compensate for the increased risk associated with prepayments by paying a higher yield. The additional interest paid for risk is measured by the difference between the yield of an asset-backed or mortgage-backed security and the yield of a Treasury security or other appropriate benchmark with a comparable maturity (the "spread"). An increase in the spread will cause the price of the asset-backed or mortgage-backed security to decline. Spreads generally increase in response to adverse economic or market conditions. Spreads may also increase if the security is perceived to have an increased prepayment risk or is perceived to have less market demand.

RISK ASSOCIATED WITH INVESTING UNIT PURCHASE PROCEEDS

On days during which there are net purchases of Units, the Fund must invest the proceeds at prevailing market yields or hold cash. If the Fund holds cash, or if the yield of the securities purchased is less than that of the securities already in the portfolio, the Fund's yield will likely decrease. Conversely, net purchases on days on which short-term yields rise will likely cause the Fund's yield to increase. The larger the amount that must be invested or the greater the difference between the yield of the securities purchased and the yield of the existing investments, the greater the impact will be on the yield of the Fund. In the event of significant changes in short-term yields or significant net purchases, the Trustee retains the discretion to close the Fund to new investments. However, the Trustee is not required to close the Fund, and no assurance can be given that this will be done in any given circumstance.

RISK ASSOCIATED WITH USE OF AMORTIZED COST

The Trustee has adopted "shadow pricing" procedures pursuant to which the Trustee calculates the difference, if any, of the mark-to-market net asset value using available market quotations (or an appropriate substitute that reflects current market conditions) from the Fund's amortized cost price per Unit. If the difference calculated exceeds $0.005 per Unit, the Trustee will take action to reduce dilution of Units or other unfair results to Participating Plans, including, but not limited to, considering limiting or suspending redemption of Units and initiating liquidation of the Fund.

ADDITIONAL FACTORS AFFECTING YIELD

There is no guarantee that the Fund will provide a certain level of income or that any such income will exceed the rate of inflation. Further, the Fund's yield will vary. A low interest rate environment may prevent the Fund from providing a positive yield or paying Fund expenses out of current income and could impair the Fund's ability to maintain a stable net asset value. The Fund's yield could also be negatively affected (both in absolute terms and as compared to other money market funds) by aspects of its investment program (for example, its investment policies, strategies or limitations) or its operational policies (for example, its cut-off time for purchases and redemptions of Units).

RISK RELATED TO THE ECONOMY

The value of the Fund's portfolio may decline in tandem with a drop in the overall value of the markets in which the Fund invests and/or other markets based on negative developments in the U.S. and global economies. Economic, political and financial conditions, industry or economic trends and developments or public health risks, such as epidemics or pandemics, may, from time to time, and for varying periods of time, cause volatility, illiquidity or other potentially adverse effects in the financial markets, including the fixed-income market. The commencement, continuation or ending of government policies and economic stimulus programs, changes in monetary policy, increases or decreases in interest rates, or other factors or events that affect the financial markets, including the fixed-income markets, may contribute to the development of or increase in volatility, illiquidity, redemptions by Participating Plans and other adverse effects which could negatively impact the Fund's performance. For example, the value of certain portfolio securities may rise or fall in response to changes in interest rates, which could result from a change in government policies, and has the potential to cause investors to move out of certain portfolio securities, including fixed- income securities, on a large scale. This may increase redemptions from funds that hold large amounts of certain securities and may result in decreased liquidity and increased volatility in the financial markets. Market factors, such as the demand for particular portfolio securities, may cause the price of certain portfolio securities to fall while the prices of other securities rise or remain unchanged.

Epidemic and Pandemic Risk: An outbreak of respiratory disease caused by a novel coronavirus was first detected in China in December 2019 and subsequently spread globally. This coronavirus has resulted in closing borders, enhanced health screenings, healthcare service preparation and delivery, quarantines, cancellations, and disruptions to supply chains, workflow operations and consumer activity, as well as general concern and uncertainty. The impact of this coronavirus may be short-term or may last for an extended period of time and result in a substantial economic downturn. Health crises caused by outbreaks, such as the coronavirus outbreak, may exacerbate other pre-existing political, social and economic risks. The impact of this outbreak, and other epidemics and pandemics that may arise in the future, could negatively affect the worldwide economy, as well as the economies of individual countries, individual companies (including fund service providers) and the market in general in significant and unforeseen ways. Any such impact could adversely affect the Fund's performance.

CYBERSECURITY RISK

Like other funds and business enterprises, the Fund, Trustee, Sub-Advisor and certain service providers generate, compile and process information for purposes of preparing and making filings or reports to governmental agencies, and a cybersecurity attack or incident that impacts that information, or the generation and filing processes, may prevent required regulatory filings and reports from being made. The use of the Internet and other electronic media and technology exposes the Fund, the Participating Plans, and the Fund's service providers, and their respective operations, to potential risks from cybersecurity attacks or incidents (collectively, "cyber-events").

Cyber-events can result from intentional (or deliberate) attacks or unintentional events by insiders or third parties, including cybercriminals, competitors, nation-states and "hacktivists," among others. Cyber-events may include, for example, phishing, use of stolen access credentials, unauthorized access to systems, networks or devices (such as, for example, through "hacking" activity), structured query language attacks, infection from or spread of malware, ransomware, computer viruses or other malicious software code, corruption of data, and attacks (including, but not limited to, denial of service attacks on websites) which shut down, disable, slow, impair or otherwise disrupt operations, business processes, technology, connectivity or website or internet access, functionality or performance. In addition to intentional cyber-events, unintentional cyber-events can occur, such as, for example, the inadvertent release of confidential information.

The Trustee and Sub-Advisor have established risk management systems reasonably designed to seek to reduce the risks associated with cyber-events. However, there is no guarantee that the efforts of the Trustee and Sub-Advisor will succeed, either entirely or partially, as there are limits on the ability to prevent or mitigate cyber-events.

TECHNOLOGY RISK

The Trustee and the Sub-Advisor use various technologies in managing the Trust, consistent with its investment objective and strategy. For example, proprietary and third-party data and systems are utilized to support decision making for the Fund.

Data imprecision, software or other technology malfunctions, programming inaccuracies and similar circumstances may impair the performance of these systems, which may negatively affect Fund performance.