

(Note: This form is to be used by employees subject to SEC Rule 10b5-1 who are electing to perform **during the window closure period** a fund balance transfer in the Retirement Plan involving either the Schwab 401(k) Equity Unit Fund or the ESOP Equity Fund. **Such elections must be made and approved prior to the window closure date.**)

[Letter of Instruction for Fund Balance Transfer
in the SchwabPlan Retirement Savings and Investment Plan
by Schwab Directors or Employees]
(SEC Rule 10b5-1)

[URGENT]

To: Charles Schwab & Co., Inc.
Attention: **SchwabPlan for Employees Service Team**
Phone No. 330-908-4000
Fax No. 330-908-4404

Re: 401(k) Plan Account

The undersigned ("Participant") in the SchwabPlan Retirement Savings and Investment Plan (the "Plan") represents and warrants that as of the date of this letter of instruction, Participant is not aware of any material nonpublic information with respect to The Charles Schwab Corporation or its common stock ("SCHW"). Participant intends that this letter of instruction comply with the requirements of SEC Rule 10b5-1(c)(1).

Participant hereby **irrevocably** requests a fund balance transfer transaction occur on _____ (insert trading date for the transaction) as follows:

Transfer Election

(1) Elect the percentage(s) to be moved from your account balance(s) in the available funds and
(2) the percentage(s) to be invested in the available funds.

(1) Transfer the following percentages of my balance from these funds:

- _____ % Schwab Value Advantage Money Fund
- _____ % Short Duration Bond Strategy
- _____ % Vanguard Total Bond Market Index Inst. Fund
- _____ % PIMCO Total Return Instl
- _____ % Schwab International Index Sel
- _____ % American Funds Euro Pacific Gr R6
- _____ % Schwab Small Cap Index Sel
- _____ % TS&W Small/Mid Cap Value
- _____ % Rainier Small/Mid Cap Equity Portfolio
- _____ % Schwab S&P 500 Index
- _____ % Schwab 401(k) Equity Unit Fund
- _____ % Schwab ESOP Equity Unit Fund
- _____ % Dodge & Cox Stock
- _____ % Dodge & Cox International Stock Fund
- _____ % American Funds Growth Fund of America R6
- _____ % Schwab Managed Ret. Trust 2010 CI IV
- _____ % Schwab Managed Ret. Trust 2015 CI IV
- _____ % Schwab Managed Ret. Trust 2020 CI IV
- _____ % Schwab Managed Ret. Trust 2025 CI IV
- _____ % Schwab Managed Ret. Trust 2030 CI IV
- _____ % Schwab Managed Ret. Trust 2035 CI IV
- _____ % Schwab Managed Ret. Trust 2040 CI IV
- _____ % Schwab Managed Ret. Trust 2045 CI IV
- _____ % Schwab Managed Ret. Trust 2050 CI IV
- _____ % Schwab Managed Ret. Trust Income CI IV

(2) Transfer balances from elections made in (1) above to the following funds in these percentages:

- _____ % Schwab Value Advantage Money Fund
- _____ % Short Duration Bond Strategy
- _____ % Vanguard Total Bond Market Index Inst. Fund
- _____ % PIMCO Total Return Instl
- _____ % Schwab International Index Sel
- _____ % American Funds Euro Pacific Gr R6
- _____ % Schwab Small Cap Index Sel
- _____ % TS&W Small/Mid Cap Value
- _____ % Rainier Small/Mid Cap Equity Portfolio
- _____ % Schwab S&P 500 Index
- _____ % Schwab 401(k) Equity Unit Fund
- _____ % Schwab ESOP Equity Unit Fund
- _____ % Dodge & Cox Stock
- _____ % Dodge & Cox International Stock Fund
- _____ % American Funds Growth Fund of America R6
- _____ % Schwab Managed Ret. Trust 2010 CI IV
- _____ % Schwab Managed Ret. Trust 2015 CI IV
- _____ % Schwab Managed Ret. Trust 2020 CI IV
- _____ % Schwab Managed Ret. Trust 2025 CI IV
- _____ % Schwab Managed Ret. Trust 2030 CI IV
- _____ % Schwab Managed Ret. Trust 2035 CI IV
- _____ % Schwab Managed Ret. Trust 2040 CI IV
- _____ % Schwab Managed Ret. Trust 2045 CI IV
- _____ % Schwab Managed Ret. Trust 2050 CI IV
- _____ % Schwab Managed Ret. Trust Income CI IV

Note: The trade will take place prior to the close of regular trading hours on the specific date noted above, and will be based on the closing prices that same day.

This letter of instruction supersedes and replaces any prior instructions from Participant to the Plan with respect to the specific transaction referenced herein.

Sincerely,
Participant

Signature: _____

Print Name: _____

Date: _____

Note: Fax this form to SchwabPlan at 1-330-908-4404. For security purposes, please also e-mail the SchwabPlan for Employees Service Team, notifying them that a request has been faxed. Upon receipt, SchwabPlan will request Compliance Department approval. Upon approval, SchwabPlan will transact the fund balance transfer on the specific date requested, and you will be notified by SchwabPlan upon completion of the transaction.