

Item 1. Cover



PNC Capital Advisors, LLC
Form ADV Part 2A
Taxable Fixed Income Strategies
March 31, 2013

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This brochure provides information about the qualifications and business practices of PNC Capital Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 410-237-5683. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about PNC Capital Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

The following material changes were made to this Brochure since the last annual update was filed in March 2012:

- Item 5: We added language regarding custom fixed income capabilities and fee payment options.
- Item 8: We added language regarding the taxable fixed income investment process and custom fixed income capabilities.
- Item 10: We added language regarding our financial industry affiliates and the conflicts that may arise from our relationships with them.
- Item 17: We added language that describes our process for voting proxies for the underlying PNC and PNC Advantage Funds held in the PNC Target Date Funds.

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Item 4. Advisory Business

The Company

PNC Capital Advisors, LLC (“PNC Capital Advisors”) is a wholly owned subsidiary of PNC Bank, National Association (“PNC Bank”). PNC Bank is a wholly owned subsidiary of The PNC Financial Services Group, Inc. (“PNC”), a financial holding company.

The firm was formed in September 2009 from the business combination of PNC Capital Advisors, Inc (“PCA”) and Allegiant Asset Management Company (“Allegiant”) following the acquisition of National City Corporation, the parent of Allegiant by PNC, the parent of PCA.¹

Investment Services

PNC Capital Advisors provides discretionary investment advisory services to registered investment companies, institutional accounts, and personal investment management accounts. PNC Capital Advisors is organized around six highly focused investment style teams. Each team functions with its own research, portfolio management and portfolio construction processes unique to its specialized investment style.

The four equity teams include:

- Large Cap Advantage
- Small Cap
- Small Cap Structured
- International

The two fixed income teams include:

- Taxable Fixed Income
- Municipal Fixed Income

This brochure addresses the firm’s taxable fixed income offerings. The Taxable Fixed Income Team is composed of specialists in government, corporate, mortgage, asset backed and other structured securities. The fixed income team manages a variety of strategies including:

- Core and Core Plus
- Intermediate Aggregate
- Intermediate Government/Credit

¹ National City Corporation was acquired by PNC on December 31, 2008. As a result of the acquisition, Allegiant became an indirect wholly-owned subsidiary of PNC. PCA was also an indirect, wholly-owned subsidiary of PNC. On September 29, 2009, PNC Capital and Allegiant merged to form PNC Capital Advisors, LLC. As a wholly owned indirect subsidiary, PNC Capital Advisors employees have no ownership interest in the firm, but they may receive common stock of PNC, the parent company, through incentive compensation and pension plans.

- Intermediate Government
- Short Duration 1-3 Year Government/Credit
- Ultra Short Duration
- Mortgage Backed
- High Yield
- Cash Management

(You can find more information about our investment strategies in Item 8 below). PNC Capital Advisors equity and municipal fixed income management services are the subject of separate brochures that are available upon request from PNC Capital Advisors.

Wrap Fee Programs

PNC Capital Advisors participates in arrangements with certain third parties in which each third party offers PNC Capital Advisors' investment management services to its clients as a part of a program commonly referred to as a "wrap fee" program.² PNC Capital Advisors receives a fee from the third party for its participation as an investment adviser in the third party's wrap fee program.

Non-Discretionary Advisory Services

While the primary business of PNC Capital Advisors is providing continuous, discretionary advisory services, PNC Capital Advisors may also provide non-discretionary advisory services to clients, including affiliates. In such cases PNC Capital Advisors provides model portfolios, investment research and recommendations regarding overall portfolio construction and the purchase and sale of individual securities.

Administration of PNC Mutual Funds

PNC Capital Advisors also serves as administrator to the PNC Funds and PNC Advantage Funds (collectively, the "Funds").

Assets Under Management

As of December 31, 2012 PNC Capital Advisors had \$ 34.6 billion in assets under management, all of which is discretionary.

Item 5. Fees & Compensation

The fees that we charge for investment advisory services are specified in the agreement between PNC Capital Advisors and each of its advisory clients. Generally, fees are based on a standard fee schedule according to the investment discipline selected (a description of the investment strategies available in separately managed accounts are set out in Item 8 below).

² A wrap fee program is an advisory program under which a specified fee or fees not based directly upon transactions in a client's account is charged for investment advisory services and the execution of client transactions.

Fixed Income Strategies		
Strategy	Breakpoints	Fee
Core Fixed Income	Initial \$15 million Next \$35 million Balance	0.35% 0.30% 0.25%
Core Plus Fixed Income	Initial \$50 million Balance	0.35% 0.25%
Intermediate Aggregate Fixed Income and Intermediate Government/Credit Fixed Income	Initial \$15 million Next \$35 million Balance	0.35% 0.30% 0.25%
Strategy	Breakpoints	Fee
Intermediate Government Fixed Income	Initial \$10 million Balance	0.25% 0.20%
Short Duration 1-3 Year Government/Credit Fixed Income	Initial \$15 million Next \$35 million Balance	0.25% 0.20% 0.15%
Ultra Short Duration Fixed Income	Initial \$15 million Balance	0.20% 0.15%
Mortgage Backed Fixed Income	Initial \$15 million Next \$35 million Balance	0.35% 0.30% 0.25%
High Yield Fixed Income	All assets	0.50%
Cash Management	All assets	0.15%

In addition to the investment styles listed above, PNC Capital Advisors provide custom management capabilities. Pricing is based upon each client's specific investment policies, permissible investments, and other portfolio management parameters. Examples include Liability Driven Investments (LDI) and Insurance Management.

Account fees may be negotiable on a case-by-case basis based on various factors, including but not limited to potential growth, account size, and services rendered.

As a result of mergers or acquisitions, PNC Capital Advisors manages existing accounts on different fee schedules. In addition, PNC Capital Advisors provides investment management services for wrap products that have fee schedules based on the individual characteristics of the product and/or the sponsor.

The fee for separately managed accounts is payable quarterly in arrears and is computed based on the value of the assets under management at the end of each calendar quarter. Fees for partial periods are pro-rated.

Fee Payment Options

PNC Capital Advisors offers the following options to pay for our services:

- Direct debiting: If a client chooses this option, for each billing period, the client's custodian will be notified of the amount of the management fee due and payable to PNC Capital Advisors through our fee schedule and contract. The custodian will deduct the fee from the account(s) or, if the client has more than one account, from the account designated to pay our advisory fees. The custodian does not validate or check our fee or its calculation on the assets on which the fee is based.

If clients choose this method, they must provide written authorization to the custodian permitting our management fee to be paid directly from the account(s). Clients should ensure that they are receiving a periodic statement directly from their custodian that shows all transactions, positions and credits/debits into or from their account(s), including the advisory fee paid by the client to us.

- Client Invoicing: For each billing period, PNC Capital Advisors will send the client an invoice for our services. The invoice will show the amount of the fee, the value of the assets on which the fee was based, and the specific manner in which the fee was calculated. Clients may pay us by check or wire transfer upon receipt of the invoice.

Other Fees or Expenses

Clients may incur expenses in addition to the fees paid to PNC Capital Advisors. For example, clients may incur costs such as brokerage commissions, transaction fees, custodial fees, transfer taxes, wire transfer fees, and other fees and taxes assessed to brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge management fees which are disclosed in a fund's prospectus and/or financial filings. To the extent that PNC Capital Advisors invests client assets in an affiliated Fund, PNC Capital Advisors may waive investment advisory fees on the assets invested in such

Fund, credit the account for the fees paid by the Fund to its related persons, or avoid or limit the payment of duplicative fees to PNC Capital Advisors and its related persons through other means.

Termination of Advisory Services

Generally, a client may terminate an investment management agreement upon 30 days written notice unless otherwise mutually agreed upon. If an arrangement is terminated, the fees are prorated.

Mutual Funds

The administration and investment advisory fees that PNC Capital Advisors receives as a service provider to the PNC Funds and PNC Advantage Funds are set out in the registration statement and/or financial filings of those funds.

Additional Compensation

Neither PNC Capital Advisors nor its employees accept compensation, including asset-based sales charges or service fees, for the sale of securities or other investment products.

Item 6. Performance-Based Fees and Side-by-Side Management

PNC Capital Advisors does not charge performance-based advisory fees.

Item 7. Types of Clients

PNC Capital Advisors provides investment management services to high net worth individuals and institutional investors, including registered investment companies, private investment funds, charitable institutions, foundations, municipalities, endowment funds, corporations, corporate pension and profit-sharing plans and Taft-Hartley plans.

Investors in Funds advised by PNC Capital Advisors will not be advisory clients of PNC Capital Advisors (with respect to their investment in such Fund(s)), and PNC Capital Advisors will not provide investment advice or recommendations with respect to the merits and suitability of the particular investment and investment decision for these particular investors, unless they have executed an investment advisory agreement with PNC Capital Advisors. Investors in such Funds are encouraged to consult their own financial, tax and legal advisors regarding any investment, sale of an investment, in the Funds.

PNC Capital Advisors generally accepts taxable fixed income accounts with a minimum of \$10 million in assets and cash management portfolios with a minimum of \$25 million in assets. Certain custom accounts may require a 50 million minimum. PNC Capital Advisors minimum account sizes may be negotiable on a case-by-case basis based on various factors, including but not limited to potential growth, account size, and services

rendered. Minimum account sizes vary, depending primarily on the investment style and other factors.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

PNC Capital Advisors approaches fixed income management with a team orientation.

Each of the firm's taxable fixed income strategy offerings is led by a designated Senior Portfolio Manager who is responsible for implementing the Fixed Income Team's consensus portfolio strategy with respect to duration positioning, sector weighting and other portfolio structure parameters. Additionally, the Senior Portfolio Manager is responsible for the day-to-day management of the strategy, which includes specific security selection and portfolio cash flow management.

Role of Portfolio Managers

- Derive Consensus Market Outlook
- Derive Consensus Portfolio Structure
- Determine Target Sector Weights
- Determine Target Duration
- Determine Maturity Structure
- Security Selection

Working with the Fixed Income Team's analysts and leadership, portfolio managers are responsible for deriving consensus on relative weights for each Fixed Income market sector, including US Treasury, Agency, Credit, Mortgages, ABS and CMBS sectors. In this way, decisions to overweight and underweight specific sectors are consistent across all fixed income strategies. A similar approach is used to establish the targeted duration, expressed as a percentage of the relevant benchmark, so that portfolios are similarly positioned with respect to the team's outlook for the direction of interest rates in general.

At the individual portfolio level, Senior Portfolio Managers have discretion to structure portfolios under their leadership within a range around the Fixed Income Team's consensus duration. Additionally, Senior Portfolio Managers have the flexibility to construct the portfolios' maturity structure to achieve the Team's consensus duration.

Role of the Analysts/Sector Specialists

- Sector Weighting Recommendations
- Sector Analysis
- Relative Value Trading Recommendations
- Security Selection Recommendations

Sector specialists monitor the issuers and issues across all portfolios and work directly with the portfolio managers in offering relative value trading ideas. Sector allocations are reviewed at the weekly strategy meetings, and the Team's sector specialists provide an

update on market activity, new issue supply, rating agency actions and outlook for their respective market sectors. Sector specialists continually update their recommended over- and under-weighting of their respective sectors, and work closely with portfolio managers to implement these recommendations through security selection and relative value trading.

Role of the Traders

- Security Selection Recommendations
- Trade Execution

The Fixed Income Team's Traders are charged with responsibilities relative to trade execution and trade sourcing. Specifically, the Traders work closely with portfolio managers to identify specific security trades that serve to implement overall portfolio strategy directives and portfolio structure adjustments. Additionally, Traders are responsible for initiating and completing the trade, as well as meeting the firm's "Best Execution" obligations.

Members of the Fixed Income Team meet formally on a weekly basis. Portfolio managers review performance, portfolio duration, yield curve positioning, sector allocations and current market activity, along with sector and credit updates from the Team's analytical staff. Additionally, relevant economic data releases and FOMC announcements are discussed.

However, activity within the portfolios may occur daily. As a result, informal discussion, analysis and proposals for relative value trading recommendations occur on a daily basis. Trade ideas and recommendations are made across all portfolios whether it is a new issue in the market, a swap between securities or an addition/deletion to the portfolios.

With respect to communication within the Fixed Income Team regarding specific credit recommendations and issues, securities under consideration are formally reviewed and the analysis is presented during a weekly credit meeting. For structured products, new transactions (either through the primary or "new issue" market or secondary purchases for deals not currently held in the model portfolios) are formally reviewed and stress-tested. Formal reports are prepared and presented to the full Fixed Income Team for discussion.

Investment Philosophy

The PNC Capital Advisors, LLC Fixed Income Team believes that active sector rotation, combined with disciplined risk management, results in consistent value added portfolio returns. The Fixed Income Team's investment philosophy is approached with an orientation toward:

- Team Based Management
- Top Down Financial Market Analysis
- Focus on Risk Adjusted Returns

Fundamental credit research is the foundation of the firm's approach to fixed income investment. The Fixed Income Team constructs portfolios that have the potential to earn strong risk adjusted returns over a full market cycle, while maintaining a prudent risk profile, as reflected in Tracking Error, Standard Deviation of Return, and other portfolio risk measures. Risk adjusted returns are evaluated by benchmarking Information and Sharpe Ratios relative to stated benchmark and industry peers. The firm's Fixed Income philosophy has remained stable and consistent since its inception.

The PNC Capital Advisors, LLC approach to fixed income management is distinguished by three key elements: (1) Style Purity, (2) Duration Limits, and (3) Risk Management.

Style Purity

The firm's Fixed Income Team is very aware of benchmark characteristics across all fixed income style offerings. This understanding of benchmark characteristics ensures portfolios under the Team's management remain "style pure" with respect to maturity, duration and quality, as well as other key portfolio structure characteristics.

Duration Limits

A key component of our portfolio construction and ongoing management process is our active duration management discipline. The targeted duration of fixed income portfolios under the firm's management is limited to a range of +/- 20% relative to benchmark duration. The Fixed Income Team believes this duration constraint is critical in that excessive shifts in portfolio duration have the potential to add undesired volatility to portfolio performance.

Risk Management

The Fixed Income Team maintains an internal risk management and analysis function. This team's responsibility is to quantify and present to the portfolio management staff a detailed risk assessment of securities and portfolio structures. As part of this analysis, the risk management team models and monitors portfolio structure, quantifying the duration, sector allocation and yield curve risk associated with the current and proposed structures. Specific risks related to fixed income invested are discussed below.

Investment Process

PNC Capital Advisors fixed income strategies combine comprehensive top-down financial market analysis with a bottom-up approach to security selection. The Fixed Income Team is focused on managing a portfolio's sector exposure through fundamental financial market and security research.

The Fixed Income Team's investment process utilizes portfolio management software which offers comprehensive analytics across an extensive fixed income securities database. This software allows the Fixed Income Team to compute option-adjusted risk measures, which enables the Team to understand the risk/return profile of individual securities and portfolios. This technology, coupled with the experience of individual

Fixed Income Team members, enables the Fixed Income Team to concentrate its effort on investments which offer the greatest potential value.

There are four key steps in the investment process:

The first step, driven by the Fixed Income Team, is to formulate our market outlook to derive yield curve positioning and duration targets.

The second step, driven by the Security Research Teams, is to determine sector weightings based on relative value and sector and subsector outlook.

The third step, constructed by the Portfolio Management Teams, is to conduct extensive analysis on each security, including the following:

- Fundamental Analysis
- Structural Analysis
- Relative Valuation
- Risk/Reward Profile

The fourth step, constructed by the Portfolio Management Teams and monitored by the Risk Management Teams, is to construct the portfolio using the following strategic framework:

- Determining sector and sub-sector weights based upon relative valuation
- Selecting securities in support of the portfolio risk/reward profile
- Determining duration limits and managing yield curve based on macro outlook

Risk Management

Risk is an inevitable component of investments. In particular, with regard to fixed income investing, risk is asymmetric. Bond prices normally will not have the potential to double or triple in price, as do stocks, but they can certainly fall in price dramatically. This results in limited upside potential and significant downside risk. Therefore, an integral component of the firm's fixed income investment philosophy lies in risk management and risk analysis.

At the same time, riskless investments do not garner attractive returns over longer investment horizons so controlling risks is a primary responsibility of any investment manager. The primary risks in fixed income investment strategies are:

Interest Rate Risk - Fixed income securities increase or decrease in value based on changes in interest rates. If rates increase, the value of fixed income securities generally declines. On the other hand, if rates fall, the value of the fixed income securities generally increases.

Management Risk - Judgments about the attractiveness, value and potential appreciation of particular sector or individual security may prove to be incorrect and there is no guarantee that individual securities will perform as anticipated.

Credit Risk - There is a possibility that the issuer of a security, or counterparty, will not be able to make payments of interest and principal when due. The value of an investment may decline if its issuer or the associated counterparty defaults or if its credit quality deteriorates.

Government Securities Risk - Some strategies invest in securities issued or guaranteed by the U.S. government or its agencies and instrumentalities (such as securities issued by the Government National Mortgage Association (“GNMA”), the Federal National Mortgage Association (“FNMA”), the Federal Home Loan Mortgage Corporation (“Freddie Mac”) and Federal Home Loan Banks (“FHLBs”)). Unlike GNMA securities, securities issued or guaranteed by U.S. government related organizations such as FNMA, Freddie Mac and FHLBs are not backed by the full faith and credit of the U.S. government and have no assurance that the U.S. government would provide ongoing or future financial support.

Prepayment Risk - The individual mortgages underlying mortgage-backed securities may be paid off earlier or later than anticipated, which makes it difficult to determine their actual maturity and therefore calculate how they will respond to changes in interest rates. Portfolios may have to reinvest prepaid amounts at lower interest rates. Alternatively, mortgage-backed securities may not pay as quickly as anticipated and therefore may have a longer maturity profile than originally expected. This risk of principal prepayment is an additional risk of mortgage-backed securities.

High Yield Bond Risk - Debt securities that are rated below investment grade involve a greater risk of default or price declines than investment grade securities. The market for high-yield, lower rated securities may be thinner and less active, causing market price volatility and limited liquidity in the secondary market. This may limit the ability of a Fund to sell these securities at their fair market values either to meet redemption requests, or in response to changes in the economy or financial markets.

Risk management is a cornerstone of our investment process and is integrated throughout the portfolio management process. Risk profiles are monitored routinely by our portfolio management team, aided by quantitative portfolio metrics linked to the respective benchmark.

Item 9. Disciplinary History

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of firm or the integrity of the firm’s management in this item. PNC Capital Advisors has no legal or disciplinary events to report.

Item 10. Other Financial Industry Activities & Affiliations

Broker-Dealer Registrations

PNC Capital Advisors is not registered nor does it have an application pending to register as a broker-dealer. Certain of PNC Capital Advisors' management persons and client-facing personnel are registered representatives of PNC Funds Distributor, LLC (PFD), an unaffiliated broker-dealer that has been retained to distribute shares of the PNC International Growth Fund, L.P., PNC Funds and PNC Advantage Funds.

Arrangements with Affiliates

PNC Capital Advisors is part of a broad financial services organization and is therefore affiliated with other entities engaged in a variety of financial services businesses. In some cases, the Firm has business arrangements with its affiliates that are material to its advisory business or to its clients. These are described in more detail below and, in some cases, may cause PNC Capital Advisors or a related person's interests to diverge from the best interests of our clients.

The following entities are affiliated with PNC Capital Advisors through its parent, The PNC Financial Services Group:

PNC Investments, LLC

PNC Investments, LLC ("PNC Investments") a wholly owned subsidiary of PNC Bank, National Association ("PNC Bank") is a registered broker dealer and investment adviser which provides full service brokerage and wrap fee programs to its clients. Possible conflicts of interest that may exist between PNC Investments and PNC Capital Advisors are discussed under *Affiliated Transactions*, below.

PNC Realty Investors, Inc.

PNC Realty Investors, Inc. ("PNC Realty") an indirect, wholly owned subsidiary of The PNC Financial Services Group, Inc. provides investment supervisory services to institutional investors in connection with investments in commercial real estate throughout the United States. PNC Realty and PNC Capital Advisors share certain management personnel; however, we do not believe this creates a conflict of interest for PNC Capital Advisors' clients.

PNC Capital Markets, LLC

PNC Capital Markets, LLC, an indirect, wholly owned subsidiary of The PNC Financial Services Group, Inc., offers loan syndication, public finance underwriting and advisory services, securities underwriting and trading, private placements, asset securitizations and merger and acquisition advisory services. Possible conflicts of interest that may exist between PNC Capital Markets, LLC and PNC Capital Advisors are discussed under *Affiliated Transactions*, below.

BlackRock Inc.

BlackRock Inc. ("BlackRock") offers investment management, risk management and advisory services for institutional and retail clients worldwide, managing assets through a

variety of equity, fixed income, balanced, cash management, and alternative investment products. As of December, 31, 2012, The PNC Financial Management Services Group, Inc., together with its subsidiaries, owned approximately 21.9% of BlackRock, Inc. and PNC Capital Advisors is indirectly affiliated with a significant number of BlackRock investment adviser and broker-dealer subsidiaries. BlackRock's subsidiaries which are registered investment advisers or registered broker-dealers include, BlackRock Advisors LLC, BlackRock Capital Management, Inc., BlackRock Capital Markets, LLC, BlackRock Execution Services, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock International Limited, BlackRock Investment Management LLC, BlackRock (Hong Kong) Limited, BlackRock (Singapore) Limited, BlackRock Asset Management North Asia Limited, BlackRock Kelso Capital Advisors and, BlackRock Realty Advisors LLC. Potential conflicts of interest that may exist between BlackRock subsidiaries and PNC Capital Advisors are discussed under *Affiliated Transactions*, below.

PNC IG Fund GP, LLC

PNC IG Fund GP, LLC, a wholly owned subsidiary of PNC Capital Advisors, serves as General Partner to the PNC International Growth Fund L.P. The general partner is a co-investor in the PNC International Growth Fund L.P., whose interests may diverge from the best interests of other investors in the fund, which in some cases may be clients of PNC Capital Advisors. This may present potential conflicts of interest for PNC Capital Advisors' clients. PNC Capital Advisors has adopted policies and procedures that it believes are reasonably designed to help mitigate these conflicts of interest.

PNC Bank, National Association

PNC Bank, National Association, a member of the Federal Deposit Insurance Corporation, is a full service bank engaged in traditional lending, cash and/or treasury management and other services. PNC Capital Advisors is a wholly owned subsidiary of PNC Bank.

PNC Bank has retained PNC Capital Advisors to provide investment advisory services pursuant to a sub-advisory agreement. PNC Capital Advisors' clients may retain PNC Bank to serve as a custodian for client assets. In addition, PNC Capital Advisors' clients may also retain PNC Bank to provide trust and fiduciary services including, but not limited to: management of distributions, compliance, fiduciary tax preparation, reporting and record keeping in accordance with the trust documents and the needs of the beneficiaries and investment support services.

PNC Capital Advisors has entered into a separate agreement with PNC Bank to provide model portfolios, investment research and investment recommendations.

Solicitation Agreement

PNC Capital Advisors has entered into a separate agreement with PNC Bank to solicit advisory business on its behalf. Solicitor's Agreements are more specifically discussed in Item 14 below.

Investment Decisions

Although PNC Capital Advisors is committed to acting in the best interests of our clients, in some situations there may be conflict of interest between the Firm's interests and a client's interests or there may be conflicts in the interests of multiple clients. Many of these conflicts of interest are inherent in operating an investment advisory business. For example, PNC Capital Advisors may have an incentive to resolve a matter in favor of clients that are affiliates of the Firm over clients that are not affiliates of the Firm. PNC Capital Advisors has adopted policies and procedures that it believes are reasonably designed to help mitigate these conflicts of interest.

Affiliates of PNC Capital Advisors may provide advice to their clients with respect to investment strategies that are similar to or the same as strategies offered by PNC Capital Advisors. These affiliates may purchase on behalf of their clients the same securities that PNC Capital Advisors may purchase for our clients. As a result, the interests of PNC Capital Advisors' clients may conflict with the interests of the clients of these affiliates. For example, if an affiliate implements a portfolio management decision for its client ahead of, or contemporaneously with, a decision PNC Capital Advisors makes for its client(s), the market impact of the decision made by the Firm's affiliate could result in one or more of PNC Capital Advisors' clients receiving less favorable trading results than they otherwise would. PNC Capital Advisors' trade allocation and trade aggregation procedures do not typically apply to portfolio management decisions and trading executed by affiliates for their clients that are not clients of PNC Capital Advisors.

Affiliate Transactions

PNC Capital Advisors or its affiliates may from time to time recommend to their clients investments in transactions in which PNC Capital Advisors or its affiliates act as financial advisor and/or in which securities are underwritten, issued, packaged or serviced by an affiliate. These affiliates may receive compensation as a result of these transactions, if these transactions were to occur.

Mutual Funds

PNC Capital Advisors serves as the investment adviser and administrator to the PNC Funds and PNC Advantage Funds (collectively, the "Funds"), which are open-end registered investment companies. PNC Capital Advisors or its affiliates may receive fees in connection with advisory, administrative and/or distribution services provided to the Funds. The advisory services and the administrative services agreements between PNC Capital Advisors and the Funds are subject to the supervision of the Board of Trustees of the Funds. All of the members of the Board are independent of PNC Capital Advisors and its affiliates.

From time to time, if permitted by the relevant investment guidelines and applicable law, PNC Capital Advisors may invest or recommend that Clients invest in shares or other interests in the Funds. PNC Capital Advisors and/or its affiliates may receive additional economic benefit when a client account is invested in such Fund, and a conflict of interest may exist. To the extent that PNC Capital Advisors invests client assets in an affiliated Fund, PNC Capital Advisors may waive investment advisory fees on the assets invested in such Fund, credit the account for the fees paid by the Fund to its related persons, or

avoid or limit the payment of duplicative fees to PNC Capital Advisors and its related persons through other means.

PNC Capital Advisors may become aware of information with respect to a Fund that is not available to other investors in the Fund. PNC Capital Advisors is not permitted to communicate or act upon such information in a way that disadvantages its own clients, who may be invested in the Fund, over other investors in the Fund. If such information is material, non-public information, PNC Capital Advisors may be unable to purchase or sell securities of the Fund to which the material, non-public information pertains.

PNC Capital Advisors also acts as investment adviser to the United Association S&P 500 Index Fund (the "UA Index Fund"). The advisory services agreement between PNC Capital Advisors and the UA Index Fund is subject to the supervision of the Board of the UA Index Fund. All of the members of the Board are independent of PNC Capital Advisors and its affiliates. PNC Capital Advisors does not believe that this relationship creates any material conflict of interest that is not otherwise addressed above.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics & Personal Trading

PNC Capital Advisors has adopted a Code of Ethics which consists of certain general principles including: (i) advisory personnel must place client interests before their own, (ii) the personal securities transactions of PNC Capital Advisors personnel must avoid even the appearance of a conflict with client interests and (iii) PNC Capital Advisors personnel must avoid actions or activities that allow, or appear to allow, them to profit or benefit from their position with respect to clients, or that would otherwise bring into question their independence or judgment. In addition, the Code of Ethics includes provisions relating to the reporting of personal securities holdings and trading activity. All supervised persons at PNC Capital Advisors must acknowledge the terms of the Code of Ethics annually. A copy of the Code of Ethics will be provided to any client or prospective client upon request.

PNC Capital Advisors employees are also subject to the PNC Employee Conduct Policies which cover matters including compliance with law, conflicts of interest, insider trading, outside activities, and safeguarding confidential information.

Participation in Client Transactions

While PNC Capital Advisors will generally not purchase securities from or sell securities to its affiliates on behalf of client accounts, if PNC Capital Advisors were to purchase securities from or sell securities to its affiliates, the affiliated broker-dealer would receive compensation for such transactions, including commissions, if effected on an agency basis. PNC Capital Advisors may participate in transactions where an affiliate is part of an underwriting syndicate. Any purchases of affiliate-underwritten securities for

investment company clients are performed in accordance with Rule 10f-3 under the Investment Company Act of 1940.

Generally, PNC Capital Advisors does not act as principal or broker with respect to transactions effected on behalf of its clients. PNC Capital Advisors may, however, engage in cross transactions for its clients' accounts. In such transactions, PNC Capital Advisors (not acting as a broker) trades securities between client accounts as permitted by the Investment Advisers Act of 1940.

PNC Capital Advisors may, when appropriate, invest or recommend that clients invest in shares of mutual funds for which PNC Capital Advisors or its affiliates provide advisory or other services.

PNC Capital Advisors, its employees and its affiliates may buy or sell securities that PNC Capital Advisors recommends to its clients. To avoid conflicts which may arise in that context, PNC Capital Advisors has adopted policies and procedures regarding personal securities trading for its employees. Advisory personnel are required to receive approval before trading in certain securities. In order to prevent advisory persons from personally benefiting from investment recommendations that are under consideration for, or which have been made for PNC Capital Advisors' clients, approval will not be granted to trade if the security is currently under consideration or has been recently traded, subject to certain exceptions as provided in PNC Capital Advisors' policies and procedures regarding personal securities trading. To enforce the preclearance requirement, employees are required to hold securities accounts with certain approved broker-dealers that provide electronic transmission of securities transactions and holdings, unless an exemption applies or a waiver has been granted

Item 12. Brokerage Practices

Broker Selection & Best Execution

In executing portfolio transactions and selecting brokers or dealers, PNC Capital Advisors seeks the best overall terms available on behalf of a client's account. In assessing the best overall terms available for any transaction, PNC Capital Advisors considers the full range and quality of a broker's services including execution capability, trading expertise, accuracy of execution, commission rates, research, reputation and integrity, fairness in resolving disputes, financial responsibility and responsiveness. The firm utilizes analytic software to analyze transaction costs. The software enables the firm to assess a variety of factors such as liquidity, bid ask spread, volatility, and market impact. Based on this data, the firm can more effectively prioritize trading and appropriately select trading venues and strategies that reduce transaction costs. PNC Capital Advisors has established a committee to oversee and approve the selection of brokers and dealers, the allocation of brokerage commissions and to monitor best execution.

PNC Capital Advisors has also entered into a number of commission sharing arrangements in an effort to unbundle research from execution. PNC Capital Advisors uses commission management systems, allowing the firm to concentrate trading activity with alternative trading services and other sell-side brokerage firms that have meaningful order flow. The commission management system allocates a portion of the commission to pay for execution services, and a portion is allocated to pay for research. Commissions allocated to research are used to pay for research services provided by independent third parties as well as research provided by non-core brokerage firms.

Research and Other Soft Dollar Benefits

PNC Capital Advisors may also consider the research services provided by the brokers with whom trades are placed. These services assist the firm in the decision-making process, and may include, but are not limited to, industry and company reports, economic forecasts, strategy, and quotation services. Certain brokers through whom PNC Capital Advisors executes trades may provide unsolicited proprietary research (research created or developed by the broker) to us. The research could include a wide variety of reports, charts, publications and proprietary data on such matters as economic strategy, credit analysis, or market conditions and projections. It may also include attendance at conferences and meetings with management representatives of issuers and with other analysts and specialists. Research obtained is used for the benefit of all of the PNC Capital Advisors' accounts.

Receipt of research from brokers who execute client trades involves conflicts of interest. An adviser using client brokerage commissions to obtain research or other products or services receives a benefit because it does not have to produce or pay for the research, products or services itself. Consequently, the adviser may have an incentive to select or recommend a broker based on its interest in receiving research or other products or services, rather than on its clients' interest in receiving most favorable execution.

Brokers providing research services, even on an unsolicited basis, may charge commissions for executing portfolio transactions that are higher than the amount of commissions that other brokers would charge for effecting the same transactions. PNC Capital Advisors will execute portfolio transactions through these brokers only if it has determined that such brokers provide best execution.

Directed Brokerage & Aggregated Trades

Although we discourage the use of client-directed brokerage, we do have clients who request directed trades. Transactions for these clients will generally be executed following the execution of portfolio transactions in other client accounts where PNC Capital Advisors has full discretion to execute trades. In the event that we do accommodate a directed brokerage relationship, our standard operating procedure is to place the trade with an executing broker on our approved broker list with instructions to complete the trade through the client-directed broker.

PNC Capital Advisors has a trade allocation policy that allows it to select brokers for accounts where the client has given us full discretion. Trades in discretionary accounts

are aggregated together and traded first. Directed brokerage accounts, in which the client has directed us to use a specific broker, are grouped together and placed in random order by broker or in predetermined rotation with fully discretionary clients. Directed accounts may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable execution. In situations where PNC Capital Advisors provides a model portfolio and does not have discretion to trade, PNC Capital Advisors will generally deliver the model after trading has been executed in the discretionary accounts that follow the same investment style. Similar to non discretionary accounts, when multiple model portfolios are involved, a predetermined rotation will be used.

Fixed income investment teams seek to purchase securities in quantities sufficient to fill target allocations for each account of a particular investment style based on each account's needs. If the quantity needed is unavailable to fill target, the investment team may select alternative fixed income securities that have the same or substantially similar risk and return characteristics, such as rating, sector, credit quality and maturity, to fulfill the target allocations.

Item 13. Review of Accounts

PNC Capital Advisors and its portfolio managers review their portfolios on an ongoing basis. The process generally includes a review of specific securities held, the asset mix of the portfolio, the availability of cash for investment, the performance of the portfolio, and major market and economic developments and their effect on the portfolio. In addition, certain portfolios follow a model portfolio technique. Portfolios are reviewed for compliance with client imposed restrictions and investment guidelines as well as strategy guidelines. Portfolio managers, investment officers and their research teams meet at least weekly to discuss market developments, economic outlooks, review individual securities and credit ratings, if applicable. PNC Capital Advisors' Account Review Committee is responsible for reviewing the performance of client portfolios, within six months of an account opening and quarterly thereafter, to determine whether accounts are being managed consistently within each investment strategy.

Item 14. Client Referrals and Other Compensation

PNC Capital Advisors may enter into written agreements with affiliated and third party solicitors (referred to as "Solicitors") to refer potential clients to PNC Capital Advisors as permitted by applicable laws. A potential client referred to PNC Capital Advisors by a Solicitor who becomes a client of PNC Capital Advisors will not pay higher investment management fees as a result of the referral.³

³ Certain solicitors who are employees of affiliates of PNC Capital Advisors may be considered covered associates of PNC Capital Advisors for purposes of rule 206(4)-5, the "Pay-to-Play" rule.

PNC Capital Advisors also has entered into a number of agreements where it agrees to make additional cash payments out of its own resources to financial intermediaries that sell or offer shares of investment companies advised by PNC Capital Advisors. Such payments are in addition to any distribution (Rule 12b-1) and/or shareholder service fees paid by the investment companies. These additional payments may be made to financial intermediaries, including affiliates that provide shareholder servicing, sub-administration, record-keeping and/or sub-transfer agency services, marketing support and/or access to sales meetings for the investment companies. Cash compensation also may be paid to financial intermediaries for inclusion of the PNC Funds and PNC Advantage Funds on a sales list, including a preferred or select sales list or in other sales programs, to the extent permitted by applicable laws and regulators. These payments are sometimes referred to as "revenue sharing."

Item 15. Custody

PNC Capital Advisors does not provide custodial services to its clients. Client funds and securities are held with banks or registered broker-dealers that are "qualified custodians". These may include PNC Bank and other affiliates of PNC Capital Advisors.

Clients should receive at least quarterly statements sent by the qualified custodians directly to the clients and we urge you to carefully review those statements and compare the custodial records to the reports that we may provide you. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16. Investment Discretion

PNC Capital Advisors usually receives discretionary authority from the client at the outset of an advisory relationship. The Firm's authority is set out in the investment advisory agreement. In all cases, we observe investment limitations and restrictions that are set out in the investment management agreement.

Item 17. Voting Client Securities

PNC Capital Advisors will vote proxies for client accounts if designated by written agreement. The general principle of PNC Capital Advisors' Proxy Voting Policy is to vote securities prudently in the best long-term economic interest of its clients considering all relevant factors and without undue influence from individuals or groups who may have an economic interest in the outcome of a proxy vote. Certain operations aspects of voting proxies on behalf of clients may be delegated to or otherwise performed by, its affiliate, PNC Bank, National Association.

PNC Capital Advisors has a proxy voting committee (the “Committee”) responsible for voting proxies for which the firm has authority to vote. The Committee has engaged Institutional Shareholder Services (ISS), an independent third party, to assist the Committee in the voting, research and record-keeping associated with the firm’s proxy voting responsibilities and has adopted general guidelines for voting proxies. Although these Guidelines are to be followed as a general policy for routine matters, in all cases each proxy will be considered based on the relevant facts and circumstances.

The Committee also monitors for material conflicts of interest that may arise when voting a proxy between the interest of PNC Capital Advisor’s clients and the interests of PNC Capital Advisors and its affiliates. If the Committee believes a material conflict of interest exists, the Committee may vote in accordance with the Guidelines on routine matters, defer to the recommendations of ISS on non-routine matters, or take other action to protect the interests of the firm’s clients.

The PNC Target Date Funds may own shares in underlying PNC Funds and PNC Advantage Funds. If an underlying PNC Funds or PNC Advantage Fund has a shareholder meeting, the PNC Target Date Funds normally would vote their shares in the underlying fund in the same proportion as the votes of the other shareholders of the underlying fund. This is known as “echo voting” and is designed to avoid any potential for a conflict of interest. This same process would be followed with respect to any PNC Funds and PNC Advantage Funds owning shares in other PNC Funds and PNC Advantage Funds.

Written requests for copies of the complete Proxy Voting Policy and Procedures should be directed to PNC Capital Advisors at 1900 East Ninth Street, 15th Floor, Cleveland, OH. 44114, Attn: Compliance.

Item 18. Financial Information

In certain circumstances, registered investment advisers are required in this Item to provide you with financial information or disclosures about their financial condition. PNC Capital Advisors has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has never been the subject of a bankruptcy proceeding.