

Item 1. Cover



PNC Capital Advisors, LLC  
Form ADV Part 2A  
Equity Investment Strategies  
October 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](http://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 2013:

- Item 7: We amended language regarding minimum investment requirements for the Small Cap Equity Strategy.
- Item 8: We added language regarding the Mid Cap strategy, a newly offered strategy.
- Item 12: We added language regarding our Directed Brokerage, Aggregated Trades and Trade Rotation policies.

Item 3. Table of Contents

**Table of Contents**

<b>Item 4. Advisory Business.....</b>	<b>4</b>
<b>Item 5. Fees &amp; Compensation .....</b>	<b>6</b>
<b>Item 6. Performance-Based Fees and Side-by-Side Management ....</b>	<b>8</b>
<b>Item 7. Types of Clients.....</b>	<b>8</b>
<b>Item 8. Methods of Analysis, Investment Strategies and Risk of Loss .....</b>	<b>9</b>
<b>Item 9. Disciplinary History .....</b>	<b>13</b>
<b>Item 10. Other Financial Industry Activities &amp; Affiliations .....</b>	<b>13</b>
<b>Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....</b>	<b>17</b>
<b>Item 12. Brokerage Practices .....</b>	<b>18</b>
<b>Item 13. Review of Accounts .....</b>	<b>21</b>
<b>Item 14. Client Referrals and Other Compensation .....</b>	<b>21</b>
<b>Item 15. Custody.....</b>	<b>22</b>
<b>Item 16. Investment Discretion .....</b>	<b>22</b>
<b>Item 17. Voting Client Securities .....</b>	<b>22</b>
<b>Item 18. Financial Information .....</b>	<b>23</b>

## 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.<sup>1</sup>

### 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
- Select
- Small Cap Structured
- International

The two fixed income teams include:

- Taxable Fixed Income
- Municipal Fixed Income

This brochure addresses the firm’s equity offerings.

### Investment Strategies

PNC Capital Advisors offers the following equity strategies:

- Large Cap Value Advantage
- Large Cap Growth Advantage
- Large Cap Core Advantage

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<sup>1</sup> 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.

- Large Cap Core Advantage Socially Responsible
- Large Cap Concentrated Advantage
- Dividend Focus
- All Cap
- Mid Cap
- Small Cap
- Structured Small Cap Value
- Structured Small Cap Core
- Structured Small Cap Growth
- International Growth

(You can find more information about our investment strategies in Item 8 below).

We have also included the Balanced Allocation investment strategy in this brochure although that strategy includes investments in fixed income securities. PNC Capital Advisors' taxable fixed income and municipal fixed income management services are the subject of separate brochures that are available upon request.

#### 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.<sup>2</sup> 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.

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<sup>2</sup> 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.

## 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).

Equity Strategies		
Strategy	Breakpoints	Fee
Large Cap Value Advantage	Initial \$5 million	0.75%
Large Cap Growth Advantage	Next \$10 million	0.60%
Large Cap Core Advantage	Next \$35 Million	0.50%
Large Cap Core Advantage Socially Responsible	Balance	0.45%
Large Cap Concentrated Advantage		
Dividend Focus		
All Cap	Initial \$5 million	0.75%
	Next \$10 million	0.60%
	Next \$35 Million	0.50%
	Balance	0.45%
Mid Cap	Initial \$25 million	0.80%
	Next \$25 million	0.60%
	Balance	0.50%
Small Cap	Initial \$25 million	0.90%
Structured Small Cap Value	Next \$25 million	0.80%
Structured Small Cap Growth	Balance	0.70%
Structured Small Cap Core		
International Growth	Initial \$25 million	0.75%
	Next \$25 million	0.65%
	Balance	0.55%
Balanced Allocation	Initial \$10 million	0.65%
	Next \$40 million	0.60%
	Balance	0.55%

For separately managed accounts invested in equity strategies, minimum equity management fees are \$32,500 for large cap equity strategies, \$45,000 for small cap equity strategies and \$150,000 for the International Growth strategy. 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, 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.

For separately managed accounts invested in its equity strategies, PNC Capital Advisors generally requires a minimum account size of \$2 million in assets for domestic equity strategies except the Small Cap Equity strategy, which requires a minimum account size of \$5 million, and \$10 million for the International Growth strategy. 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 equity investment management with a team orientation. Each team functions with its own research, portfolio management and portfolio construction processes unique to its specialized investment style.

The equity strategy offerings include:

### **Large Cap Advantage Strategies**

The Large Cap Advantage strategies invest in common stocks of publicly traded U.S. companies with a minimum stock market capitalization of \$2 billion. The investment process integrates both quantitative and fundamental analysis within a rigorous decision-making framework that encompasses multi-factor modeling, and portfolio construction. Our multi-factor modeling focuses on earnings growth, earnings surprise, price momentum, stability of earnings and valuation factors. Fundamental analysis is performed to identify a potential reward-to-risk ratio for every security in the portfolio, with a focus on identifying opportunities for earnings upside potential. We seek to construct portfolios invested in equity securities that will participate in market advances, but also protect against market declines. We offer six Advantage strategies based on this approach:

- **Large Cap Value Advantage Strategy** gives more weight to value factors such as price-to-earnings and price-to-book ratios in its analysis of investment opportunities.
- **Large Cap Growth Advantage Strategy** gives more weight to growth factors such as earnings growth and momentum in its analysis of investment opportunities.
- **Large Cap Core Advantage Strategy** gives approximately equal weight to stability of earnings, growth and value factors in its analysis of investment opportunities.
- **Large Cap Core Advantage Socially Responsible Strategy** begins with the Large Cap Core Advantage portfolio. All holdings are screened to ensure compliance with stated socially responsible guidelines. The screened model portfolio is then reviewed for any sector weight differentials against the Core portfolio. If a Core portfolio security does not meet the socially responsible guidelines, substitute securities are identified through a security ranking process to keep the sector weights in line with the Core model portfolio.

- **Large Cap Concentrated Advantage Strategy** invests in the 30 highest ranked stocks according to the multi-factor model which are held in the Advantage Value, Core and Growth portfolios. The equally weighted portfolio is constructed without sector level constraints.
- **Dividend Focus Strategy** gives approximately equal weight to earnings stability, growth and valuation factors to construct a portfolio of equity securities which provide a relatively attractive dividend yield with the potential for aggregate dividend income growth.

### **Strategies managed by the Select Equity team**

The strategies invest in diversified portfolios of common stocks of publicly traded U.S. companies. Our investment process is primarily a bottom-up approach to equity selection, focused on an analysis of a company's cash flow return on investment. We believe that wealth is created through the long-term ownership of profitable, growing businesses. We seek to identify companies trading at a discount to their current cash flow value and apply a discount rate using economic variables such as taxes, inflation, risk, real return, and regulations and make adjustments for size, leverage, and volatility. The outcome of this process is an overall value for the business, very much a "private market valuation" approach. In addition, we look for companies that are part of a strong or growing industry, whose management understands how to create value for shareholders and deploy capital, that generally have low debt, and that are market leaders with respect to the product or service they provide. We offer three strategies based on this approach:

- **Small Cap Equity Strategy** invests in equity securities with stock market capitalizations between \$100 million and \$3 billion
- **Mid Cap Equity Strategy** invests in equity securities with stock market capitalizations between \$750 million and \$20 billion
- **All Cap Equity Strategy** invests in equity securities with stock market capitalizations above \$100 million.

Market capitalization is measured when a security is initially purchased in its respective strategy.

### **Structured Strategies**

Systematic stock evaluation, portfolio optimization, fundamental oversight and continual evaluation drive the structured equity process. We believe quantitative methods can be developed to capture fundamental insights and capitalize on systematic market inefficiencies. Therefore, stock selection needs to be based upon sound scientific evidence, and the key drivers of future stock performance which are company valuation,

fundamentals and investor interest. Technology enables us to identify attractive stocks in a systematic, disciplined and timely manner.

- **Structured Small Cap Value Strategy** invests in common stocks of U.S. companies with stock market capitalizations approximately equivalent to those that fall in the lowest 15% of publicly-traded companies that are represented in the Russell 2000 Value Index that are believed to be conservatively valued relative to the securities of comparable companies.
- **Structured Small Cap Growth Strategy** invests in common stocks of U.S. companies with stock market capitalizations approximately equivalent to those that fall in the lowest 15% of publicly traded companies that are represented in the Russell 2000 Growth Index and have prospects for accelerated earnings or revenue growth.
- **Structured Small Cap Core Strategy** invests in common stocks of U.S. companies with stock market capitalizations approximately equivalent to those that fall in the lowest 15% of publicly traded companies that are represented in the Russell 2000 Index that possess both value and growth characteristics.

### **International Growth Strategy**

The International Equity strategy takes an active approach to asset management, believing that there are persistent structural inefficiencies in the market for large cap growth international equity securities. The International Growth investment process is a function of bottom-up security scoring within a top-down country allocation framework. The fundamental research effort applied to each selected stock draws on a wide variety of data sources, including economic, industry and company sources, as well as street research and company financial statements. The country allocation model provides data for the underlying factors including valuation, economic growth, risk, and momentum. This process serves as a guideline for the country and regional weights of the portfolio.

### **Balanced Allocation Strategy**

The Balanced Allocation strategy applies a blended investment style and invests in a diversified portfolio of common stocks, fixed income securities and cash equivalents with varying asset allocations depending on our assessment of market conditions. Generally, we will invest 45% to 75% in equity securities, such as common stocks and convertible securities, 25% to 55% in fixed income securities, such as corporate bonds, U.S. government and agency securities, mortgage-backed securities and asset-backed securities, and up to 30% of its net assets in cash, cash equivalent, or other types of short-term money market instruments. The Fund may invest in companies with stock market capitalizations of at least \$100 million. The dollar-weighted average maturity of the fixed income allocation is normally expected to range from four to twelve years, but may vary in response to market conditions.

The equity strategies described above may use derivatives as a substitute for taking a position in an underlying asset, to increase returns, to manage risk or as a part of a

hedging strategy. Although we may invest in derivatives of any kind, we generally use futures contracts and option on futures contracts for the purpose of managing exposure to the securities markets or to movements in interest rates or currency values.

### **Risk Management**

Risk is an inevitable component of investments. 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 equity investment strategies are:

**Market Risk** – Equity investments are subject to the risk that the securities markets may decrease in value, including the possibility that the markets may decrease sharply and unpredictably.

**Allocation Risk** - The strategy's performance could be hurt if the adviser's asset allocation decisions prove to be incorrect.

**Foreign Risk** - Investing in foreign countries poses additional risks since political and economic events unique to a country or region will affect those markets and their issuers.

**Emerging Market Risk** - The risk of foreign investments typically are greater in emerging and less developed markets.

**Value Investing Risk** - The Fund is subject to the risk that value stocks might fall out of favor with investors and underperform other asset types.

**Growth Investing Risk** - The Fund is subject to the risk that growth stocks may fall out of favor with investors and underperform other asset types.

**Small Companies Risk** - Small capitalization companies may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, these small companies may have limited product lines and financial resources.

**Derivatives Risk** - Investments in derivatives involve risks different from the risks associated with investing directly in the underlying assets. Derivatives can be volatile, illiquid and difficult to value, and an imperfect correlation may exist between changes in the value of a derivative and the other investments.

PNC Capital Advisors addresses these risks through its rigorous fundamental analysis of the securities in which it invests, through portfolio diversification, and by attempting to purchase investments at an attractive valuation, which is intended to provide a measure of risk control in the form of downside protection.

## 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 securities products including 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 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 may be deemed to be indirectly affiliated with a certain 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 an 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 advantages 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 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 & Trade Rotation

In some circumstances, clients may instruct us to direct all trades, or a predetermined percentage of trades, in their advisory accounts to particular broker-dealers. PNC Capital Advisors reserves the right to not accept such direct brokerage accounts. In the event that we do accommodate a request to direct brokerage for a percentage of trades in a client's advisory account, our standard operating procedure is to place the requested percentage of directed trades with an executing broker on our approved broker list with instructions to complete such trades through the client-directed broker.

When a client has given us full investment discretion, PNC Capital Advisors generally has authority to select brokers for the client's accounts. Trades in discretionary accounts are aggregated together to the extent practical. Conversely, for directed brokerage accounts, because PNC Capital Advisors does not have authority to freely direct trades, we may not be able to aggregate orders, or may only be able to aggregate a portion of a particular order, for such accounts. In some circumstances, the non-aggregated portion of a trade for a directed brokerage account may take place after other accounts that do not require brokerage be directed to a particular broker. As a result, in some cases directed brokerage clients may pay higher brokerage commissions to (or may otherwise receive less favorable execution from) their selected broker-dealer than clients with non-directed accounts.

All blocked or grouped trades are allocated to the participating accounts at average cost. When a trade is partially filled, the shares are allocated on a pro-rata basis to the appropriate client accounts. At times, a partial fill may potentially consist of a number of

shares, or result in a position, so small as to not make a meaningful impact for any client if the order was distributed on pro rata basis. In such cases, PNC Capital Advisors may evaluate the order to determine a fair and equitable alternate manner of allocation. For example, in the case of a sale, an account with particular liquidity needs may take precedence over one without such concerns.

PNC Capital Advisors has developed a trade rotation policy establishing rotation schedules generally used to determine the order both for executing trades for discretionary accounts and directed brokerage accounts, and for communicating investment model changes. Trade rotations utilized by PNC Capital Advisors are designed for use with clients within particular investment strategies and may incorporate either a predetermined or a randomly-generated rotation schedule. Use of a trade rotation may result in trade orders for some clients (or categories of clients) being placed after completion of orders for other clients (or categories of clients) so as to avoid conflicts in the trading marketplace. Depending on its relative place in the rotation for any given transaction, and other factors including price movements and variations in trade execution, the performance of each client's account may differ from, and be better or worse than, the performance of other accounts following the same investment strategy.

To the extent that PNC Capital Advisors may provide investment recommendations (including in the form of model portfolios) to other managers ("Third Party Managers"), who may utilize such recommendations in connection with their management of client accounts, conflicts in the trading marketplace could potentially occur in circumstances where PNC Capital Advisors does not have visibility to determine when a Third Party Manager has concluded its trading based on a given recommendation. For example, PNC Capital Advisors may have already commenced trading before a Third Party Manager has received or had the opportunity to evaluate or act on PNC Capital Advisors' recommendations. Conversely, a Third Party Manager may initiate trading based on PNC Capital Advisors' recommendations before, or at the same time PNC Capital Advisors is also trading for its own client accounts. In either case, trades ultimately placed by PNC Capital Advisors or a Third Party Manager, respectively, may be subject to price movements, particularly with respect to preceding or contemporaneous large orders or orders in thinly traded securities, which may result in the other party's clients receiving prices that are less favorable than the prices that might otherwise have been obtained absent the earlier or contemporaneous trading activity. A similar result could also occur when directed brokerage accounts trade earlier or later in the rotation than either PNC Capital Advisors' discretionary accounts or than the accounts of Third Party Managers. Where PNC Capital Advisors does not control execution of transactions for certain accounts, PNC Capital Advisors cannot affect the market impact of such transactions to the same extent that it may be able to for its discretionary client accounts.

PNC Capital Advisors may from time to time choose to alter, or choose not to engage in the above described arrangements to varying degrees, without notice to clients, to the extent permitted by applicable law and the applicable client agreement.

## **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.<sup>3</sup>

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."

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<sup>3</sup> 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.

## **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.

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 Advisors’ 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.