



## **Disclosure Document for the Capital Directions Program**

An Investment Advisory Service of  
PNC Investments LLC

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March 29, 2014

This wrap program Brochure provides information about the qualifications and business practices of PNC Investments LLC and our Capital Directions Wrap-Fee Advisory Program ("Program"). If you have any questions about the contents of this Brochure, please contact us at (800) 762-6111. 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.

PNC Investments LLC, a registered broker-dealer and member of Financial Industry Regulatory Authority ("FINRA") and Securities Investor Protection Corporation ("SIPC"), is a wholly owned subsidiary of PNC Financial Services Group, Inc. Additional information about PNC Investments LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

<p><b>Not FDIC Insured • Not Bank Guaranteed • Not A Deposit</b> <b>• Not Insured By Any Federal Government Agency • May Lose Value</b></p>
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## **MATERIAL CHANGES**

ADV Part 2A dated March 29, 2014 Exhibit

**The following changes were made to the Capital Directions PNC Investments last annual Brochure dated March 23, 2013.**

Page 6 – Services, Fees and Compensation: The Capital Directions program is now offering alternative versions of each asset allocation model, which consist of alternative strategy mutual funds. Alternative strategy mutual funds may be based on alternative investment strategies, such as long/short, managed futures, or market neutral.

Page 10 – Other Expenses: Additional PNCI disclosure regarding revenue sharing, where PNCI and its affiliates may receive additional compensation and/or revenue sharing payments from mutual fund providers or their affiliates who compensate PNCI for assets invested in their Funds.

Page 10 -- Collateral Accounts. Under certain circumstances you may elect to pledge the assets in your Account as collateral for a general purpose loan, we wish to make you aware of certain information regarding the impact of a collateral call on your Account.

Page 11 -- Portfolio Manager Selection and Evaluation. PNC Investments replaced Lockwood Advisors, Inc. with our affiliate, PNC Bank N.A.'s Asset Management Group for research and assistance in selecting and reviewing funds for the Program.

Page 13 - Disciplinary Information. On May 29, 2013 PNCI entered into a settlement with FINRA for conduct that occurred at NatCity Investments before it was acquired by PNCI's parent company.

Page 13 - Disciplinary Information; On September 11, 2013 PNCI entered into a settlement with FINRA in connection with the activities of one of PNCI's registered representatives who converted funds from a customer's accounts.

Page 13 - Disciplinary Information: On December 20, 2013, PNC Investments entered into a settlement with FINRA in connection with the Firm's sale of leveraged, inverse, and inverse-leveraged exchange-traded funds to certain customers during the period from January 2008 through June 2009.

Page 13 - Disciplinary Information: On December 31, 2013, PNC Investments entered into a settlement with FINRA in connection with certain unit investment trust purchases for customers during the period from about July 1, 2010 to June 30, 2012.

Page 15 - Other Financial Industry Activities and Affiliations: Updated PNCI disclosure regarding PNC's relationship with BlackRock, Inc., a worldwide investment management firm.

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The PNC Financial Services Group, Inc. ("PNC") is a diversified financial institution with assets of more than \$309 billion. With roots in commercial banking and investment management dating back to the early 1800s, it is one of the nation's oldest and largest financial services companies. Through its wholly owned subsidiary, PNC Bank, National Association ("PNC Bank"), PNC offers regional banking accounts and services in 18 states and the District of Columbia. Through its wholly owned subsidiary, PNC Investments LLC ("PNC Investments"), a registered broker-dealer and member of FINRA and SIPC, it offers retail brokerage and investment advisory services in the same 19 states and the District of Columbia. PNC Investments serves as the sponsor or portfolio manager of wrap fee investment programs.

Throughout this document, the terms "client," "you," and "yours" are used to refer to the individual(s), institutions(s) or organization(s) who contract with us for the services described here. "PNC Investments," "we," "our," "us" and "the firm" refer to PNC Investments LLC, together with our affiliates, including but not limited to, The PNC Financial Services Group, Inc. and its agents with respect to any services provided by those agents. Each affiliate is a separate legal entity and not responsible for the obligations of any other affiliate.

"Account" means any brokerage and/or advisory Account you open with us, including any and all mutual funds, exchange traded funds, money, securities, financial instruments and/or other property you have deposited with us. "Wrap" refers to an Account that charges a quarterly or annual fee based on the average assets under management. The fee covers administrative, commission, execution and management expenses. "Business Day" means Monday through Friday, excluding New York Stock Exchange holidays.

## **SERVICES, FEES AND COMPENSATION**

PNC Investments sponsors a number of wrap advisory programs, including mutual fund wrap programs, financial advisor- and client-directed programs, as well as separately managed account programs. This Disclosure Document is being provided pursuant to Section 204 of the Investment Advisers Act of 1940, as amended, and deals solely with our Capital Directions Program.

### ***The Capital Directions Program***

Capital Directions is a mutual fund and exchange traded fund (ETF) advisory program that provides an asset allocation strategy for investing in a portfolio of mutual funds and exchange traded funds based on your risk tolerance, asset levels, time horizons and financial goals. When you open an Account with us, your financial advisor (FA) will help you complete an investor questionnaire that provides a comprehensive understanding of your financial situation, investment objectives and risk tolerance. Based on the information collected in the questionnaire, we will formulate an asset allocation recommendation and your FA will work with you to structure a diversified portfolio of exchange traded funds and/or mutual funds (collectively, the "funds") to implement that model.

PNC's Asset Management Group has developed eight asset allocation models that have been approved by PNC Investments' Product Development and Oversight Committee. Working with your FA, you can select the best strategy for meeting your investment goals given your financial circumstances. Each of the models is offered in a taxable, tax-sensitive, and domestic-only variations with the exception of the Core Income and Total Return described below. The eight models are summarized below.

- **Preservation.** The primary objective of this asset allocation model is the preservation of the purchasing power of the portfolio. A secondary objective is to generate a modest amount of current income to offset the effects of inflation. Capital appreciation is not an objective of this model.

A Preservation portfolio is constructed to provide stability of invested capital by allocating a higher percentage of the assets to money market investments and fixed income securities. A small percentage is allocated to funds focused primarily on large cap domestic equities to generate a modest amount of the asset's total return potential. The portfolio assumes reinvestment of all interest and dividend income to

help maintain the portfolio's value. The recommended time horizon of the portfolio is one to three years.

You should be aware that over long-time periods, the preservation model is unlikely to grow in value, after accounting for the effect of inflation and advisory fees. Risks include the fact that fixed income securities may lose value in a rising interest rate environment, and are subject to credit risk if the issuer's ability to repay its debts should become doubtful.

- **Conservative.** The primary objective of the Conservative model is to generate a modest amount of current income, and secondarily to provide a modest amount of long-term capital growth, which should help offset some of the effects of inflation. Long-term growth of principal will be aided by income reinvestment. The minimum recommended time horizon for this portfolio is three to five years.

While the goal is to maintain a low-risk posture, investors should be willing to accept periodic declines in portfolio value. Any such decline should be significantly less severe than declines in the broader equity markets. The portfolio's split allocation between equity and fixed income securities, with an allocation to cash and money market instruments, exposes it to both the risk of rising interest rates and falling equity prices. Although unlikely, a decline exceeding 10% in a single year cannot be excluded. Your ability to ride out such declines increases the possibility of achieving the portfolio's long-term investment objective.

- **Moderate.** The objective of the Moderate model is to generate a moderate amount of current income with the potential for longer-term capital growth. The portfolio is evenly split between equity and fixed income securities. The portfolio is constructed to provide both long-term capital appreciation in excess of inflation and a moderate amount of current income, which could be available to meet your day-to-day expenses. Reinvestment of income will increase the portfolio's ability to exceed inflation over the long term. The minimum recommended time horizon for this portfolio is five to ten years.

The portfolio's split allocation between equity and fixed income securities, with an allocation to cash and money market instruments, exposes it to both the risk of rising interest rates and falling equity prices. Although this split will temper periodic declines in portfolio values, a decline exceeding 15% in a year cannot be excluded. Your ability to ride out such declines raises the possibility of achieving the portfolio's long-term investment objective.

- **Balanced.** The primary objective of the Balanced model is to provide long-term capital appreciation in excess of inflation, with a modest amount of current income as a secondary objective. The portfolio is split between equity and fixed income securities, with a higher allocation to a variety of mutual funds focused on equities. The portfolio also contains a small allocation to cash and money market instruments. While the current income generated could be available to meet your day-to-day expenses, income reinvestment will increase the portfolio's ability to exceed inflation over the long term. The minimum recommended time horizon for this portfolio is five to ten years.

This portfolio maintains a somewhat aggressive risk posture, and you should be willing to accept periodic declines in portfolio value. Although past performance is no guarantee of future results, these declines should be modestly less severe than declines in the broader equity markets. Because the portfolio is largely invested in equities, it can experience fluctuations – up or down – in value over short time periods. Declines exceeding 25% in a 12-month period, while not common, cannot be ruled out. Your ability to ride out such declines increases the possibility of achieving the portfolio's long-term investment objective.

- **Growth.** The primary objective of the Growth model is long-term capital growth. It may secondarily generate a minimal amount of current income. The portfolio is concentrated in funds that focus on equity investments in order to earn returns exceeding the rate of inflation over the long-term. A small allocation to fixed income mutual funds, as well as cash and money market instruments, is included primarily to dampen volatility over the long term. The minimum recommended time horizon for this portfolio is five to ten years.

This portfolio maintains an aggressive risk posture, and you should be willing to accept potentially significant declines in portfolio value that will most likely be similar to declines in the broader equity markets. Because the portfolio is predominantly invested in equities, it can experience sharp fluctuations – up or down – in value over short time periods. Although past performance is no guarantee of future results, declines exceeding 30% in a 12-month period, while uncommon, cannot be ruled out. Your ability to ride out such declines increases the possibility of achieving the portfolio's long-term investment objective.

- **Aggressive.** The primary objective of the Aggressive model is long-term capital growth. An Aggressive portfolio is concentrated in funds focused on equity investments for long-term growth. Returns in excess of the underlying rate of inflation are necessary to increase both principal and purchasing power. The minimum recommended time horizon for this portfolio is five to ten years.

This portfolio maintains a highly aggressive risk posture, and you should be willing to accept potentially significant declines in portfolio value, similar to or greater than declines in the broader equity markets. The portfolio may contain a small allocation to fixed income as well as cash and money market instruments. Because the portfolio is predominantly invested in equity securities, it can experience sharp fluctuations – up or down – in value over short time periods. Although past performance is no guarantee of future results, declines exceeding 35% in a 12-month period should not be ruled out. Your ability to ride out such declines increases the possibility of achieving the portfolio's long-term investment objective.

- **Core Fixed Income.** The primary objective of this portfolio is total return comparable to a portfolio of investment grade domestic bonds. Capital preservation is a secondary objective. The minimum recommended time horizon for this portfolio is three to five years.

This model has a strategic allocation to U.S. Investment Grade Bonds and tactical allocations to both Leveraged Loans and Global Bonds. The portfolio's allocation to 100% fixed income exposes it to the risk of rising interest rates. Any decline experienced in this portfolio should be significantly less severe than declines in a portfolio that has significant equity exposure.

- **Total Rate of Return.** The primary objective of this portfolio is total return incrementally higher than a portfolio of investment grade domestic bonds achieved through slightly more aggressive tactical decision making. A secondary objective is Capital preservation. The minimum recommended time horizon for this portfolio is three to five years.

This portfolio is a market-risk fixed income solution where total return is emphasized. This model uses a broader range of credit quality securities which emphasizes slightly more tactical decision making. The portfolio's allocation to 100% fixed income exposes it to the risk of rising interest rates. Any decline experienced in this portfolio should be significantly less severe than declines in a portfolio that has significant equity exposure.

An alternative version of each model except for Preservation, Core Fixed Income and Total Rate of Return is also available. When alternative models are selected, the traditional asset classes in each model will be reduced on a pro rata basis. The alternative models include an allocation to alternative strategy mutual funds that are registered with the U.S. Securities & Exchange Commission under the Investment Company Act of 1940. Alternative mutual funds can use one of many different strategies including, but not limited to, long/short, managed futures, or market neutral. PNC Investments will select the funds and allocation in the alternative models and you will not have the ability to modify the funds or allocation selected.

Alternative strategy mutual funds are accompanied by risks that might be different from those associated with traditional investments, while providing additional diversification benefits to a stock and bond portfolio. When used as part of an overall solution, alternatives can help to meet a client's investment needs.

Because alternative mutual funds are regulated under the Investment Act of 1940, there are several ways in which they differ from unregistered hedge funds and other traditional alternative investments. Alternative mutual funds are subject to:

- Limits on illiquid investments including a maximum of 15% of assets in illiquid investments
- Limits on leveraging of no more than 33% of assets
- Diversification requirements including a maximum of 25% of assets invested in one issuer
- Daily pricing and redeemability of fund shares

Alternative mutual funds are also prohibited from charging management and performance based fees (e.g., a "2/20" fee) typically charged by hedge funds.

The Capital Directions Program is offered as either a Managed Solution or an Advised Solution:

- Under a **Managed Solutions Program**, with the help of your FA you select an investment strategy, but grant discretion over the selection of which funds will be used to implement the asset allocation model to PNC Investments.
- Under an **Advised Solutions Program**, with the help of your FA, you select the investment strategy and you retain discretion over the funds selected to implement the asset allocation model. The funds must be selected from a list of approved funds maintained by PNC Investments.

You may direct us to change the investment strategy or the funds in your Account no more than once every 90 days, or sooner as a result of material changes in your financial situation or investment objectives, which PNC Investments shall determine at its own discretion.

The funds available through the Capital Directions Program have been selected based on multiple factors including, but not limited to, performance, risk, style drift, yield, expenses, turnover, capacity, diversification and consistency. You will only be able to purchase funds that we have selected for the Capital Directions Program, and you will not be able to purchase other types of securities for your Account. We may also, at our discretion, change the asset allocation in a model or the funds available in the asset allocation strategy. You will, however, have the ability to place certain reasonable restrictions on the types of funds that may be purchased for your Account, subject to our approval. Reasonable restrictions generally include restrictions on the purchase or sale of particular funds for the Account.

### ***Automatic Rebalancing***

The Capital Directions Program provides automatic rebalancing to ensure that the investments in your Account continue to conform to the selected allocation model. Asset allocations are monitored on a daily basis, and we will rebalance an Account if any asset class varies by more than 5% from its target allocation within the model. In order to avoid the expense of inefficient rebalancing, we reserve the right, at our discretion, to change the threshold that must be exceeded before rebalancing occurs.

We will also rebalance your Account if you change your investment model, or when the proceeds of additional contributions cause the cash balance to exceed five percent, of the portfolio value. If the selected allocation model is Preservation, we will rebalance your Account when the proceeds of the additional contribution causes the cash balance to exceed 58% of the portfolio value. To rebalance an Account, we buy and sell shares of the individual Funds in an Account until its holdings match the Fund weight percentage

specified for the model. These changes may create tax consequences or incur redemption fees in some funds.

We are also responsible for providing you with periodic Account statements. You will be reminded quarterly to contact your FA if you have any questions, or if there have been material changes in your financial goals or needs that would affect your investment strategy. We provide ongoing counseling by reviewing your Account with you at least annually and more frequently if your needs require it.

### ***Account Termination***

Either party may terminate the Capital Directions Program on thirty days' written notice to the other party.

### ***Fees and Expenses***

The Program Fee you pay to PNC Investments for the Capital Directions Program is charged quarterly in advance and is based on the average daily balance in your Capital Directions Account over the prior calendar quarter or portion thereof. In certain circumstances, the fee may be negotiable. The Program fee for Capital Directions is in addition to any of the specific fund fees and expenses that are discussed in more detail below. A commission or service charge may be charged to your account for liquidating securities prior to establishing your Capital Directions account.

**You may contact your Financial Advisor if you have any questions regarding the fees charged to your Account. Upon your request we will provide you with a detailed explanation of the fee calculation which will allow you to recalculate the fee should you so desire.**

All of the fees incurred by your Account will be paid from the cash balance in the Account. If your Account does not have a sufficient cash or money market mutual fund balance to pay the fees, we may sell fund shares as necessary to pay the fees.

The Program Fees are summarized in the tables below:

### ***For Non-IRA Accounts***

Account Value	Regular Account	Employee Workplace Banking Accounts
First \$250,000	1.50%	1.20%
Next \$250,000	1.35%	1.08%
Next \$500,000	1.15%	0.92%
Next \$1 Million	1.00%	0.80%
Next \$2 Million	0.80%	0.64%
Amounts > \$4 Million	Negotiable to .35% min.	Negotiable to .35% min.



### ***For IRA Accounts***

Account Value	Regular IRA Account	Employee and Workplace Banking IRA Accounts
First \$1 Million	1.00%	0.80%
Amounts > \$1 Million	0.80%	0.64%

Current employees and retirees of PNC Financial Services Group, and their immediate family members, as well as certain participants in PNC Bank's Workplace Banking Program may be eligible for Employee and Workplace Banking pricing.

Fees are not prorated for contributions or withdrawals made during a calendar quarter, except in the case of account termination. If your Account is terminated, by you or PNC Investments during a calendar quarter, the Fee for that quarter will be prorated over the number of days that the Account was open during the quarter. Any overpayment will be refunded to you after the Account is closed. PNC Investments reserves the right to charge its standard fees for additional brokerage account services that are not included in the Capital Directions Program. Such fees may include, but are not limited to, ACAT (i.e., account transfer) fees, wire transfer fees, IRA fees and stop payment fees.

### ***Other Expenses***

The funds in which Program assets are generally invested do not assess a front-end or back-end sales charge on the shares purchased within a fee-based Account. However, in addition to the investment advisory fee, each mutual fund, including money market funds, in which Program assets are invested, pays its own separate operating expenses, management fees and distribution fees. All of these fees and expenses are paid by the mutual fund, but ultimately borne by investors. Please review the funds' prospectuses for a full explanation of fund expenses and charges. Some funds may impose redemption fees to discourage short-term trading. The fund company retains these redemption charges from the proceeds of the redemption for the benefit of the remaining shareholders of the fund. The amount of fees and charges retained will be reflected on the trade confirmations.

The Capital Directions Program may cost you more or less than purchasing funds separately. You may invest in a single fund family and obtain "breakpoints" that could lower the cost of the funds. However, if you purchase fund shares directly, you will not receive the asset allocation and account monitoring services and may not qualify to invest in share classes available to investors in the Program. In addition, funds purchased outside the Program may charge front-end or back-end sales charges or a redemption fee, depending on the share class, if they are redeemed within a specified time period.

PNC Investments is expressly authorized to receive commissions and/or fees associated with your investment in these funds, as described in the funds' prospectuses. These fees may include sub-administration fees, omnibus accounting fees and/or 12b-1 fees. 12b-1 fees are annual distribution and shareholder servicing fees, generally calculated as a percentage of the fund's net assets, which are used to compensate financial advisors and other investment professionals for services provided to your account on behalf of the fund company. If you open your Account as an IRA, your Account fee has been reduced to offset any 12b-1 fees we collect, as disclosed in the Advisory Services Agreement. 12b-1 fees are not, however, used to offset other fees in non-IRA accounts.

PNC Investments and our affiliates may receive additional compensation and/or revenue sharing payments from mutual fund providers or their affiliates who compensate us for assets invested in their Funds. These payments can create incentives to promote those funds for which we receive revenue sharing over funds from mutual fund providers that do not compensate us through revenue sharing. Our independent due diligence process for selecting mutual funds for our platform ensures that mutual funds are selected on criteria other than compensation.

Finally, your Account may be invested in funds in which PNC Investments or one of our affiliates acts as an adviser, sub-adviser or administrator and receives a fee for such services. Therefore, PNC Investments or an affiliate may receive a fee for the services provided to the funds. The level of advisory or sub-advisory fees paid to PNC Investments or its affiliates by such funds, including the Blackrock or PNC Funds, is disclosed in the Prospectus and/or Statement of Additional Information of such funds. The maximum amount of your account assets that may be invested in funds, including the Blackrock or PNC Funds, which pay advisory or sub-advisory fees to PNC Investments will depend on many factors, but in certain circumstances may reach 100% of your account assets. You should ask your financial consultant about these advisory or sub-advisory fees and you may terminate your agreement with PNC Investments at any time if you have any concerns about the level of these fees or the incentives that they may create. PNC Investments has an obligation to invest your assets in a manner that considers your best interests first. To that end, PNC Investments will take steps to minimize potential conflicts of interest that arise from investing with funds that pay PNC Investments or its affiliate's advisory or sub-advisory fees, to the extent required by applicable federal or state laws. PNC Investments evaluates the appropriateness of investing your assets in the Blackrock or PNC Funds in the same manner as it evaluates all other funds available through the program. As such, the Blackrock or PNC Funds affiliation with PNC Investments does not provide it any preferential treatment versus the other funds.

#### ***Financial Advisor Compensation***

A portion of the fees charged for Program services may be paid to your FA in connection with the introduction of your Account, as well as for providing client-related services within the Program. This compensation may be more or less than an FA would receive if you paid separately for investment advice, brokerage services, and other services. Certain FAs may be compensated on a salary and incentive basis, some FAs may be compensated on a salary and commission basis, while some FAs may be compensated solely on a commission basis. Therefore some FAs may have greater incentive to offer a managed product than another FA. PNC Investments may also advance to FAs a portion of the first year's estimated fees for clients who invest in a particular Program.

From time to time, PNC Investments initiates incentive programs for its employees including FAs. These programs include, but are not limited to, programs that compensate them for attracting new assets and clients or for referring business to our affiliates (such as referrals for mortgages, trusts or insurance services); programs that reward them for promoting investment advisory services, for participating in advanced training, and for improving client service; and programs that reward FAs who meet total production criteria.

FAs who participate in these incentive programs may be rewarded with cash and/or non-cash compensation, such as deferred compensation, bonuses, training symposiums and recognition trips. These programs may be partly subsidized by external vendors or our affiliates, such as mutual fund companies, insurance carriers or money managers. Therefore, our FAs and other associates may have a financial incentive to recommend the programs and services included in these incentive programs over other available products and services that we offer.

## **ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

### ***Account Minimums and Types of Clients***

The minimum account size for the Capital Directions Program is \$25,000. We may terminate the advisory services on any Account that falls below minimum account value guidelines established by the firm on thirty days' written notice to the Account holder. To avoid account termination, however, you may be required to deposit additional assets in your Capital Directions Account to remain in the Program. Under certain limited circumstances, we may waive the minimum account size requirement. PNC Investments generally provides investment advice to individuals, high-net-worth individuals, pooled investment vehicles, and corporations.

### ***Collateral Accounts***

Under certain circumstances you may elect to pledge the assets in your Account as collateral for a general purpose loan with our affiliate, PNC Bank, N.A. or other financial institution ("the Lending Arrangements"). As the Investment Advisor for your Account, we wish to make you aware of certain information regarding the impact of a collateral call on your Account.

Where your Account assets are pledged or otherwise used as collateral in connection with Lending Arrangements, the lender may exercise certain rights and powers over the assets in the Account, including the disposition and sale of any and all assets pledged as collateral for the loan, which may be contrary to your interests and the investment objective of your Account under the Program. In the event of a collateral call on the Account, securities will be liquidated from the Account and, as a result, the investment strategy for the Program may become disrupted because positions may be redeemed more rapidly (and at significantly lower prices) than might otherwise be desirable. You or your Financial Advisor may not be provided with prior notice of the liquidation of the securities in the Account. Furthermore, you and your Financial Advisor may not be entitled to choose the securities which are to be liquidated by the lender (securities will be liquidated at the direction of PNC Bank, PNC Investments, or their designee). After the execution of a collateral call, any remaining securities in the Account may be lower in value than the investment minimums required for the Program and the Account may not qualify for the Program after a collateral call.

We wish to inform you further that the costs associated with the Lending Arrangements are not included in the fees you pay under the Program and may result in additional compensation to us, our affiliate, PNC Bank, N.A., and our Financial Advisors. Your transaction costs may rise as a result of a collateral call, because securities may be liquidated under unfavorable market conditions. You should consult with your own independent tax advisor in order to fully understand the tax implications associated with the Lending Arrangements. The securities subject to the collateral call may not be liquidated in a manner that is tax efficient or that is in accordance with the investment strategy of the Program. PNC Investments does not provide legal, tax or accounting advice.

You are encouraged to speak with your Financial Advisor to the extent you have questions about the Program, the Lending Arrangements and how they may impact the management of your Account. You should refer back to the Lending Arrangements and associated documents for the specific terms governing the Lending Arrangements. You may also wish to discuss with your Financial Advisor how a collateral call could impact you if your pledged Account makes up all, or substantially all, of your overall net worth or investible assets. Any action taken by us, or an affiliate, against the assets held in your Account pursuant to the Lending Arrangements will not constitute a breach of our fiduciary duties as an investment adviser to you under the Program.

## **PORTFOLIO MANAGER SELECTION AND EVALUATION**

### ***Selection of Funds***

The factors influencing the inclusion of a fund on our list of recommended funds may include, among other things, the fund's past performance, management style, quality of its investment process, the number and continuity of investment professionals, and its client servicing capabilities. While PNC Investments is the Program's primary sponsor, we rely on our affiliate, PNC Bank N.A.'s Asset Management Group ("AMG") for research and assistance in selecting and reviewing funds for the Program. We or AMG may ask the fund company to provide us with a completed questionnaire, database information on the firm and statistical analysis of the firm's track record. We may also conduct interviews with members of the fund management. This process is an ongoing one, and funds may be added or removed from the Capital Directions Program based on many factors, either internal or external to the fund's management. Returns reported are derived from sources believed to be reliable; however, we make no representations or warranties as to the accuracy of performance information.

The term "sponsor" refers to any person who receives compensation for sponsoring, organizing or administering the Program, or for selecting, or providing advice to clients regarding the selection of, persons responsible for managing the client's account in the Program. If a program has more than one sponsor, one person shall be designated the principal sponsor of the Program.

The Capital Directions Program and other wrap fee programs we provide may include investments in funds advised or serviced by our affiliates, including BlackRock and PNC Capital Advisors, who receive compensation for their investment advisory services. The services provided by our affiliates and the fees they collect for these services vary and generally are disclosed in each fund's prospectus. These fees are paid directly by the fund and affect the total return of a shareholder's investment.

### ***PNC Investments and Other Service Providers to the Program***

PNC Investments was formed in 2003 and is an indirect, wholly owned subsidiary of The PNC Financial Services Group, Inc. PNC Bank is also a wholly owned subsidiary of The PNC Financial Services Group, Inc., a financial holding company. PNC Investments is registered with the U.S. Securities & Exchange Commission as an investment adviser and a broker-dealer. PNC Investments is also a member of FINRA and SIPC. PNC Investments serves as a sponsor of the Capital Directions Program. PNC Investments does not receive performance-based fees in connection with the wrap programs we offer.

Lockwood Advisors, Inc., a wholly owned subsidiary of The Bank of New York Mellon Corporation ("Lockwood") provides certain support services, including account rebalancing for the asset allocation models. Lockwood will also be responsible for calculating and preparing quarterly performance reports for client accounts and will calculate the quarterly Program Fee.

National Financial Services LLC ("National Financial"), provides trading, custody and operational services for the Capital Directions Program. National Financial carries client accounts, is the custodian for the investments in your Account, and effects and reports all of the trades in your Account. National Financial will provide you with trade confirmations, monthly and/or quarterly statements, including billing information, and income tax reporting.

### ***Risks of Investing in the Program***

Investing in securities, including the funds offered through the Capital Directions Program involves risk of loss that you should be prepared to bear. You are advised and should understand that:

- Past performance is no guarantee of future results
- Certain market and/or interest rate risks may adversely affect any investment, and could cause a loss in your account

- The risk parameters or comparative index selections you provided us are guidelines only. There is no guarantee that they will be met or exceeded
- Shares of any particular fund may fluctuate in value and when redeemed may be worth less than their original cost
- There is no guarantee that your target allocation or fund research recommendations will protect against such loss of investment

The Capital Directions Program is intended to be a long-term investment program and does not support market- timing or frequent trading. You will be limited to one model change every 90 days, except as warranted by changes to your financial situation as agreed by you and your FA. In addition, you will be limited to one fund change per asset class per quarter, except as may be agreed by you and your FA. Frequent or excessive trading in Capital Directions accounts may be grounds for account termination, with thirty days written notice, by PNC Investments, even if the rules above are not violated. The determination of frequent and/or excessive trading is solely at the discretion of PNC Investments.

### ***Proxy Voting***

You will retain the right to vote any and all proxies associated with securities held in the Capital Directions program.

## **CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

The Capital Directions Program involves the allocation of client assets among exchange traded funds and mutual fund portfolios, rather than among selected investment advisers or portfolio managers. We do not provide information about clients investing in the Capital Directions Program to the funds or fund companies, except to the extent such information may be required to maintain or service an Account with the funds.

## **CLIENT CONTACT WITH PORTFOLIO MANAGERS**

The Capital Directions Program does not involve the allocation of client assets among investment advisers or portfolio managers. We do not expect clients to contact the funds or fund companies directly.

## **ADDITIONAL INFORMATION**

### **Disciplinary Information**

- In 2009, FINRA cited PNC Investments for failure to have supervisory systems and procedures reasonably designed to achieve compliance with its suitability obligations relating to the sale of variable annuity contracts under FINRA rules. FINRA found that PNC Investments failed (1) to collect or record all the information necessary to assess suitability of variable annuity transactions; (2) to give adequate guidance to supervisors regarding factors it identified as relevant to the suitability analysis; and (3) to identify or investigate patterns of transactions involving guaranteed minimum income benefit riders. Without admitting or denying these findings, PNC Investments consented to a fine of \$250,000, and agreed to undertake a comprehensive review of our policies and procedures concerning the suitability of variable annuity transactions and to certify in writing to FINRA that we had conducted the review and put in place policies and procedures adequate to ensure compliance.
- On May 29, 2013, PNC Investments ("PNCI") entered into a settlement (an "AWC") with FINRA. Without admitting or denying the findings in the AWC, PNCI consented to the entry of findings that between April 2007 and December 2008, the Firm failed to maintain a supervisory system and procedures reasonably designed to achieve compliance with the registration requirements of federal securities laws, in violation of NASD rules. All of the conduct described in the AWC occurred at NatCity Investments ("NatCity") before it

was acquired by PNCI's parent company. The AWC found that a customer of NatCity engaged in the unregistered distribution of over-the-counter securities, and that the Firm's supervisory system and written supervisory procedures were inadequate to make necessary inquiry into the registration or exemption status of securities in the customer's account. Without admitting or denying these findings, PNC Investments consented to a censure and a fine of \$100,000.

- On September 11, 2013, PNC Investments ("PNCI") entered into a settlement (an "AWC") with FINRA. Without admitting or denying the findings in the AWC, PNCI consented to an AWC finding that, during the period from October 2011 through January 2013, PNCI failed to establish, maintain and enforce a supervisory system that was reasonably designed to implement the Firm's procedures to monitor transmittals of customer funds to locations other than the customer's primary residence, and customer changes of address, in violation of NASD Rules 3012(a)(2)(B)(i) and 3012(a)(2)(B)(ii). During this period, one of PNCI's registered representatives established a PNCI branch office as the mailing address for a customer's account and converted approximately \$128,000 from the customer's account. Without admitting or denying these findings, PNC Investments consented to a censure and a fine of \$100,000.
- On December 20, 2013, PNC Investments ("PNCI" or the "Firm") entered into a settlement (an "AWC") with FINRA in connection with the Firm's sale of leveraged, inverse, and inverse-leveraged exchange-traded funds ("Non-Traditional ETFs") during the period from January 2008 through June 2009. Without admitting or denying the findings in the AWC, PNCI consented to findings that the Firm failed to establish and maintain a supervisory system, including written procedures, reasonably designed to achieve compliance with applicable NASD and/or FINRA rules and failed to provide adequate formal training to its registered representatives and supervisors regarding Non-Traditional ETFs in violation of NASD Rules 3010 and 2110 and FINRA Rule 2010. PNCI also consented to a finding that the firm made unsuitable recommendations to certain customers by allowing registered representatives to recommend a Non-Traditional ETF without performing reasonable diligence to understand the associated risks and features in violation of NASD Rules 2310(a) and 2110 and FINRA Rule 2010. PNCI consented to the imposition of a censure, a fine in the amount of \$275,000, and restitution in the amount of \$33,183.72, plus interest.
- On December 31, 2013, PNC Investments ("PNCI" or the "Firm") entered into a settlement (an "AWC") with FINRA. Without admitting or denying the findings in the AWC, PNCI consented to a finding that, during the period from about July 1, 2010 to June 30, 2012, the Firm failed in 313 instances to apply a rollover or breakpoint discount to eligible unit investment trust ("UIT") purchases for customers in violation of FINRA Rule 2010. Prior to entering into the settlement, PNCI voluntarily made restitution to all affected customers in the amount of \$52,040.12. PNCI also consented to a finding that during this same period the Firm failed to adequately enforce its existing written supervisory procedures concerning rollover and breakpoint discounts to ensure proper application to all eligible purchases of UITs by customers in violation of NASD Rule 3010 and FINRA Rule 2010. PNCI consented to the imposition of a censure and a fine in the amount of \$90,000.

## Other Financial Industry Activities and Affiliations

PNC Investments' principal business is that of a full-service, general securities broker-dealer, registered with the U.S. Securities and Exchange Commission ("SEC") and as a member of FINRA. Our primary retail brokerage activities include the sale of corporate equities, corporate debt, municipal securities and funds, including private placements of the aforementioned securities.

PNC Investments 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 Investments' or a related person's interests to diverge from the best interests of our clients.

PNC Investments is affiliated with the following financial services entities through its parent, The PNC Financial Services Group, Inc.:

- **PNC Bank, N.A.** is a wholly owned subsidiary of The PNC Financial Services Group, Inc., and provides regional banking accounts and services in 18 states and the District of Columbia.

Certain FAs of PNC Investments, who are also employed by PNC Bank, N.A. ("Dual FAs"), may be licensed and qualified to sell (i) PNC Bank, N.A. products, such as deposit products and loans ("Bank Products"), and (ii) managed account products of PNC Investments ("Managed Account Products") simultaneously. PNC Bank, N.A. may receive compensation from sales of Bank Products by Dual FAs. Dual FAs may be compensated for their sale of Bank Products. Dual FAs will be supervised for their sale of Managed Account Products by PNC Investments and will be supervised for their sale of Bank Products by PNC Bank, N.A.

- **PNC Capital Advisors, LLC** is a wholly owned subsidiary of PNC Bank N. A., and provides discretionary investment advisory services to registered investment companies, institutional accounts, and personal investment management accounts.
- **PNC Capital Markets, LLC** is an indirect, wholly owned subsidiary of The PNC Financial Services Group, Inc. and offers loan syndication, public finance underwriting and advisory services, securities underwriting and trading, private placements, asset securitizations and merger and acquisition advisory services.
- **PNC Insurance Services, LLC** is a wholly owned subsidiary of PNC Investments and a licensed insurance agency. It provides a variety of insurance products and advice.
- **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, 2013, The PNC Financial Services Group, Inc., together with its subsidiaries, owned approximately 21.9% of the total capital stock of BlackRock, Inc. and approximately 20.9% of BlackRock, Inc.'s voting common stock. PNC Investments may be deemed to have a material relationship with BlackRock's 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 Investments, 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, LLC, BlackRock Private Equity Partners, AG and, BlackRock Realty Advisors, Inc.

Possible conflicts of interest that may exist between PNC Investments and its affiliates are discussed below.

Although PNC Investments is committed to acting in the best interests of our clients, in some situations there may be conflicts 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 Investments 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 Investments has adopted policies and procedures that it believes are reasonably designed to help mitigate these conflicts of interest.

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

### ***Affiliate Transactions***

PNC Investments or its affiliates may from time to time recommend to their clients' investments in transactions in which PNC Investments or its affiliates act as financial advisor or a broker-dealer or in securities which are underwritten, issued, packaged or serviced by an affiliate. Moreover, PNC Investments may act as a financial advisor or a broker-dealer for securities for which an affiliate may act as an appointed agent. These affiliates may receive compensation as a result of these transactions, if these transactions were to occur.

### **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

PNC Investments has adopted a Code of Ethics, which consists of certain general principles including the following:

- Advisory personnel must place client interests before their own
- The personal securities transactions of our personnel must avoid even the appearance of a conflict with client interests
- Our 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 requires our employees to report their personal securities transactions and holdings. A copy of our Code of Ethics will be provided to any client or prospective client upon request.

Our 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.

### **Review of Accounts**

When you open a Capital Directions Program Account, we review and must approve your investment objectives and strategy for consistency with Program guidelines. Thereafter, we will review the Account with you on a transaction, monthly, quarterly or annual basis, as applicable, to monitor its performance, the appropriateness of the individual funds in it, and any restrictions that might apply.

Your FA will contact you at least annually to determine whether there have been any material changes in your financial situation, investment objectives or instructions. You should notify us immediately if there have been any changes in your financial situation, investment objectives or instructions that might affect the manner in which your assets should be invested. Your FA will act on any changes deemed material or appropriate as soon as practicable after we become aware of them.



## Client Referrals and Other Compensation

A portion of the fees charged for the Program services described in this Brochure may be paid to your FA in connection with the introduction of accounts as well as for providing client-related services within the Programs. This compensation may be more or less than an FA would receive if you paid separately for investment advice, brokerage and/or other services.

PNC Investments has related persons who are investment advisers who may act as general partners in partnerships in which our clients may be solicited. PNC Investments would not have knowledge of such solicitations should they occur, and consequently, would not be a participant in them, nor would we receive any compensation for them.

## 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 Investments has no financial commitments that impair our ability to meet our contractual and fiduciary commitments to our clients and has never been the subject of a bankruptcy proceeding.