



SunTrust Investment Services, Inc.  
*A SunTrust Company*

**AMC Fund Select Advisor<sup>SM</sup>**  
**AMC Fund Select Tactical<sup>SM</sup>**  
**AMC Fund Select Tactical Focus<sup>SM</sup>**  
**AMC Pinnacle<sup>SM</sup>**  
**AMC Premier<sup>SM</sup>**  
**AMC Sentry<sup>SM</sup>**  
**Asset Management Consulting<sup>SM</sup>**

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This brochure provides information about the qualifications and business practices of SunTrust Investment Services, Inc. If client has any questions about the contents of this brochure, please contact STIS at (800) 874-4770. The information in this brochure has not been approved or verified by the United State Securities and Exchange Commission or any state securities authority.

Website Addresses: [www.suntrust.com/investmentservices](http://www.suntrust.com/investmentservices)

Additional information about SunTrust Investment Services, Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Securities and Insurance Products and Services:**

•Are not FDIC or any other Government Agency Insured •Are not Bank Guaranteed •May Lose Value

**Material Changes**

The last update to the AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical Focus, AMC Pinnacle, AMC Premier and AMC Sentry Wrap Brochures was November 15, 2015. There have been no material changes since the last update.

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## **SERVICES, FEES AND COMPENSATION**

SunTrust Investment Services, Inc. (“STIS” or “Advisor”) is a separate, wholly owned non-bank affiliate of SunTrust Banks, Inc. (“STI”) STIS became a registered broker-dealer under the Securities Exchange Act of 1934, in November, 1985, and an investment adviser under the Investment Advisers Act of 1940, as amended in May, 1999, and was a state registered investment adviser from April, 1996 to May, 1999. Registration does not imply a certain level of skill or training. STIS is a member of the Financial Industry Regulatory Authority (“FINRA”) and Securities Investor Protection Corporation (“SIPC”).

STIS is an introducing broker-dealer clearing its trades through National Financial Services LLC and its affiliate Fidelity Management Trust Company, if client’s account is a qualified retirement account, (the “Carrying Broker” or “Custodian” or “NFS”), which also provides custody and execution services for client’s account.

STIS has contracted with Envestnet Asset Management, Inc., a SEC registered investment adviser (“Envestnet” or “Platform Manager”) for administrative services including access to their platform system that creates proposals based on STIS’ models and those of Investment Managers pursuant to agreements, ongoing monitoring of account positions to investments selected, submission of trade details to NFS and performance reporting. Envestnet is also a sponsor and acts as an investment advisor with respect to the AMC Sentry Program.

In the case of the AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus, AMC Pinnacle, AMC Premier SMA and AMC Premier MSA Account Programs; the Platform Manager places trade orders with NFS on behalf of STIS via model updates provided by model providers pursuant to an agreement with STIS with pre-set initial transactions and periodic rebalancing triggers for transactions, where applicable.

In addition, in the AMC Pinnacle and AMC Premier Program, clients who elect tax overlay management services, the Platform Manager determines which tax lots are sold and in which order pursuant to an agreement with STIS. Election of this service may not be available for all models. In attempting to harvest tax losses to offset gains, the service may result in client account deviating materially from the target allocation. However, if a client has placed unique investment restrictions on an account the account may be updated or rebalanced by other means.

STIS also offers Envestnet’s separate account manager program (“AMC Sentry”) program. See section AMC Sentry below and Envestnet’s Form ADV, Part 2A for more specific information regarding this program.

STIS has contracted with SunTrust Bank (“STB” or “SunTrust Bank”), a Georgia banking corporation granted banking and trust powers by the State of Georgia and, as an indirect subsidiary of STI, an affiliate of STIS, to construct and maintain on a continuous basis one or more model portfolios meeting the investment objectives for the model portfolio; to provide investment recommendations for each model portfolio or asset allocation model and to provide initial and ongoing due diligence with respect to sub-advisers, investment managers, model portfolio managers and their models and mutual fund and ETF investments. The employment of STB to perform these services with respect to each Program discussed below creates a potential conflict of interest. See section Conflicts of Interest below for more specific information.

This brochure describes the following STIS Asset Management Consulting (“AMC”) investment management programs: AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus, AMC Pinnacle and AMC Premier (each a “Program”). In addition, clients may put reasonable restrictions on the investments in their Program, including the designation of particular securities or types of securities that should not be purchased for the Accounts or that should be sold if held in the Accounts.

### **AMC Fund Select Tactical AMC Fund Select Tactical - Focus and AMC Fund Select Advisor Programs**

All Programs include an array of mutual fund and Exchange Traded Fund (“ETF”) portfolios based on risk-based modeling using asset allocation. STIS utilizes various mutual fund and ETF asset allocation models provided by SunTrust Bank, an affiliate of STIS, which reflect differing risk profiles.

The principal differences between the Programs are that (1) in both of the AMC Fund Select Tactical Program and the AMC Fund Select Tactical - Focus Programs, STIS is granted discretionary investment authority over account assets; (2) The AMC Fund Select Tactical - Focus Program offers fewer available models and has a lower minimum required funding amount and minimum fees than the AMC Fund Select Tactical Program and (3) in the case of the AMC Fund Select Advisor Program, STIS Investment Advisory Representatives (“IARs” or “Advisor(s)”) may recommend the selection and replacement of mutual funds and/or ETFs from within the Fund and ETF list of acceptable funds and ETFs maintained by STIS; however, STIS, and not the Advisor, possesses discretionary investment authority over the account.

STIS Advisors are responsible for profiling the client, recommending an asset allocation strategy and managing the ongoing client relationship.

### **AMC Pinnacle**

AMC Pinnacle is a Unified Managed Account Program, (“UMA”) which gives clients the choice of advisory services by combining certain investment vehicles within one account. STIS acts as overlay manager and selects a combination of models of model providers, mutual funds and ETFs used in the Program.

STIS has investment discretion with respect to managing the client’s investments in the Program. STIS’ discretion, as overlay manager, includes the selection and maintenance of model providers and models, mutual funds and ETFs in the Program; modification to allocation profiles; the replacement, reduction or elimination of any investment vehicle in the accounts; account rebalancing; and liquidation of asset positions, if necessary, to generate cash for withdrawals by the client or the payment of account fees. In performing these services, STIS may rely on asset allocations, model portfolios, manager and mutual fund due diligence and other investment research and due diligence services provided by its affiliate, STB.

STIS’ Advisors are responsible for profiling the client, recommending an asset allocation strategy and managing the ongoing client relationship.

### **AMC Premier**

AMC Premier offers clients the portfolio management services of a select, pre-screened group of investment managers (“Managers”) available through STIS which contracts directly with the Managers. Clients grant discretionary portfolio management authority to the Manager(s) they select. While most Managers are unaffiliated and are independent from STIS, clients may select a Manager that is affiliated with STIS, or they may select STIS as Manager. STIS’s recommendation of STIS or STB as a Manager creates a potential conflict of interest. See section Conflicts of Interest below for more specific information.

STIS retains the authority to terminate or change Managers when extenuating circumstances are such that STIS believes a change is in the best interest of the client. In such cases, an alternate Manager will be recommended to the client, and the client will be notified in writing of the change of Manager. If a Manager is terminated a new Manager must be selected or the account will revert to a brokerage account. Should the client wish to retain the terminated Manager, the client will be required to sign a separate investment management agreement with the Manager. In performing these services STIS may rely on due diligence and other investment research services provided by its affiliate, STB.

### Multi-Strategy Account

The Multi-Strategy Account (“MSA”) Program was developed for clients who are looking to diversify their portfolios among different investment styles in an attempt to maximize performance while potentially reducing the portfolio’s volatility. MSA also offers an optional component that identifies tax-related efficiencies within a client’s account and manages them against an optimal rebalancing strategy. This optional component is subject to an additional fee but will not be greater than the amount referenced in the MSA service fee table. STIS will:

- assist in the development of a variety of MSA investment strategies, designed to fit a particular set of goals and objectives;
- on a discretionary basis, invest and reinvest client’s assets in a combination of stocks, bonds and/or mutual funds, in accordance with the client’s chosen allocation strategy;
- on no less than a quarterly basis, review and, if appropriate, rebalance client’s account;
- provide client with an investment proposal and upon request, quarterly investment performance reports (“Quarterly Reports”).

There is no guarantee that a client’s investment objectives will be achieved, and past performance is not a guarantee of future results.

### ***AMC Fund Select Tactical and AMC Premier – Fidelity Investments® Charitable Gift Fund***

STIS has entered into an agreement with Fidelity Investments® Charitable Gift Fund (“Fidelity Charitable®”) to offer charitable “Giving Accounts” established with Fidelity Charitable to its clients. In accordance with the terms of the agreement with Fidelity Charitable, the STIS AMC Fund Select Tactical and AMC Premier Programs are presently the only AMC Programs eligible for investment of Giving Accounts.

Giving Accounts established with Fidelity Charitable are irrevocable charitable gifts to the Fidelity Investments Charitable Gift Fund. The assets of each Giving Account are held and remain the sole property of the Trustees of Fidelity Investments Charitable Gift Fund, who have exclusive ownership and legal control over the balances, as well as complete and sole discretion over investment decisions regarding each Giving Account. However, Fidelity Charitable allows the donor of a Giving Account or their designee (“Account Holder”) to have advisory privileges over the Giving Account with respect to distributions and investments.

STIS Advisors are prohibited from being an Account Holder with respect to any assets, including accounts of family members or related entities.

Giving Accounts are not subject to minimum fees associated with the STIS AMC Fund Select Tactical and AMC Premier Programs; however, Giving Accounts are subject to each AMC Program’s minimum funding amount. Giving Accounts that fall below a Program’s minimum funding amount may be invested by Fidelity Charitable in other investment pools.

Fidelity Charitable charges additional administrative fees on Giving Accounts. See section Additional Fees, Fidelity Investments® Charitable Gift Fund, below.

### ***AMC Sentry***

#### ***Investnet Asset Management, Inc. SMA Program***

STIS has contracted with Investnet to offer its sponsored separate managed account program, AMC Sentry. Investnet’s services include:

- Providing access to SMA investment managers (“Investnet Managers”). These managers have entered into sub-management agreements with Investnet to provide discretionary account management services;
- Providing administrative and /or trading services as directed by an Investnet Manager;
- Rebalancing services to maintain an account’s asset allocation;
- Acting on any reasonable restrictions that client may impose on the management of an account including designation of particular securities or types of securities that client does not want purchased.

STIS will recommend an appropriate asset allocation among the Investnet Managers in the AMC Sentry program and recommend Investnet Manager(s) for Client’s Accounts. In recommending Investnet Managers for the Accounts, STIS will consider factors it deems relevant, including but not limited to, the investment goals and objectives of Client, and any reasonable restrictions imposed by Client on management of the Accounts including the designation of particular securities or types of securities that should not be purchased for the Accounts, or that should be sold if held in the Accounts.

STIS relies upon Investnet for analysis and information and the identification, selection and monitoring of the various Investnet Managers offered through the program. Investnet has conducted due diligence on Investnet Managers considered “Approved”. Those Investnet Manager in which Investnet does not conduct due diligence, or Approved Investnet Managers which do meet performance standards established by Investnet, are considered “Available”. Investnet in its sole discretion determines if an Investnet Manager will be considered “Approved” or “Available”.

If an Investnet Manager is removed from the platform, Client and their STIS Advisor will receive notice to change to a new investment manager. If no change is made, the program account will be reclassified as a standard commission brokerage account.

STIS’ Investment Consulting Group conducts due diligence on Investnet as a sub-advisor annually. The review is based on applicable information gathered from various sources, including information from Investnet, disclosure documents and personnel changes among other items. As a result of these reviews, STIS may identify actual or potential concerns regarding Investnet and/or an “Approved” or “Available” Investnet Manager and may request that Investnet and/or the Investnet Manager take corrective action to address such concerns. The review may result in the removal of an Investnet Manager from the AMC Sentry Program.

Participation in the AMC Sentry Program is subject to approval by Investnet. Investnet in its sole discretion may determine whether to accept or reject a Client or Account’s participation in the AMC Sentry Program. Upon opening a AMC Sentry Account Client will become an investment management client of STIS, Investnet and the respective Investnet Manager(s).

Clients electing this program should carefully review Investnet’s Form ADV, Part 2A for more information about its services.

There is no guarantee that a client’s investment objectives will be achieved, and past performance is not a guarantee of future results.

## **FEES**

All Program accounts are charged an asset-based advisory fee (the “Advisory Fee”) that includes STIS’s ongoing client advice and service and the execution and custodial services of NFS except those charges that, as described in the **Account Requirements and Types of Client Section under Other Charges** below, will be paid by the client. The Advisory Fee is tiered, based on the market value of the client’s assets calculated on the last billing day of the previous quarter. In

addition to the Advisory Fee, AMC Pinnacle, AMC Premier SMA, AMC Premier MSA and AMC Sentry Program accounts will also incorporate a Model/Manager fee and together with the Advisory Fee (the “Fee”). The annual Advisory Fee is negotiable and may differ from client to client based upon a number of factors including, but not limited to, the type and size of the client’s account, the range of services provided to the client, the total relationship between STIS, the client in terms of assets under management or supervision and the date it was established.

AMC Pinnacle Model Portfolio fees range from 25 to 40 basis points and AMC Premier Manager fees that range from 20 to 125 basis points. AMC Sentry Manager fees are more fully described in Envestnet’s Form ADV, Part 2A. Further, Clients who elect tax overlay management services of the Platform Manager will be charged an additional eight basis points in addition to the Advisory Fee, manager or model fees.

The maximum annual Fee is determined in accordance with the following schedule. **NOTE: AMC Pinnacle and AMC Premier SMA , AMC Premier MSA and AMC Sentry Programs include a model portfolio or manager fee in addition to the STIS Advisory Fee noted below.**

STIS Advisory Fee for all programs:

<b>Assets Under Management</b>	<b>STIS Advisory Fee*</b>	<b>STIS Advisory Fee^</b>
\$0 - \$250,000	2.00%	1.50%
\$250,001 - \$500,000	1.85%	1.50%
\$500,001 - \$1,000,000	1.75%	1.45%
\$1,000,001 - \$2,000,000	1.50%	1.35%
\$2,000,001 - \$5,000,000	1.25%	1.15%
\$5,000,001 - \$10,000,000	1.20%	1.10%
Over \$10,000,001	1.15%	1.00%

\*AMC Fund Select Tactical, AMC Fund Select Tactical - Focus, AMC Pinnacle, AMC Premier and AMC Sentry equity accounts.

^AMC Premier and AMC Sentry fixed income accounts.

Notwithstanding this schedule, the minimum annual/quarterly fees for AMC Fund Select Tactical, AMC Pinnacle and AMC Premier SMA , AMC Premier MSA and AMC Sentry fixed income accounts is \$1,000/\$250, AMC Fund Select Tactical - Focus fixed income accounts is \$500/\$125 and AMC Premier SMA , AMC Premier MSA and AMC Sentry equity accounts is \$2,000/\$500. Minimum fees do not include any model or manager fee. Manager or model fees are paid in addition to the minimum fee. If a client’s account incurs the minimum quarterly Fee, the amount a client pays in Fees, as a percentage of the account, will increase as the account value declines and may exceed the STIS Fee schedule listed above. Such minimum Fee may be higher than those Fees charged by STIS for other client accounts with greater asset levels and may exceed the 2.00% or 1.50% of Assets Under Management rates set forth above. Clients should consider either increasing the assets in the account or consider whether the Program continues to be appropriate for them in such situations where the minimum quarterly Fee is applied. Please refer to each Manager’s Brochure for more information on charges and expenses.

Fees are charged quarterly, in advance, at the annual rates shown above based on assets under management for an account. Fees are pro-rated for accounts that are opened or closed during the quarter. Multiple Program accounts held



by the same client or members of the client's immediate family (i.e., spouse, children, or parents) within the same Program may be aggregated for purposes of determining total amount of assets under management. The fees are automatically deducted from the client's account.

The initial Fee is billed from the date the account is opened, through the end of that calendar quarter in advance and is based on the initial value of the assets placed in the account as of the close of business on the day the account is opened and funded. Thereafter, Fees are billed quarterly in advance, based on the value of the account assets at the close of the last business day of the previous calendar quarter. If client invests or withdraws \$10,000 or more in an account after the inception of a calendar quarter, the Fee for that quarter will be recalculated and pro-rated as of the day of the additional investment or withdrawal.

STIS retains the right to adjust the minimum Fee and minimum investment amount under certain circumstances.

The Fee is deducted from the account or client may agree to have the Fee deducted from another account owned by the same client. If STIS is be unable to collect the Fee from any such separate account for any reason STIS shall be entitled to deduct the Fee from the original account without obtaining additional authorization from the client.

STIS may discount the annual fee for employees of STIS and its affiliates.

***Additional Fees, Fidelity Investments® Charitable Gift Fund***

Compensation paid to Fidelity Charitable listed below is charged to each Giving Account in addition to any Fees assessed by STIS and/or any model provider or investment manager.

Giving Accounts Less than \$5,000,000  
Tiered Fee Schedule

Average Giving Account Balance	Fee (Basis Points)
First \$500,000	60 bps
Next \$500,000	30 bps
Next \$1,500,000	20 bps
Next \$2,499,999	15 bps

Giving Accounts with Balances of \$5,000,000 or More  
Flat Fee Schedule

Average Giving Account Balance	Fee (Basis Points)
\$ 5,000,000 - \$ 9,999,999	19 bps
\$10,000,000 - \$19,999,999	17 bps
\$20,000,000 - \$34,999,999	15.5 bps
\$35,000,000 - \$47,999,999	13.5 bps
\$48,000,000 - \$74,999,999	12 bps
\$75,000,000 and up	11.5 bps

***AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus and AMC Pinnacle***

Sub-Adviser Fees: SunTrust Bank, an affiliate of STIS, is compensated for model portfolio, investment product due diligence and investment manager due diligence with respect to investments in the AMC Fund Select Advisor, AMC Fund

Select Tactical, AMC Fund Select Tactical - Focus and AMC Pinnacle Programs by inter-company agreement at a rate determined by allocated cost and a reasonable profit margin. Costs associated with compensation paid to STB for the services provided to STIS in connection with these Programs are paid by STIS and do not constitute an additional charge to Program Accounts.

STIS has also contracted with non-affiliated investment management firms ("Model Managers") that provide the investment models ("Models") used to manage the assets in client accounts. The use of non-affiliated Model Managers increases the investment costs incurred by client accounts invested in the AMC Fund Select Advisor and AMC Pinnacle Programs.

#### ***AMC Premier SMA, AMC Premier MSA and AMC Sentry***

##### **Manager Fees**

STIS has entered into master contract arrangements with Managers who have agreed to manage client accounts using the AMC Premier Programs. Envestnet has entered into master contract arrangements with Managers who have agreed to manage client accounts using the AMC Sentry Program. In general, each participating Manager charges a percentage fee (the "Manager Fee") which ranges from 20 to 125 basis points which is included in the Fee charged. However, the Manager retains the right to alter the Manager Fee depending on the size of the client account and the asset class and style of management provided, and some Managers may charge a higher fee. The Manager Fee is included in the account Fee and is in addition to the Advisory Fee earned by STIS. See section Fees above. Future changes in the Manager Fee may result in a change in the total Fee charged to clients

##### **Margin**

The Program Fee is based on the total amount of assets in the client's account, including assets purchased by an investment manager using margin. If an investment manager uses margin in a client's account, STIS and the client's Advisor each will receive additional compensation based on the increase in the managed assets. Although the Program Fee, as a percentage of assets under management, will not change, the total assets on which this percentage is based will increase through the use of borrowed funds, and, accordingly, the compensation paid to STIS and the client's Advisor will increase. In addition, clients who borrow funds will pay interest on the outstanding loan balance. There are risks associated with the use of borrowed funds for investment purposes. The decision to use leverage in a client account rests with the client and should be made only if the client understands the risks of margin borrowing, the impact of the use of borrowed funds on an account and how the use of margin may affect the client's ability to achieve investment objectives. Specifically, positive or negative performance of a margined account, net of interest charges and other account fees, will be enhanced by virtue of using borrowed money. Thus, gains or losses in a leveraged account will be greater than would be the case with an un-leveraged account. In addition, clients with margin accounts may need to deposit additional cash or collateral if the value of the portfolio declines below the required loan-to-value ratio. If the client cannot provide the additional collateral, NFS, in their sole discretion, may sell securities in the collateral account or accounts to meet the margin requirement. In these circumstances, the securities often may be sold into a market that is declining, so the prices obtained for the securities may be less than favorable. STIS and/or the Advisor and/or any applicable Manager will not act as investment adviser to the client with respect to the liquidation of securities held in an account to meet a margin call and, as creditors, STIS and our affiliates may have interests that are adverse to the client. Clients will receive a separate margin disclosure document.

##### **Concentrated Stock Overlay Portfolios**

One or more Managers offer concentrated stock overlay management for clients with concentrated positions in securities on which options are written. These Managers only trade in option contracts of the underlying securities and do not manage the underlying securities with the objective of increasing returns. Clients electing this service may need to contact their STIS Advisor when transactions in underlying securities are needed for cash flow or other reasons.

Clients must also sign an options account agreement. Both STIS and NFS must approve these agreements prior to the implementation of a concentrated stock overlay management in an account. Clients should read the Margin section above and will be provided with an options disclosure which they should read carefully. Concentrated stock overlay management services are provided by a Manager for an additional fee.

#### Portable Yield Strategy Portfolios

One or more Managers offer yield enhancing management strategies for clients which involve option strategies. These Managers only trade in option contracts of the underlying securities and do not manage the underlying securities with the objective of increasing returns. Clients electing this service may need to contact their STIS Advisor when transactions in underlying securities are needed for cash flow or other reasons. Clients must indicate preferred maximum account loss they are willing to accept; however there are no guarantees that losses will be limited. Clients must also sign a margin agreement and need to sign an options agreement. Both STIS and NFS must approve these agreements prior to the implementation of a concentrated stock overlay management in an account. Clients should read the Margin section above and will be provided with an options disclosure which they should read carefully.

#### **COMPENSATION**

For the duration of the underlying investment management agreement, STIS may share these fees with client's Advisor and other employees of STIS and its affiliates. Because of this, Advisors may have a financial incentive to recommend a Program which pays higher compensation to STIS and its affiliates, including STB, over another Program.

#### **AMC Fund Select Tactical, AMC Fund Select Tactical – Focus, AMC Pinnacle, AMC Premier and AMC Sentry**

Certain qualified Advisors can elect to receive the first year's fee credit for AMC Fund Select Tactical and AMC Fund Select Tactical - Focus accounts within the first quarter. This accelerated fee recognition does not impact client's ability to withdraw funds or close an account without charge. Because of this, Advisors may have a financial incentive to recommend these Programs over other Programs.

#### **Other**

STIS may allocate a portion of the fees it receives to the custodian for processing and administration. ***See Account Requirements and Types of Clients Section below for detail pertaining to services of the Carrying Broker.***

#### **Valuation**

In computing the fair market value of the Assets, the value of shares in Funds and ETFs will be based on their respective net asset values as calculated on the valuation date (or the most recent net asset value if none is calculated on the valuation date) as determined by National Financial Services, LLC. Any such valuation should not be considered a guarantee of any kind whatsoever with respect to the value of the Assets in the Account. National Financial Services, LLC may use a pricing service or other independent evaluator, as well as other independent sources, in computing the value of securities. These values are believed to be reliable, but STIS will not verify the accuracy of the information.

#### **Other fees or charges:**

Clients may also incur separate fees or charges associated with odd-lot differentials, auction fees, transfer taxes, electronic fund and wire transfer fees, SEC fees on NASDAQ trades, any other fees mandated by law, certain fees in connection with the establishment or administration or termination of retirement or profit sharing plans or trust accounting, and any other charges for special services requested by clients. Some client accounts may hold shares of investment companies, including money market funds, closed-end funds, and/or exchange-traded funds. Those funds have their own expenses, including certain advisory, distribution or other fees, and a client account invested in those funds will indirectly bear a portion of those expenses. Each of the fees discussed above is in addition to the Fee.

In addition to the fees, clients are subject to certain charges in connection with investments made through the Programs, including mutual fund/ETF advisory, distribution, early redemption or other fees.

Money market funds and other mutual funds, including ETFs in which clients may invest, or the advisers or principal underwriters of the funds, may make payments to STIS or our affiliates pursuant to a Rule 12b-1 distribution plan or other arrangement as compensation for distribution, shareholder services, recordkeeping, or administrative services; these payments may be paid from the fund's total assets or may be paid by a fund's adviser or distributor. STIS credits client accounts any 12b-1 fees received. The Rule 12b-1 distribution plan and other fee arrangements will be disclosed upon request and typically are disclosed in the applicable fund's registration statement.

STIS and its affiliates may have a variety of banking, financial, or service relationships with (1) mutual funds/ETFs participating in the Program, (2) corporations or other issuers, the securities of which are purchased in the portfolios of such mutual funds/ETFs, and (3) the other Service Providers and their affiliates. Such relationships may involve a receipt of compensation or other benefits by STIS and its affiliates. From time to time, STIS or its affiliates may also receive training, marketing materials, or other marketing support from mutual funds and ETFs participating in the Programs. Such arrangements may be based on the size and duration of holdings in a mutual fund/ETF. This additional compensation and/or other benefits are in addition to Fees paid by clients for the Program and are used, in part, to offset the costs of administering the Programs.

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

<b>Program</b>	<b>Minimum Funding Amount</b>
AMC Fund Select Advisor	\$50,000
AMC Fund Select Tactical	\$50,000
AMC Fund Select Tactical - Focus	\$25,000
AMC Pinnacle	\$50,000
AMC Premier	\$100,000 Equity \$250,000 Fixed Income (varies by Manager)
AMC Sentry	\$100,000 Equity \$250,000 Fixed Income (varies by Manager)

Clients must open a STIS brokerage account when opening an account. Brokerage services for the Programs are provided by STIS, an introducing broker-dealer clearing its trades through NFS who executes and clears purchase and sale orders directed to it by STIS; provides transaction confirmations, account statements, annual reports, prospectuses and tax reporting information directly to clients; and provides custody services for cash and securities in client accounts. In addition NFS sends Program participants requests for shareholder proxies, reorganization, or other actions to be taken with respect to securities held in the client's account.

Upon opening a brokerage account it is important that client understands that in order to help the government fight the funding of terrorism and money-laundering activities, to meet Federal law and contractual obligations to NFS, STIS is required to verify client's identity by obtaining client name, date of birth, address, and a government-issued identification number before opening a brokerage account. In certain circumstances, STIS may obtain and verify this information with respect to any person(s) authorized to effect transactions in an account. For certain entities, such as trusts, estates, corporations, partnerships or other organizations, identifying documentation is also required. Client account may be restricted and/or closed if STIS cannot verify this information. Neither STIS nor NFS will be responsible for any losses or damages (including, but not limited to, lost opportunities) resulting from any failure to provide this information, or from any restriction placed upon, or closing of, the client's brokerage account. Further, if client is a

foreign financial institution, client agrees that in establishing a brokerage account with STIS that client will not open or maintain client's brokerage account for or on behalf of any third party and that client will not allow any third party to use or access any brokerage account that client opens at STIS.

Client risk tolerance and investment objectives of a client's underlying STIS brokerage account may not specifically match the investment advisory account risk profile of the managed program account within the Envestnet system which governs how account risk is captured and monitored. In the case of any discrepancy in risk ratings, each client account shall be managed in accordance with the risk rating applicable to the investment advisory relationship and not in accordance with any risk rating applicable to a pre-existing brokerage relationship.

These Programs are made available to individuals, corporations and other business entities, pension and profit sharing plans, charitable organizations and not-for-profit organizations. STIS reserves the right to accept, reject or renew any client for the Program.

If client assets are subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), unless client notifies STIS otherwise in writing, the assets are only a part of the plan's assets and that STIS is not responsible for the plan's overall compliance with the requirements of ERISA or any other governing law or document.

#### **Class Action Suits**

As custodian, NFS researches client ownership of certified class action suits involving securities for which it holds custody. Once a class action suit has been certified, NFS will screen client ownership records using the specific criteria defined in the suit. Client names and addresses meeting the specified criteria will be provided to the claims administrator assigned by the courts. The claims administrator will then mail all class action notices to the client. Client may elect to participate in the suit; however STIS and NFS are not responsible for submitting documents of behalf of client.

#### **PORTFOLIO MANAGER AND MODEL MANAGER SELECTION AND EVALUATION**

STIS has contracted with SunTrust Bank's Manager Evaluation Group ("MEG") which identifies and conducts initial and ongoing investment due diligence with respect to Managers for inclusion in the AMC Premier Program and Model Managers for inclusion in the AMC Pinnacle and AMC Premier programs. Approved managers enter into model portfolio agreements and investment management agreements with STIS.

The MEG also conducts reviews of mutual funds, managed accounts and other investment vehicles utilized in the STIS managed account Programs and portfolios. A representative from the MEG presents reports at the monthly STIS Investment Policy Committee ("IPC") meeting related to Model Managers, Managers and other investment vehicle changes recommended by STB's MEG. The STIS IPC retains the authority to accept or reject MEG recommendations.

SunTrust Bank's Investment Advisory Group ("IAG") creates and maintains model portfolios and asset allocation strategies utilized in the AMC Fund Select Tactical, AMC Pinnacle and the AMC Premier programs as well as acting as a Manager of a portfolio available to clients invested in the AMC Premier program. A representative from IAG periodically presents a new or modified model portfolio and/or asset allocation strategy to the STIS IPC for review and approval. The STIS IPC reviews and either approves or rejects IAG's recommendations. The STIS IPC also reviews and approves or rejects any Manager services provided by IAG to any portfolio offered to clients in connection with the AMC Premier Program.

STIS's use of the MEG and IAG units of its affiliate SunTrust Bank as due diligence, investment research, model providers and as an investment manager creates a potential conflict of interest. See section Conflicts of Interest below for more specific information.

In the AMC Sentry program, Envestnet Asset Management, Inc. conducts due diligence and determines which managers are on the Approved managers list and STIS' Investment Consulting Group conducts due diligence and determines which Available managers to include in the program.

In offering these Programs, STIS Advisors work with individual clients to develop a personal client profile that identifies the client's goals, risk tolerance, time horizon, financial situation and other factors that influence investment approach. The STIS Advisor produces an investment proposal for the client. The investment proposal includes an asset allocation strategy based on the client's responses to the questions posed by his or her STIS Advisor in the client profile or questionnaire. The client then selects the appropriate Program based on this recommendation.

After reviewing and approving the investment proposal, the client, with the Advisor's assistance, opens an account and signs a brokerage account agreement and an investment advisory agreement authorizing management of the account in accordance with the terms and conditions of the Program.

The Platform Manager provides STIS with a quarterly investment performance report ("Quarterly Report") for each client. STIS will provide the Quarterly Report to client upon request. This is a detailed report on the client's assets invested in the Program, including performance data for the most recent quarter, year-to-date and since-inception-to-date. The Quarterly Report includes:

- Market Commentary
- Current Account Holdings
- Account Performance
- Transaction Detail

STIS believes this information is reliable; however, STIS does not independently verify the accuracy of any information in a Quarterly Report.

The Investment Policy Committee ("IPC") of STIS oversees these Programs and reviews the performance information and due diligence and other information provided by SunTrust Bank's Investment Advisory Group.

## **CONFLICTS OF INTEREST**

In offering the Programs STIS has various potential conflicts of interest, described below.

Advisory vs. Brokerage Accounts. STIS and your Advisor may earn greater compensation if you invest in a Program described in this Brochure than if you open a brokerage account to buy individual securities. Advisors and STIS therefore may have a financial incentive to recommend one of these programs described in this Brochure. STIS addresses this conflict of interest by disclosing it to its clients and by requiring Advisors' supervisors, or designees, to review each account at account-opening to ensure that it is suitable for each client and their unique investment objectives and financial circumstances.

Payments From Mutual Funds and Managers. Managers and mutual funds offered in connection with the Programs may also sponsor their own educational conferences and pay expenses of Advisors attending these events. STIS's policies

require that the training or educational portion of these conferences comprises substantially the entire event. Managers and mutual funds may sponsor educational meetings or seminars in which clients as well as Advisors are invited to participate. Managers and mutual funds are allowed to occasionally give nominal gifts to Advisors, and to occasionally entertain Advisors, subject to a limit of \$100 per employee per year. STIS's non-cash compensation policies set conditions for each of these types of payments, and do not permit any gifts or entertainment conditioned on achieving a sales target. STIS addresses conflicts of interest by ensuring that any payments described in this "Payments from Mutual Fund and Managers" section do not relate to any particular transactions or investment made by STIS clients with Managers. Managers or sub-advisors participating in programs described in this Brochure are not required to make any of these types of payments. The payments described in this section comply with FINRA rules relating to such activities.

Different Advice. STIS and STB may give different advice, take different action, receive more or less compensation, or hold or deal in different securities for any other party, client or account (including their own accounts or those of their affiliates) from the advice given, actions taken, compensation received or securities held or dealt for your account.

Services Provided to Other Clients. STIS and its affiliates and Managers and their affiliates provide a variety of services (including research, brokerage, asset management, trading, lending and commercial and investment banking services) for each other and for various clients, including issuers of securities that may be recommended for purchase or sale by clients or are otherwise held in client accounts, and managers in the programs described in this Brochure. STIS and its affiliates and managers and their affiliates receive compensation and fees in connection with these services. STIS believes that the nature and range of clients to which such services are rendered is such that it would be inadvisable to exclude categorically all of these companies from an account. Accordingly, it is likely that securities in an account will include some of the securities of companies for which STIS and its affiliates, and managers, and their affiliates perform investment banking, commercial banking or other services.

Trading for Own and Other Accounts. STIS, the Managers and their affiliates may also develop analyses and/or evaluations of securities sold in a Program described in this Brochure, as well as buy and sell interests in securities on behalf of their proprietary or client accounts. These analyses, evaluations and purchase and sale activities are proprietary and confidential, and STIS will not disclose them to clients. STIS may not be able to act, in respect of clients' account, on any such information, analyses or evaluations. STIS, managers and their affiliates are not obligated to effect any transaction that they believe would violate federal or state law, or the regulations of any regulatory or self-regulatory body.

Research Reports. SunTrust Bank and its affiliates do business with companies, managers and mutual funds covered by their respective research groups. Furthermore, SunTrust Bank and its affiliates and client accounts, may hold a trading position (long or short) in, the securities of companies or funds subject to such research. Therefore, SunTrust Bank may have a conflict of interest that could affect the objectivity of its research reports.

Employment of STIS Affiliates as Investment Services Providers. Affiliates of STIS, in particular STB, may provide, due diligence, model portfolio and asset allocation strategy services for certain Programs and earn compensation for providing such services to the Programs. As a result, STIS has a conflict of interest in recommending these services over others.

In the case of STIS and the Programs described in this Brochure, these conflicts are mitigated in the following manner

- STIS separately and independently performs oversight and due diligence of recommendations made by STB's IAG and MEG with respect to the methodology used by MEG and IAG to provide investment research to STIS;
- STIS' IPC reviews and has ultimate decision authority to accept various IAG and/or MEG investment recommendations;
- STIS requires STB to disclose to it any conflicts of interest which it reasonably believes may materially affect the quality and content of its investment advice provided to STIS.

Affiliated Sweep Investments. STIS has a conflict of interest in selecting or recommending the SunTrust Bank Sweep Deposit Option as a sweep investment vehicle. See section All Programs - Core Account, below.

Affiliated Managers. From time to time, Programs may offer Managers affiliated with STIS. Although some investment managers and/or some investment strategies may be available in more than one Program, each Program may offer Managers and other features that are not available in other STIS programs.

Nonpublic Information. In the course of commercial and investment banking or other activities, STB, STIS, the Managers, and each of their respective affiliates and agents may from time to time acquire confidential or material nonpublic information that may prevent them, for a period of time, from purchasing or selling particular securities for client accounts. Client acknowledges and agrees that STIS, the Managers, and each of their respective affiliates and agents will not be free to divulge or to act upon this information with respect to their advisory or brokerage activities, including their activities with regard to any client account. This may adversely impact the investment performance of client accounts.

Other Investment Products Available. Client understands that Managers may offer to the public other investment products such as mutual funds with similar investment styles and holdings as those investment products offered through the AMC Programs. Such products may be offered at differing fees and charges that may be higher or lower than the fees imposed by STIS under an AMC Program. A separate account investment product and a mutual fund investment product may utilize the same investment manager and investment strategy, but involve different minimum investment amounts and fees. A client's portfolio may include a mutual fund investment product even where a similar but lower cost separate account investment product is available, and STIS will not necessarily change to the separate account investment product if a client's assets increase to above the minimum investment amount required for the separate account investment product.

Block Trades. Manager may direct some block trades to STIS for execution. STIS may obtain a benefit from executing these block trades as a result of the increased trading volume attributable to these blocks.

SunTrust Bank Chief Investment Officer. The SunTrust Bank Chief Investment Officer ("CIO") is responsible for and supervises MEG and IAG and is also the Chief Investment Officer of an affiliated investment adviser, GenSpring Family Offices, LLC ("GenSpring" or "GFO"). IAG and MEG provide significant investment services to STB, GFO and STIS. This may create conflicts of interest.

## **ADVISORY SERVICES**

### **AMC Fund Select Advisor, AMC Fund Select Tactical and AMC Fund Select Tactical - Focus**

Investments in these Programs are limited to mutual fund shares and ETF shares. In administering these Programs, STIS utilizes various mutual fund and ETF asset allocation models provided by SunTrust Bank, an affiliate of STIS, which reflect differing risk profiles.

### **Client Restrictions**

Clients may put reasonable restrictions on the investments in their Program account, including the designation of particular securities or types of securities that should not be purchased for the Accounts or that should be sold if held in the Accounts.



### **AMC Pinnacle**

STIS acts as overlay manager and utilizes provider models, mutual fund and ETF asset allocation models in the Program. Investments are limited to equities, mutual fund shares and ETF shares. The Program has several portfolio models to help determine if the Program is suitable for the client.

### **Provider Models**

STIS has agreements with SunTrust Bank to provide investment models generated by SunTrust Bank and third-party non-affiliated providers. These providers do not receive information regarding client identity, circumstances, financial condition, portfolio holdings, tax situation, regulatory status or financial needs or goals. Except for the provision of the relevant investment model(s), a provider has no obligation for the provision of advice specifically to STIS clients. Providers are not responsible for determining the appropriateness or suitability of investment model(s), or of any of the securities included from time to time in the investment model(s) for any client specifically.

When a provider makes model portfolio changes, the provider may notify STIS, or the Platform Manager as its designee, after the provider has effected changes in its clients' accounts. Once STIS, or its designee, is notified of the model portfolio changes, STIS or its designee will cause corresponding changes to client portfolios. STIS reserves the right to not accept a particular provider recommendation. For example, if a security is subject to a client's restrictions, STIS, or its designee, will not purchase that security for the affected client's account.

As a result of the timing of model change notifications and STIS', or its designee's, processes, providers may affect trades on behalf of their clients' accounts before STIS, or its designee, places corresponding trades in its clients' accounts. Therefore, in connection with model portfolio changes, due to the potential for the markets to react to the trades executed by the providers, clients may be at a disadvantage when compared to provider's clients with respect to such trades.

### **AMC Premier Program**

#### **SMA Program**

STIS contracts with the Managers in the Program and may terminate or change Managers when necessary. STIS Advisors may recommend Managers to clients and manage the client relationship.

#### **MSA and Model Program accounts**

STIS acts as investment manager with investment decision making responsibilities. STIS Advisors may recommend this Program to clients and manage the client relationship.

### **Manager Models**

STIS has agreements with third-party non-affiliated providers for their investment models. These Managers do not receive information regarding client identity, circumstances, financial condition, portfolio holdings, tax situation, regulatory status or financial needs or goals. Except for the provision of the relevant investment model(s), a Manager has no obligation for the provision of advice specifically to a client. Managers are not responsible for determining the appropriateness or suitability of investment model(s), or of any of the securities included from time to time in the investment model(s) for any client specifically.

When a Manager makes model portfolio changes, the Manager may notify STIS, or its designee, after the Manager has effected changes in its clients' accounts. Once STIS, or its designee, is notified of the model portfolio changes, STIS will cause corresponding changes to client portfolios at its sole discretion. STIS reserves the right to not accept a particular manager recommendation. For example, if a security is subject to a client's restrictions, STIS, or its designee, will not purchase that security for the affected client's account.

As a result of the timing of model change notifications and STIS', or its designee's, processes, Managers may effect trades on behalf of their clients' accounts before STIS, or its designee, effects corresponding trades in its clients' accounts. Therefore, in connection with model portfolio changes, due to the potential for the markets to react to the trades affected by the Managers, clients may be at a disadvantage when compared to Manager's clients with respect to such trades.

#### **AMC Sentry Program**

STIS has contracted with Envestnet who has contracts with the Envestnet Managers in the AMC Sentry Program and may terminate or change Managers when necessary. Envestnet also acts as client's investment advisor and must approve client's participation in the Program. STIS Advisors also act as investment advisors with respect to this program and may recommend Envestnet Managers to clients and manage the client relationship.

#### **Client Restrictions**

Clients may put reasonable restrictions on the investments in their Program account. If a restriction request is overly broad so as to make it impossible to manage an account according to the investment strategy of the account, STIS' Advisor will work with the client to determine a potential alternative.

#### **STIS' Portfolio Management**

STIS provides portfolio management services for AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus, AMC Pinnacle, and the Multi-Strategy and certain model accounts in AMC Premier Programs, at the firm level. The firm receives a portion of the wrap fee for these Programs. The firm does not manage any other client accounts. Its Advisors, however, do manage client accounts either on a discretionary or non-discretionary basis.

#### **Other**

STIS does not have any soft-dollar arrangements.

### **METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

#### **AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus and AMC Pinnacle**

STIS utilizes various mutual fund and ETF asset allocation models for these Programs, which are provided by SunTrust Bank, an affiliate.

Exchange-Traded-Funds: Exchange-Traded-Funds values will fluctuate so that an investor's shares, when sold, may be worth more or less than their original cost. Clients should consider the investment objectives, risks and charges of an ETF carefully before investing. Please read the prospectus carefully prior to investing.

Mutual Funds: Mutual Fund values will fluctuate so that an investor's shares, when redeemed may be worth more or less than their original cost. Client should carefully review the fund prospectus and consider the investment objectives, risks and charges and expenses of the investment company carefully before investing.

Money Market Mutual Funds: An investment in the Fund is not insured or guaranteed by the FDIC or any other government agency. Although the Fund seeks to preserve the value of client's investment at \$1.00 per share, it is possible to lose money by investing in the Fund.

### **AMC Premier**

AMC Premier is a separately managed account program where STIS has contracted with third-party investment managers to manage Client assets. STIS and its affiliate SunTrust Bank are managers available within the AMC Premier Program.

Margin: Margin trading is not appropriate for all clients and involves material risk. You can lose more funds than you have deposited in the margin account; the firm can force the sale of securities or other assets in your account(s); the firm can sell your securities or other assets without contacting you; you are not entitled to choose which securities or other assets in your account are liquidated or sold to meet a margin call; the firm can increase in-house maintenance requirements at any time; and you are not entitled to an extension of time on margin call. Market conditions can magnify any potential for loss. If the market turns against the investor, he or she will be required to deposit additional securities and/or cash in the account. The interest rates charged are determined by the value of the cash and securities prior to initiating the loan.

With the exception of the AMC Sentry Program, STIS has contracted with an affiliate, SunTrust Bank, to provide the initial and on-going due diligence on the investment managers, managers of Models used and the Models used in the Program and to make recommendations to STIS related to such due diligence. STIS' IPC has the authority to reject the recommendations made by SunTrust Bank.

For the AMC Sentry Program, STIS contracted with Envestnet who conducts due diligence on the Approved Envestnet Managers in the Program.

Investing involves risks, including fluctuating returns and potential loss of principal that clients should be prepared to bear.

There is no guarantee that a client's investment objectives will be achieved.

### **All Programs**

Core Account: Client's Account contains a "**core account**" used for settling transactions and holding credit balances. All cash proceeds from sell transactions and other credit balances will be retained in the core account

Clients may elect the bank sweep product of an affiliate, SunTrust Bank, as a cash sweep investment option in the core account of their brokerage account which is used for settling transactions and holding credit balances. Clients electing this feature will have cash balances in their account automatically swept into an interest-bearing deposit account at SunTrust Bank, a federally insured banking institution. Cash balances held at SunTrust Bank will be eligible for FDIC insurance coverage up to \$250,000 (principal plus accrued interest) per depositor per insurance capacity, in accordance with applicable FDIC rules. All deposits (for example, deposits clients may make at SunTrust Bank outside of the SunTrust Bank sweep product plus the bank sweep cash balance) held by an individual in the same right and legal capacity at the same bank are aggregated and insured up to \$250,000. Special rules apply to FDIC insurance of trust deposits. All FDIC insurance coverage is in accordance with FDIC rules.

Neither STIS nor NFS will monitor the amount of client's SunTrust Bank sweep balances for determining whether the account exceeds the limit of available FDIC insurance. Clients are responsible for monitoring the total amount of their assets on deposit with SunTrust Bank (including accounts at SunTrust Bank held in the same right and legal capacity) in order to determine the extent of deposit insurance coverage available to them on those deposits, including their SunTrust Bank sweep balance held at SunTrust Bank. Clients who are trustees are responsible for determining the application of FDIC insurance for themselves and their beneficiaries.

Clients who select the SunTrust Bank FDIC Sweep Option will receive a separate disclosure document that highlights the features and benefits of the sweep program and discloses benefits to SunTrust Bank and STIS arising in connection with such deposits. The terms of these disclosures are incorporated herein by reference. Funds in the SunTrust Bank sweep product are part of the advisory Program and as such are subject to the applicable Fee.

**Dollar Cost Averaging:** Regular investing does not assure a profit or protect against a loss in declining markets. Dollar Cost Averaging involves continuous investments in securities regardless of fluctuating price levels.

**Tax Lot Disposal Method:** Any Account not set with the Tax-Sensitive disposal method will be updated to it. When Program Assets in an Account are partially (but not fully) sold, an estimated tax liability will be used to determine the shares to be depleted first. Clients should discuss the impact of this change with the Client's tax advisor.

**Systematic Withdrawal Plans:** The source of funding for periodic distributions in Accounts that have a systematic withdrawal plan ("SWP") in place is the Account's core money market position. If there are insufficient funds available in the core money market account to cover the distribution, the Investment Manager will review the Account and determine which securities to sell to cover the difference.

## **VOTING CLIENT SECURITIES**

**AMC Premier SMA Program and AMC Sentry Program Accounts:** STIS has no authority or obligation to take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities in which assets may be invested from time to time. Manager or client expressly retains the authority and responsibility for the voting of such proxies. The Manager generally will receive all shareholder communications, including proxy statements and proxies, distributed by the issuers of securities held in client accounts without forwarding the same to clients. Clients should review the Manager's Brochure for specifics regarding the Manager's voting policies.

**AMC Fund Select Tactical and AMC Premier– Fidelity Charitable Accounts:** STIS has no authority or obligation to take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities in which assets may be invested from time to time. Fidelity Charitable retains the right to vote proxies.

**AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus and AMC Premier MSA and Model Account Programs:** With respect to each of these Programs STIS will vote proxies. STIS' Proxy Committee includes members from the firm's Investment Policy Committee and is responsible for establishing policies and procedures designed to enable STIS to ethically and effectively fulfill its fiduciary obligation to vote all applicable proxies on behalf of the client accounts and funds.

Annually (or more often as needed), the Proxy Committee will review, reaffirm and/or amend guidelines, strategies and proxy policies for all client accounts.

Although STIS does its best to alleviate or diffuse known conflicts, there is no guarantee that all situations have been or will be mitigated through proxy policy implementation. STIS and several of its affiliates conducted reviews of established service providers including size, experience and technical capabilities. STIS contracts with Glass Lewis & Co. as its agent to provide policy recommendations, vote firm proxies, assist us with certain administrative, clerical, functional recordkeeping and support services related to the firm's proxy voting processes/procedures, which include, but are not limited to:

1. Access to proxy research,
2. Custom policy recommendations,

3. The collection and coordination of proxy material from the custodian for each STIS client's account(s),
4. Proxy voting, reconciliation, and disclosure for each of STIS client's account(s), in accordance with STIS' proxy policies and the Proxy Committee's direction,
5. Required record keeping and voting record retention of all STIS proxy voting on behalf STIS' clients.

Due to its diversified client base, numerous product lines, and affiliation with SunTrust Banks, Inc., and its subsidiaries, the Proxy Committee may determine a potential conflict exists in connection with a proxy vote based on the SEC guidelines. In such instances, the Committee will review the potential conflict to determine if it is material.

Examples of material conflicts of interest which may arise could include those where the shares to be voted involve:

1. Common stock of SunTrust Banks, Inc., and/or other public corporate issuers with which either STIS or SunTrust Banks, Inc. or its affiliates, may have a similar significant ongoing non-investment management associated relationship.
2. An issuer with a director, officer or employee who presently serves as an independent director on the board SunTrust Banks, Inc. or any of its affiliates.
3. An issuer having substantial and numerous banking, investment, or other financial relationships with STIS, SunTrust Banks, Inc. or its affiliates.
4. A director or senior officer of STIS or SunTrust Banks, Inc. serving on the board of a publicly held company.
5. A direct common stock ownership position of five percent (5%) or greater held individually by STIS, or in conjunction with STIS and SunTrust Banks, Inc. and/or its affiliates.

Although STIS utilizes a pre-determined proxy voting policy, occasions may arise in which a conflict of interest could be deemed to be material. In this case, the Proxy Committee will determine the most fair and reasonable procedure to be followed in order to properly address all conflict concerns. The Proxy Committee may employ one or more of the options listed below:

1. Retain an independent fiduciary to vote the shares.
2. Send the proxy material to the client so he or she may vote the proxies.

To obtain a copy of the complete proxy voting policies and procedures, or information about how STIS voted your proxies, please contact: SunTrust Investment Services, Inc. Attn: Mr. Will ORIelly, 303 Peachtree Center Avenue, SunTrust Garden Offices, Suite 140, Atlanta, GA 30303, or via e-mail at: [Will.ORIelly@suntrust.com](mailto:Will.ORIelly@suntrust.com).

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

##### **AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus, AMC Pinnacle and AMC Premier MSA and Model Accounts**

Once the new account documentation is approved, STIS submits the documentation, including the client profile that identifies the client's goals, risk tolerance, time horizon, financial situation and other factors to the Platform Manager for inclusion in the Program.

The STIS Advisor will attempt to contact each client no less than annually, to review the client's account and reconfirm his or her financial and investment objectives. The purpose of this review includes a determination as to whether any adjustment to his or her asset allocation strategy may be appropriate. STIS also periodically offers clients the opportunity to notify their representative of any changes to their financial and tax situation, risk tolerance or financial goals. The client, however, remains responsible for notifying STIS of any material change in his or her investment profile. Updated information is submitted to the Platform Manager for maintenance of client data.

### **AMC Premier SMA Program Accounts**

Once new account documentation is approved, STIS submits the documentation, including the client profile that identifies the client's goals, risk tolerance, time horizon, financial situation, selected Manager(s) and other factors to the Platform Manager for inclusion in the Service.

Managers are sent information on the client's financial circumstances, investment goals and objectives and any special instructions the client may wish to give the Manager regarding the account.

Updates or changes to client information, including financial information, objectives, risk tolerance, among other items are communicated to the administrator for system updates.

### **CLIENT CONTACT WITH PORTFOLIO MANAGERS**

#### **AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus, AMC Pinnacle and AMC Premier MSA and Model Accounts**

AMC Fund Select Tactical clients may interact directly with STIS; however, primary contact is through their STIS Advisor.

#### **AMC Premier SMA and AMC Sentry Program Accounts**

AMC Premier clients do not generally interact directly with Manager personnel, but may do so through STIS.

### **ADDITIONAL INFORMATION**

#### **DISCIPLINARY INFORMATION**

STIS is both a broker-dealer and investment advisory firm. The disciplinary events listed below are related to the activities of the broker-dealer and investment advisor.

For more information on broker-dealer related disciplinary events you may visit:  
<http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/>

Our investment advisory disciplinary history is available by going to: <http://www.adviserinfo.sec.gov/>

In May 2005, STIS agreed to enter into a consent with the SEC regarding allegations that between 2001 and 2002, STIS sold class A share mutual funds without providing certain customers with reductions on sales charges. Without admitting or denying the allegations, STIS consented to the findings, to the entry of a censure and cease-and-desist order and to refund breakpoint discounts along with prejudgment interest to certain customers STIS identified in a self-assessment and to make written notice to all customers who purchase class A mutual fund shares from STIS from 1/1/99-12/31/03.

In June 2005, STIS agreed to a settlement with FINRA regarding allegations that it failed to maintain its written supervisory procedures relating to Trade Reporting and Compliance Engine ("TRACE") securities. Without admitting or denying the allegations, STIS agreed to revise its procedures, was censured and fined \$150,000.

In August 2006, STIS agreed to a settlement with FINRA regarding allegations that it failed to retain emails in compliance with SEC regulations. Without admitting or denying the allegations, STIS agreed to a censure and paid a fine of \$150,000.

In July 2007, STIS entered into a settlement with the Maryland Securities Commission regarding allegations that STIS

investment advisory representatives were not properly registered with the State of Maryland. Without admitting or denying the allegations, STIS consented to pay a monetary fine of \$4,500 and to refund advisory fees to certain clients.

In October 2008, STIS entered into a settlement with FINRA regarding alleged supervisory failures in connection with its fee-in-lieu brokerage business, including procedures related to FINRA's fair pricing rule. Without admitting or denying the allegations, STIS agreed to a censure and to issue refunds to certain clients in the aggregate amount of \$713,362.

In July 2010, STIS entered into a settlement with FINRA regarding allegations that former brokers recommended unsuitable short-term unit investment trusts, closed end funds and mutual funds and recommended unsuitable transactions on margin; that STIS failed to supervise the brokers and ensure that customers received the most favorable sales charge discounts on certain purchases; and that STIS lacked adequate systems and procedures related to these products. Without admitting or denying the allegations, STIS agreed to a censure and fine of \$900,000, disgorgement of \$223,997 in commissions and repayment of \$539,371 plus interest for applicable rollover or exchange discounts.

In July 2011, STIS agreed to a settlement with FINRA regarding allegations that it misrepresented the liquidity risks of auction rate securities sold to customers. Without admitting or denying the allegations, STIS agreed to pay a \$400,000 fine. STIS also agreed to offer to repurchase certain auction rate securities that were purchased through the firm.

In September 2014, through the AWC accepted by FINRA, the firm consented to the entry of findings and to the imposition of a censure and fine of \$80,000 without admitting or denying the findings, solely for the purposes of that proceeding, and without adjudication of any issue of law or fact. The firm self-reported this matter to FINRA and voluntarily reimbursed a total of \$444,361.78, including interest, to all affected accounts.

#### **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

SunTrust Investment Services, Inc. is registered as a broker-dealer under the Securities Exchange Act of 1934. The principal business of STIS is that of a registered securities broker-dealer and the firm's Advisors are dually registered as registered representatives of the broker-dealer. The management personnel are all securities registered primarily for oversight of the securities business. Generally, management personnel are not actively selling investment products. STIS is also an insurance agency and the firm's Advisors are also insurance licensed and appointed through the insurance agency. There are members of management who are insurance licensed and appointed through STIS primarily for oversight of insurance business. Like brokerage, management personnel are generally not actively selling insurance products.

STIS may at any time and from time to time enter into solicitation agreements with third party solicitors to solicit clients for STIS's investment advisory services.

STIS has entered into a certificate of deposit selling group agreement with an affiliated broker-dealer, SunTrust Robinson Humphrey, Inc. ("STRH"). Under the agreement, STIS will offer to its clients individual time deposits, including deposit notes and certificates of deposit (collectively referred to as "CDs") of federally insured depository institutions ("Issuers"), including SunTrust Bank, an affiliate of STIS. Advisors may recommend fee-based CDs to their clients. STIS does not receive any compensation relating to the distribution of the CDs. SunTrust Robinson Humphrey, Inc., an affiliated broker-dealer, structures the CDs and is compensated by the Issuers, including SunTrust Bank, for their services. The Issuer receives the proceeds from the offerings.

STIS has entered into a solicitor agreement with an affiliated investment adviser, GenSpring Family Offices, LLC ("GenSpring"). Under the agreement, STIS Advisors solicit clients for GenSpring's advisory services and STIS receives compensation for the solicitations.

STIS has the following agreements with SunTrust Bank, an affiliate of STIS that routinely and primarily engages in offering deposit, lending and other services customarily associated with those of a commercial bank:

**Networking Agreement:** Under this agreement, STIS representatives are dually employed by STIS and the SunTrust Bank and offer investment products and services to SunTrust Bank clients.

**Administration and Operational Services Agreement:** Such items as business insurance, facilities management allocation, audit/internal control and human resources allocations, among other items are provided to STIS by SunTrust Bank and allocated by inter-company agreements.

**Solicitation Agreement:** Under the agreement, STIS may refer clients to SunTrust Bank for investment advisory or asset management services and receives compensation for such referrals.

**Referral Incentive Plan:** Under the plan, SunTrust Bank employees may be paid a nominal referral fee by the SunTrust Bank for making general referrals of customers to STIS. Such referrals may result in a client opening an account and/or the purchase of other securities. However, the payment of the referral is not conditioned on the opening of any account.

**Investment Management and Due Diligence Agreement:** **AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus AMC Premier and AMC Pinnacle Programs:** Under the agreement, SunTrust Bank will construct and maintain on a continuous basis one or more model portfolios (each, a “Model Portfolio”) meeting the investment objectives for the Model Portfolio, to be utilized by STIS in the investment of certain assets of clients for whom a SunTrust Bank Model Portfolio has been selected. SunTrust Bank will provide investment advisory services to STIS by providing STIS with investment recommendations for each Model Portfolio and/or Asset Allocation Model in accordance with the investment objectives and strategies and/or risk tolerance for each such Model Portfolio and/or Asset Allocation Model. SunTrust Bank will also provide initial and ongoing due diligence with respect to sub-advisers, Model Portfolio managers, and their models, mutual funds and ETFs in the AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical - Focus and AMC Pinnacle Programs.

## **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **Code of Ethics**

STIS has adopted a Code of Ethics (“Code”) for its advisory business which is intended to reinforce the fiduciary principles that govern the conduct of the firm and our personnel. This Code sets the standards of conduct expected of our advisory personnel, safeguards to material nonpublic information about client accounts and transactions and requires certain personnel to report their personal securities transactions. A copy of the STIS Code is available upon request from any STIS Advisor.

### **Participation in Client Transactions**

STIS and our investment personnel may recommend securities in which we or our investment personnel or employees have a financial interest or control relationship directly or indirectly, and we or our investment personnel may buy and sell securities that we or they recommend to advisory clients for purchase and sale. They may also give advice and take action in the performance of their duties to clients that differs from advice given, or the timing and nature of action taken, with respect to other clients’ accounts.



### Personal Trading

Personal securities transactions by STIS employees or transactions for the firm's affiliates may raise potential conflicts of interest when a security is traded that is 1) owned by client or 2) considered for purchase or sale for client. STIS has, as part of its internal compliance program, adopted policies and procedures which impose certain rules and restrictions as to transactions for the firm's account and for the accounts of employees and affiliates. Such policies and procedures are designed to prevent improper or unethical conduct whenever a potential conflict of interest may arise. Personal trading by our employees must be conducted in compliance with all applicable laws and procedures.

As a broker-dealer, STIS maintains an investment account to meet its net capital requirement. This account is invested in U.S. Treasuries and a high quality money market fund in which clients may also invest; however, due to the nature of these investments, and the fact that none of our affiliated entities are involved in their underwritings, there are no conflicts of interest.

STIS performs for other clients services similar to those that are provided to the Program clients, as well as other types of investment related services. STIS may take actions and give advice that may differ from the advice given, or in the timing and nature of the action taken, with respect to the account of any Program client. Neither STIS nor anyone associated with STIS has any obligation to make or refrain from making to any Program client recommendations, purchases, sales, or transfers of any investment that may be purchased or sold for any other client or for the benefit of anyone associated with them. Transactions in any specific investment may be executed at different times and prices for different clients. STIS may utilize different schedules as they relate to fees for the Programs; therefore, the costs of obtaining services similar to a Program may be more or less than those charged to other clients of STIS.

### Political Contributions

SunTrust Bank, its affiliates and their employees may make political and charitable contributions to various persons and organizations, subject to the limits within the firm's political contribution policy. The ensuing goodwill may result in added business to STIS.

### **REVIEW OF ACCOUNTS**

Supervisory reviews are conducted by the firm's Central Supervision Group, which consists of a Group Supervisory Specialist Manager, Team Leads and Group Supervisory Specialists ("GSS").

Each GSS Team Lead and their GSS Team are responsible for reviewing AMC Program account opening documentation, trading within each account and the annual review process, among other items for their designated areas. The firm utilizes a surveillance program that the GSS' use to monitor the trading in Program accounts via alerts and filters on a daily basis.

Clients receive written confirmations from NFS when a trade is executed in their account and may elect to receive such confirmations electronically; however, clients will have the option of waiving receipt of separate transactional confirmations in exchange for a quarterly compilation of all transactions. Clients only receive monthly written statements from NFS if there has been activity in their account otherwise the client receives a quarterly brokerage statement and may elect to receive such statements electronically. Such statements reflect the activity in the account during the specific time period.

Envestnet will prepare Quarterly Reports ("Reports") which compares the client's account to leading securities market indices. Envestnet may rely on information provided by third parties, such as recognized independent quotation and valuation services. STIS believes that this information is reliable; however, STIS will not independently verify the accuracy of the information provided by these services. A copy of the report will be sent by STIS to client upon request.

If the client chooses to receive Performance Reports, they will be available to the client following the end of each calendar quarter during which the account is open. Clients will not be charged a fee in addition to the Program Fee if they choose to receive Performance Reports. Clients should compare their performance report information to their monthly or quarterly account statements from NFS and should report any discrepancies to their STIS Advisor.

#### **PAYMENT FOR CLIENT REFERRALS**

SunTrust Bank employees are paid a nominal referral fee for making general referrals of customers to STIS. **See Other Financial Industry Activities and Affiliations, SunTrust Bank Referral Incentive Plan, above for details.**

#### **AMC Fund Select Tactical, AMC Fund Select Tactical - Focus, AMC Pinnacle and AMC Premier**

#### **CPA and Attorney Solicitor Program (Program is on Hold)**

This solicitation arrangement allows licensed Certified Public Accountants and Attorneys (“Eligible Candidates”) to act as solicitors and to refer eligible clients (“eligible clients”) to STIS for investment advisory services and receive compensation for such referrals. Eligible Candidates must (i) be eligible under federal, state and local law to solicit investment advisory services for their eligible clients without being required to register as either a SEC registered investment adviser, a state registered investment adviser or a state registered investment adviser representative. STIS will rely upon Eligible Candidate’s attestation that they are eligible to participate in these arrangements; and (ii) undertake a review and approval process by STIS prior to acceptance. Such solicitation arrangements are limited to the advisory services of the firm related to its AMC Fund Select Tactical, AMC Fund Select Tactical - Focus, AMC Pinnacle, and AMC Premier managed account programs. Brokerage and insurance services are not eligible for this solicitation arrangement.

STIS Advisors refer Eligible Candidates to serve as solicitors to their Principal Manager who conducts an initial review of the candidates and may further nominate a candidate to the firm’s Investment Policy Committee for review and approval. Approved candidates (“Solicitors”) enter into a CPA and Attorney Solicitation Agreement with STIS and refer eligible persons to a STIS Advisor who reviews the prospective client’s information related to the firm’s AMC Fund Select Tactical, AMC Pinnacle, and AMC Premier managed account programs. STIS determines whether or not to accept any referred client. STIS compensates the Solicitor from its independent resources in an amount determined by a percentage of the firm’s management fee received from the referred client on a quarterly basis for a three year period. The Solicitor’s fee may vary among Solicitors and may affect STIS’s willingness to enter into discounted fee arrangements with potential clients. Compensation is paid only to the firm with which a Solicitor is professionally associated.

The Advisor supplies the Solicitor with copies of the firm’s approved marketing brochures and current advisory services firm brochure. Solicitors may only describe and explain STIS’ advisory programs. Solicitors may not provide investment advice to Clients. Solicitors may not solicit the same style of managed account programs for other financial services firms while their agreement with STIS is active.

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