

**AMC Advise<sup>SM</sup>**  
**Asset Management Consulting**

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SunTrust Investment Services, Inc.  
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(800) 874-4770  
SEC File Number 801-56443  
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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) and [www.alexanderkey.com](http://www.alexanderkey.com)

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

On July 28, 2010, the Securities and Exchange Commission (“SEC”) adopted amendments to Part 2 of Form ADV (“Firm Brochure”), which is the disclosure document SunTrust Investment Services, Inc. (“STIS”) provides to clients. This Firm Brochure dated March 31, 2011, is a new document prepared according to the SEC’s new requirements and rules. As such, this document materially differs in structure and requires certain new information that the prior Form ADV Part 2 did not require.

In the future, this section of the Firm Brochure will contain only specific material changes that are made to the Firm Brochure, if any, and provides clients with a summary of those changes since the last update.

- BNY Mellon Corporation, the parent company of Lockwood Advisors, Inc. (“Lockwood”), purchased PNC Global Investment Servicing Inc., the parent of PNC Managed Investments Inc. (formerly, ADVISORport, Inc.) in July, 2010.

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## Advisory Business

SunTrust Investment Services, Inc. (“STIS”) is a separate, wholly owned non-bank affiliate of SunTrust Banks, Inc. STIS became a registered broker-dealer under the Securities Exchange Act of 1934, in November of 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 your account is a qualified retirement account, (the “Carrying Broker” or “Custodian” or “NFS”), which also provides custody and execution services for your account. Lockwood Advisors, Inc. (“Lockwood”) provides administrative services which includes fee calculations and performance reporting.

AMC Advise offers clients discretionary, individualized investment management by select STIS Investment Adviser Representatives (“IARs”) for an asset-based fee. Clients do not direct transactions for their accounts. Instead, the client will authorize an IAR to manage the client’s designated assets on a discretionary basis by purchasing and/or selling individual stocks, bonds, mutual funds, closed-end funds, exchange-traded funds, certificates of deposit, money market instruments, depository receipts or other similar instruments relating to any of these securities within guidelines set by the STIS Investment Policy Committee (“IPC”) for portfolio construction and limitation of risk. Limited types of options transactions may be conducted for the account. Investment strategies utilizing margin or short selling are prohibited. Clients retain ownership of all cash, securities, and other instruments in their accounts.

The IAR also provides ongoing advisory services to the client, including client review meetings. If an IAR is unable to manage client accounts or leaves the firm, STIS will continue to render such services and will assign a new IAR to the account.

STIS will collect financial information from clients using an investment questionnaire that identifies the client’s goals, risk tolerance, time horizon, and other factors that influence investment approach, and, based on that information, assist clients in establishing appropriate goals and objectives and an investment strategy for their account. In addition, a client may place reasonable restrictions on the management of the account by designating specific securities or categories of securities that will not be purchased for the account. If a client restricts a general category of securities but does not prohibit the purchase of specific securities, STIS will determine what specific securities fall within that category based on our determination of the primary business of the issuer.

It is the clients’ responsibility to inform STIS of any changes in their financial circumstances or if they wish to change, or impose new, instructions for the management of their accounts. STIS will notify each client in writing quarterly, requesting the client to contact his or her IAR regarding any such changes. Each IAR will consult with clients at least annually to determine if there have been any changes in the clients’ financial situation or investment objectives, and whether clients wish to change, or impose any new, instructions for the management of their accounts.

### Assets Under Management as of December 31, 2010

Discretionary	\$ 177,428,056
Non-Discretionary (Need to add consulting figures)	\$ 4,316,648,731

STIS provides portfolio management for the AMC Fund Select Tactical program at the firm level and receives a portion of the management fee for that service. The firm does not manage any other client accounts, its IARs; however, do manage client accounts either on a discretionary or non-discretionary basis.

## Fees and Compensation

AMC Advise accounts are charged a single asset-based fee (the “Program Fee”) that includes our ongoing client advice and service and the execution, clearing and custodial services of NFS and is deducted from the AMC Advise account or client may have the fee deducted from another account owned by the same client.

The Program 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, and the total relationship between STIS and the client in terms of assets under management or supervision. The exact fee a client pays is specified in his or her client Agreement.

The standard annual Program Fee is determined in accordance with the following schedule.

### Fee Schedule

<u>Assets Under Management</u>	<u>Equity/Balanced</u>	<u>Fixed Income</u>
From \$0 - \$ 500,000	3.00%	1.25%
\$500,001 - \$ 1,000,000	2.20%	1.00%
\$1,000,001 - \$ 2,000,000	1.90%	0.85%
\$2,000,001 - \$ 5,000,000	1.70%	0.75%
\$5,000,001 - \$10,000,000	1.40%	0.65%
Over \$10,000,001	1.25%	0.55%

The minimum quarterly fee is \$500 for equity/balanced accounts and \$250 for fixed income accounts but STIS may adjust the minimum annual fee under certain circumstances. 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.

STIS may discount the Program Fee for employees of STIS and its affiliates.

Clients will not be charged a separate commission for trades executed through NFS; those charges are included in the Program Fee, and STIS will pay NFS’s commissions and other transaction charges (as negotiated between STIS and NFS) for transactions for AMC Advise accounts. Because STIS may incur higher expenses from NFS as the amount of trading in AMC Advise accounts increases, we may have a financial interest in the number of trades an IAR recommends and may have an incentive to seek to limit the extent of trading activity in AMC Advise accounts. Client may be charged other fees associated with their account, see Other Fees and Charges in the **Brokerage Practices** section below.

The initial Program Fee is billed from the date the account is opened on Lockwood’s systems, 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, Program 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. For additional contributions greater than \$25,000 a partial fee will be charged related to the number of days remaining in the calendar quarter.

Program Fees for quarters in which an account is opened or closed are pro-rated as follows: for opening accounts, actual days charged begin with the day after an account is opened and funded and do not include the day of funding. For closing accounts, actual days charged include all days the account has been under supervision during the quarter, including the day the account assets are transferred out of the account; clients are refunded the difference. Program Fees will not be returned for client withdrawals made during a quarter.

In addition to the Program Fees for the Service, clients are subject to certain charges in connection with investments made through the program, including mutual fund/Exchange Traded Fund (“ETF”) advisory, distribution, early redemption or other fees.

Assets in your account(s) may be invested by STIS in shares of a management investment company or mutual fund for which an affiliate of STIS, performs advisory or other services (“Affiliated Fund”), within certain limits, and receives management or other fees for such services (“Affiliated Fund Fees”) that are separate and distinct from the fees that STIS receives pursuant to the investment advisory agreement between you and STIS. If, in the exercise of its investment discretion in accordance with the investment advisory agreement or at your direction, STIS invests a portion of the assets in your account(s) in shares of an Affiliated Fund, you hereby consent to and authorize such investments and STIS’ receipt (to the fullest extent permitted by applicable law) of the Affiliated Fund Fees and the fees it receives pursuant to the investment advisory agreement. In such a case, information about the Affiliated Fund Fees paid to STIS can be found in the prospectus and/or annual report for the Affiliated Fund and you may be provided with additional disclosures or asked to execute additional consents as, and to the extent, required by applicable law. You may terminate your consent and authorization at any time (i) by terminating the investment in the applicable Affiliated Fund, or (ii) by providing written notice to STIS of your intention that this consent and authorization be terminated.

If client is subject to the provisions of ERISA or Section 4975 of the Internal Revenue Code of 1986, the assets invested in an Affiliated Fund will not be included in the Fee calculation.

Money market funds and other mutual funds in which clients may invest (including Affiliated Funds), 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. 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. In addition, we or our affiliate may receive marketing or other payments from exchange-traded investment funds in which client asset-based fee assets may be invested. This practice presents a conflict of interest and gives STIS and its IARs an incentive to recommend investment products based on the compensation received, rather than on a client’s needs. STIS discloses this conflict to its advisory clients in its brochure. STIS’ senior management reviews and approves the fund companies for the firm each year and IARs utilizing money market funds or mutual funds in client portfolios must select from the approved list.

IARs are prohibited from purchasing shares of mutual funds or other pooled investment vehicles such as ETFs with an upfront fee.

Clients have the option to purchase investment products recommended by STIS and its IARs through other brokers or agents that are not affiliated with STIS.

Asset Valuation: For purposes of the computation of the value of any securities or other investments in an AMC Advise account, securities listed on a national securities exchange will be valued, as of the valuation date, at the closing price on the principal exchange on which they are traded. Shares of mutual funds will be valued at 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 pricing sources believed by STIS to be reliable. Any other securities or investments in an account will be valued by NFS in a manner determined in good faith to reflect fair market value. Any such valuation should not be considered a guarantee of any kind whatsoever with respect to the value of the assets in an account. NFS 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.

For purposes of determining the Program Fee charged to an account, the value of all accounts held by members of the same household may be aggregated. Accounts will be treated as part of the same household on a case-by-case basis as

determined by STIS. It is the client's responsibility to request that accounts be treated as part of the same household. Individual retirement accounts and other personal retirement accounts may be aggregated for this purpose, but retirement plan accounts subject to the Employee Retirement Income Security Act of 1974 ("ERISA") may not be aggregated. The aggregation of accounts for this purpose is described in the client Agreement.

For the duration of the client investment advisory agreement, a portion of the Program Fee in connection with the Account may be paid to your IAR and other employees of STIS and its affiliates. Because of this, IARs may have a financial incentive to recommend one program over another program.

AMC Advise may cost clients more or less than purchasing investment advisory services separately. Factors that may bear upon the cost of AMC Advise in relation to the cost of the same services purchased separately may include, among other things, the size and type of the account, the historical and expected size or number of trades for the account, and the number and range of supplemental services provided to the account.

## **Types of Clients**

STIS offers advisory services 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 an AMC Advise account. Our products and services are not guaranteed by SunTrust Banks, Inc., any other bank, or any subsidiary of SunTrust Banks, Inc. Products sold or recommended by STIS are not insured by the Federal Deposit Insurance Corporation.

In general, the minimum account size is \$100,000, but STIS may waive the minimum account size under certain circumstances.

## **Methods of Analysis, Investment Strategies and Risk of Loss**

In managing accounts, the IAR will follow general portfolio construction guidelines established by our IPC concerning asset allocation, economic sectors and position diversification, and fixed income components. The IAR implements specific security selections based on research obtained by us from other sources. STIS currently uses research provided by SunTrust Robinson Humphrey ("STRH"), Credit Suisse First Boston ("CSFB"), Morning Star, NFS and a variety of other research providers. SunTrust Robinson Humphrey, Inc. is an affiliated broker-dealer of STIS Investment Services, Inc. Some research provided by STRH, CSFB or NFS may not be fully disinterested to the extent that it concerns companies with which STRH, CSFB or NFS has, or hopes to have, an investment banking or other business relationship and thus has a conflict of interest in evaluating the companies' securities. Such research may also concern securities for which STRH, CSFB or NFS is a market maker and thus has a conflict of interest. The exact composition and asset allocation of each client portfolio may differ depending on a variety of factors, including the client's specific investment goals, the client's risk tolerance, and overall economic and market conditions.

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

**Bonds:** Investments in bonds are subject to risks. The most significant risk is interest rate risk. Generally, when interest rates rise, bond values fall, values rise when interest rates decline. Other risks include default risk, or the possibility the issuer will default on the payment of interest and/or principal; call risk, or the possibility the issuer will redeem the bond before maturity; and inflation risk, or the possibility that inflation will outpace the bond's return.

**Brokered Certificates of Deposit ("CDs"):** All brokered CDs will fluctuate in value between purchase date and maturity date. CDs may be sold on the secondary market prior to maturity subject to market conditions, which may be limited. Any CD sold prior to maturity may be subject to a substantial gain or loss. The original face amount of the purchase is not

guaranteed if the position is sold prior to maturity. If a CD has a call provision, the issuer has sole discretion whether to call the CD. If an issuer calls a CD, there is a risk to the investor that the investor will be forced to reinvest at a less favorable interest rate.

Closed-end Funds: The value of any closed-end fund will fluctuate with the value of the underlying securities.

Exchange-Traded-Funds: Exchange-Traded-Funds (“ETFs”) 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.

Floating Rate Funds: Securities with floating interest rates generally are less sensitive to interest rate changes but may decline in value if their interest rates do not rise as much, or as quickly, as prevailing interest rates. Unlike fixed-rate securities, floating rate securities generally will not increase in value if interest rates decline. Changes in interest rates also will affect the amount of interest income the Fund earns on its floating rate investments. Floating rate securities involve liquidity risk, which may affect the ability of investors to buy and sell them at the desired time or price.

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 your investment at \$1.00 per share, it is possible to lose money by investing in the Fund.

Options: Options trading entails significant risk and is not suitable for all investors. For a current options disclosure document, please call the Centralized Supervision Group, 804.594.1167. Investors should consult with their tax advisor in order to determine tax implications of options transactions. Supporting documentation for any claims, if applicable, will be furnished upon request.

SunTrust Index-linked CDs (“SILCs”): Investments in SILCs involve the following: You might not earn a return on your investment and you might not be able to sell your SILC in the secondary market prior to the maturity date. The return on SILCs may be less than the return on the underlying index. Your return, if any, may be lower than the return on other available investments.

Participation in market returns is subject to limitation and to the application of a participation factor or cap, which would reduce the return on the SILC. The indexed amount may be subject to the application of a participation factor, which will reduce the indexed amount. Details on return calculations can be found in the Supplemental disclosure statement for each issuance. Call 1.800.526.1177 for a supplemental disclosure statement.

Return of principal is only guaranteed when SILCs are held to maturity. If sold prior to maturity, you may receive significantly less than your original investment. Each SILC CD owner is insured by the FDIC up to \$250,000.

Unit Investment Trust: The value of any UIT will fluctuate with the value of the underlying securities and market conditions.

Cash Balances: Client accounts are set up with either a money market or FDIC sweep option for investment of cash. Money market funds are generally included in the fee calculation, whereas FDIC assets are not included in the fee calculation.



Annuities: Annuities associated with AMC Advise Program Account. If I purchase an annuity and associate it with my AMC Advise program account, and STIS receives or has received a commission for such purchase, I understand that:

- My SunTrust Investment Services, Inc. Adviser will not include the annuity in any advice given in my AMC Advise program account;
- My annuity will not be included in the AMC Advise program fee;
- My annuity will be reflected on my underlying AMC Advise program account statement under the Assets Held Away section;
- SunTrust Investment Services, Inc. may act in a principal capacity with respect to such annuity.

However, I understand that if I purchase an advisory eligible annuity (STIS does not receive a commission for such purchase) in my AMC Advise program account, such annuity is included both in the advice given to me by my SunTrust Investment Services, Inc. Adviser and in the fee charged to my AMC Advise program account. Further, I understand that the annuity will be reflected on my AMC Advise program account statement, and that SunTrust Investment Services, Inc. may act in a principal capacity with respect to such annuity and I have given my consent to the transaction.

## **Disciplinary Information**

5/17/05 Securities and Exchange Commission File Number: 3-11924, Cease-and-Desist and Censure

The SEC alleged that between 2001 and 2002, STIS sold class A share mutual funds without providing certain customers with reductions on front-end loads or 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 break point 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.

6/29/05 NASD Case Number: 20042000229-01, Monetary Fine: \$15,000 and Censure

STIS submitted a Letter of Acceptance, Waiver and Consent ("AWC") in which the firm was censured, fined \$15,000 and required to revise its written supervisory procedures regarding compliance and applicable securities laws and regulations and rules relating to Trade Reporting and Compliance Engine ("TRACE") securities. TRACE facilitates the mandatory reporting of over the counter secondary market transactions in eligible fixed income securities. Without admitting or denying the allegations, STIS consented to the described sanctions and to the entry of findings that it failed to report transactions in TRACE-eligible securities in a timely fashion, that the firm's supervisory system did not provide for supervision reasonably designed to achieve compliance with respect to applicable securities laws and regulations, and NASD rules relating to TRACE reporting.

8/7/06 NASD Case Number: EAF0401290001, Monetary Fine: \$150,000 and Censure

STIS submitted a letter of AWC in which the firm was censured and fined \$150,000. Without admitting or denying the findings, STIS consented to the described sanctions and to the entry of findings that it failed to retain emails in compliance with the three-year retention requirement of Section 17(a) of the Securities Exchange Act of 1934 and SEC rule 17a-4.

7/30/07 Maryland Securities Commission Case Number: FA 2000-2028; 2006-043, Monetary Fine: \$4,500.

Maryland Securities Commission alleged that STIS investment advisory representatives were not properly registered with the State of Maryland. STIS refunded advisory fees equal to amount allocated to the investment advisory representative for the period of time that a STIS employee was not registered as an investment advisory representative in Maryland, agreed to follow compliance policies and procedures designed to prevent any future unregistered investment adviser representative activities and paid a fine of \$4,500.

7/22/10 FINRA Case Number: 2006007105102, Monetary Fine: \$900,000 and Censure

FINRA alleged violations of NASD Conduct Rules 2110, 2310 and 3010. Specifically, FINRA alleged that STIS, through two former brokers, recommended unsuitable short-term unit investment trusts (“UIT”), closed end funds (“CEF”) and mutual fund transactions and recommended unsuitable transactions on margin; that STIS failed to supervise two brokers, and that STIS failed to ensure that customers received the most favorable sales charge discounts on certain UIT purchases. In addition, FINRA alleged that STIS lacked adequate systems and procedures relating to UITs, CEFs and margin accounts. Without admitting or denying the allegations, STIS settled the matter by agreeing to the entry of FINRA’s findings, to a censure and to a monetary fine of \$900,000, disgorgement of \$223,997 in commissions, and to the repayment of \$539,371.28 plus interest for applicable rollover or exchange discounts to 17 customers.

## **Other Financial Industry Activities and Affiliations**

SunTrust Investment Services, Inc. (“STIS”) 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 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 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 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. IARs 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, RidgeWorth Capital Management, Inc. (“RidgeWorth”). Under the agreement, STIS IARs solicit clients for RidgeWorth’s advisory services and STIS receives compensation for the solicitations. STIS also has a services agreement with RidgeWorth for various services that STIS provides to shareholders of RidgeWorth Funds which are advised by RidgeWorth. These services may include 1) shareholder record keeping and account services, 2) providing information to our clients regarding the funds, and 3) recommending shares of the funds for investment. STIS may also provide other services not listed here which are beneficial to the funds. These fees are paid from RidgeWorth’s corporate funds.

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 at lower costs than could be provided by external vendors.

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

**Referral Incentive Plan:** Under the plan, SunTrust Bank employees are 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. STIS reimburses the SunTrust Bank for the referral fees the Bank pays.

Neither STRH nor SunTrust Bank compensates STIS for placement of fee-based CDs purchases in applicable AMC advisory program accounts. However, due to STRH's investment banking activities, STIS may have an incentive to recommend those securities in which either STRH brings to the market and/or acts as a market maker or SunTrust Bank issues, as in the case with the fee-based CDs. STIS has several product committees that review each new security offering, including initial public offerings and private placement offerings, whether from an affiliated or unaffiliated firm to determine whether or not to allow the security in its investment program. STIS prohibits purchases of securities that have an upfront commission, concession or load in any AMC advisory program account.

Because we are affiliated with the investment adviser of the RidgeWorth Funds, we may have an incentive to recommend or purchase these funds over non-affiliated mutual fund shares in our applicable AMC advisory program accounts. STIS prohibits assessment of investment advisory fees on shares of RidgeWorth Funds in AMC advisory program accounts which are subject to ERISA or Section 4975 of the Internal Revenue Code of 1986. Further, the firm limits the percentage of a client's portfolio invested in these affiliated funds to 35% in the AMC Advise program accounts. STIS' senior management reviews and approves the fund companies, affiliated and non-affiliated, for the firm each year.

The compensation received from SunTrust Bank and/or RidgeWorth for soliciting advisory clients, which is disclosed to you in a disclosure statement, is typically equal to a percentage of the investment advisory fee charged by the affiliated adviser and may range up to sixty five percent of the advisory fee. Because we receive compensation from these affiliated advisers for referring clients and because such compensation may differ depending on the individual agreement with each affiliated adviser, we may have an incentive to recommend one of these investment advisers over a non-affiliated adviser with which we have a less favorable compensation arrangement. No client referred by us is charged any additional amount over the affiliated adviser's advisory fee as a result of the agreement between us and the affiliated adviser.

## **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 IAR.

### *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 you or 2) considered for purchase or sale for you. 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 IARs may not purchase securities issued or guaranteed by SunTrust Banks, Inc. or purchase or recommend the purchase of securities issued by The Coca Cola Company.

SunTrust Bank, its affiliates and their employees may make political and charitable contributions to various persons and organizations. The ensuing goodwill may result in added business to STIS

## **Brokerage Practices**

Clients must open a STIS brokerage account when opening an AMC Advise account. STIS uses NFS as the clearing broker for custody, trade execution and clearing, trade confirmations and regular monthly statements of positions and account activity. NFS also provides STIS with electronic execution facilities, research that we may use in managing client accounts, and software that includes other research and execution-related features, such as account information, market data, analytical tools, reporting, and investment planning tools.

In the interests of simplicity or better trade execution, an IAR may, but is not required to, aggregate orders for client accounts with orders for other client accounts managed by that IAR. Orders generally will not be aggregated among accounts managed by different IARs. If an IAR aggregates orders for multiple client accounts, those client accounts will receive the average price for those trades. Partial fills of a block security transaction will be allocated among clients on a pro rata basis, rounded to a reasonable degree.

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 your 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.

We may also receive a benefit from the possession and temporary investment of cash balances in client accounts before investment, whether in a sweep arrangement or otherwise. In certain advisory service programs, cash balances may earn interest payable by STIS at a rate comparable to the U.S. Treasury 90-day bill rate. In such cases, STIS will obtain a benefit from the possession and temporary investment of the cash balances in client accounts, in addition to the fees described herein.

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 Program Fee.

**Class Actions:** 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 on behalf of the client.

STIS does not have any soft-dollar arrangements.

## **Review of Accounts**

Supervisory reviews are conducted by the firm's Central Supervision Group, which consists of a Group Supervisory Specialist Manager, three Group Supervisory Specialist ("GSS") Team Leads and 20 to 22 Group Supervisory Specialists who report to their respective GSS Team Leads.

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 AMC Advise accounts via alerts and filters on a daily basis.

Clients receive confirmations from NFS when a trade is executed in their account; 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 statements from NFS if there has been activity in their account otherwise the client receives a quarterly brokerage statement. Such statements reflect the activity in the account during the specific time period.

Lockwood will prepare Quarterly Reports ("Reports") which compares the client's account to leading securities market indices. Lockwood 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 IAR.

## **Client Referrals and Other Compensation**

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

## **Custody**

Clients receive monthly and/or quarterly account statements from NFS and clients should review these carefully.

## **Investment Discretion**

By signing of the AMC Advise client agreement, client grants STIS complete and unlimited discretionary trading authorization over the account and appoints STIS as client's agent and attorney-in-fact with respect to the same. STIS may, in its sole discretion and at client's risk, purchase, sell, exchange, convert, and otherwise trade the securities and other investments in the account as well as arrange for delivery and payment in connection with the above and act on behalf of client in all other matters necessary or incidental to the handling of the account.

The power of attorney shall not be affected by the subsequent death or incapacity of client. If, in the event of client's death, STIS acts in good faith pursuant to this trading authorization without actual knowledge of client's death, any action so taken, unless otherwise invalid or unenforceable, shall be binding on client's successors in interest. In the event of client's death, STIS is authorized to liquidate any or all property in the account whenever STIS, in its sole discretion, considers it necessary to do so for its protection or for the protection of the assets in the account. This trading authorization is a continuing one and shall remain in full force and effect until terminated by client or STIS in writing. The termination of this authorization will constitute a termination of the investment management agreement.

Client may request in writing that certain specified securities, or certain categories of securities, not be purchased for the Account. If client restricts a general category of securities but does not prohibit the purchase of specific securities, STIS will determine what specific securities fall within that category based on our determination of the primary business of the issuer. STIS will notify client in writing quarterly, requesting client to contact STIS about any changes in client's financial situation or investment objectives, and whether client wishes to change, or impose any new, instructions for the management of the account.

## **Voting Client Securities**

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. Client (or the plan fiduciary in the case of an account subject to ERISA) expressly retains the authority and responsibility for the voting of such proxies.

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