

# Consulting Services

## Asset Management Consulting

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SunTrust Investment Services, Inc.

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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)

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 Advisory Services Firm Brochure was February 28, 2013. There have been no material changes since the last update.

## **Table of Contents**

<b>Cover Page</b>	<b>1</b>
<b>Material Changes</b>	<b>2</b>
<b>Table of Contents</b>	<b>3</b>
<b>Advisory Business</b>	<b>4</b>
<b>Consulting Services</b>	<b>4</b>
<b>Fees and Compensation</b>	<b>5</b>
<b>Types of Clients</b>	<b>7</b>
<b>Methods of Analysis, Investment Strategies and Risk of Loss</b>	<b>7</b>
<b>Disciplinary Information</b>	<b>7</b>
<b>Other Financial Industry Activities and Affiliations</b>	<b>8</b>
<b>Code of Ethics, Participation in Client Transactions</b>	
<b>Personal Trading and Political Contributions</b>	<b>10</b>
<b>Brokerage Practices</b>	<b>11</b>
<b>Review of Accounts</b>	<b>11</b>
<b>Client Referrals and Other Compensation</b>	<b>11</b>
<b>Custody</b>	<b>11</b>
<b>Index</b>	<b>12</b>

## **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").

### Consulting Services

STIS provides consulting services as described below:

*Asset Allocation and Investment Policy.* STIS provides assistance in the development and preparation of asset allocation studies and investment policy statements for sophisticated investors. These services typically involve analyzing your liquidity requirements, performance goals and risk tolerance levels as described to STIS by you. An investment policy statement characteristically includes your liquidity requirements, performance goals and risk tolerance levels and establishment of investment objectives and guidelines.

*Recommendations as to the Investment and Reinvestment of Assets:* STIS identifies and presents investment advisers, including affiliated investment advisers, mutual funds and other pooled investment vehicles and provides recommended transactions (buy, sell, exchange), related to assets in client's accounts that include, but not limited to, common and preferred stocks, shares in mutual funds, closed-end funds, exchange traded funds, separately managed accounts, options, warrants, rights and corporate, municipal or government bonds, notes or bills.

*Research of Services for Participant Directed Retirement Plans.* In addition to the other mutual fund consulting services, STIS provides certain services specifically designed to meet the needs of participant directed plans. These services include assistance in determining the type and number of investment alternatives to be offered to plan participants; development of criteria to be used in selecting service providers; evaluation of the relative merits of bundled and unbundled record keeping/investment service providers; evaluation of proposal(s) received from prospective service providers; and investment education, which may include enrollment seminars and written educational materials.

*Investment Adviser & Fund Performance Monitoring & Evaluation.* STIS will provide performance reports on a periodic basis for mutual funds and/or managed accounts. These portfolio review reports provide you with a summary of assets at the beginning and the end of the period, including contributions and withdrawals, and industry standard time-weighted rates of return. The reports also include graphic and tabular presentations of performance including comparisons to appropriate capital market indices, inflation and stated client goals, performance attribution and risk/return analyses. STIS also creates portfolio review reports based upon custody statements for client accounts and information obtained and analyzed from a wide variety of public and private sources. Although the information collected by us is believed to be reliable, STIS does not independently verify this information nor does STIS guarantee the accuracy or validity of such information.

### Retirement income process Analysis.

STIS utilizes the Retirement income process powered by LifeYield ROI™ program to analyze client assets in multiple accounts, qualified and non-qualified, tax exempt, brokerage, advisory and insurance and generates liquidating transactions based on client's desired cash flow. The analysis seeks to minimize taxes while maximizing cash flow, or cash harvesting, but STIS does not guarantee such will be achieved.

The advice given is solely directed at funding the client's cash flow needs and does not include asset management. The tax information contained or provided in connection with the use of the Retirement income process application is general in nature, is provided for informational purposes only, and should not be construed as legal or tax advice. STIS, its employees, contractors and affiliates do not provide legal or tax advice. STIS cannot guarantee that such information is accurate, complete, or timely. Laws of a particular state or laws which may be applicable to a particular situation may have an impact on the applicability, accuracy, or completeness of such information. Federal and state laws and regulations are complex and are subject to change. Changes in such laws and regulations may have a material impact on pre- and/or after-tax investment results. STIS makes no warranties with regard to such information or results obtained by its use. STIS disclaims any liability arising out of your use of, or any tax position taken in reliance on, such information. Always consult an attorney or tax professional regarding your specific legal or tax situation.

Use of the Retirement income process application is provided as a convenience to help you manage cash flow from your investments. Reliance on it for any other purpose, including the calculation and preparation of income tax estimates or returns, is beyond the scope of the program. Access to Retirement income process is provided on an "as-is and as available" basis, and STIS and its employees, contractors, affiliates, successors and assigns make no warranty with regard to the accuracy of its tax calculations, tax effects or tax results. You should consult with your own tax professionals concerning specific tax circumstances.

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. STIS Advisors, however, do manage client accounts either on a discretionary or non-discretionary basis.

#### Assets Under Management as of September 30, 2012

Discretionary	\$ 2,196,558,505
Non-Discretionary	\$ 4,329,860,199

#### **Fees and Compensation**

##### Investment Consulting Services Fees

STIS offers clients several options for the payment of fees for our investment consulting services. These fees are negotiable. You may agree to pay a fixed fee, an asset-based fee or a reduced fee based on your use of STIS brokerage services. STIS will reduce our fees in whole or in part, at the option of the client and/or the client's manager, to reflect commissions at a specified conversion ratio on trades executed through us during the immediately preceding quarter. In our sole discretion, STIS may also reduce our fees to reflect commissions on trades executed through STIS during periods before the preceding quarter that have not previously been credited against our fees. Clients are billed quarterly, in arrears. Fees are pro-rated for accounts that are opened or closed during the quarter.

The fee structure for Investment Consulting Services is negotiable and can be a fixed dollar or a percentage of the client's assets. The following fee schedule applies:

##### Fee Schedule

\$0 - \$500,000	2.25%
Next \$500,000	1.25%
Next \$4,000,000	1.00%
Over \$5,000,000	0.75%

#### Retirement income process Fees

Retirement income process fees are negotiable and are based on a percentage of total client assets. The fee is calculated on all client assets including qualified and non-qualified, tax exempt, brokerage, advisory and insurance, identified by client and included in the analysis. Clients are billed quarterly, in arrears. Fees are pro-rated for accounts that are opened or closed during the quarter.

In no event will a refund of fees paid be made if all or part of the intended tax consequences anticipated by the Retirement income process application are not sustained. It is our mutual intent that the transactions contemplated herein are not contractual protection transactions for purposes of Section 1.6011-4(b)(4) (or any successor provision) of the Treasury Regulations promulgated under Section 6011 of the Internal Revenue Code of 1986, as amended, and any comparable provision in the law of any other jurisdiction.

STIS may discount the any or all of the fees for employees of STIS and its affiliates.

Recommendations may be made to invest client assets in mutual funds or pooled investment vehicles, including ETFs, which, in addition to the consulting fee, incur the internal management and operating fees and expenses, mutual fund management fees, early termination fees (which may include fees on whole or partial liquidations of these assets) and other fees and expenses that may be assessed by the investment vehicle's sponsor, custodian, transfer agent, adviser, shareholder service provider or other service providers. Such fees are not included in the consulting fee. Further information regarding charges and fees assessed may be found in the appropriate prospectus, and/or annual report and/or custodial agreement.

Recommendations may be made to invest Client assets 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 that STIS receives pursuant to the investment advisory agreement. If, in the exercise of its investment management in accordance with the client Agreement or at your direction, STIS recommends investing a portion of your assets 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 client 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.

For purposes of determining the fee charged to a client, STIS uses the custodian's quarterly statement which includes the asset values.

For the duration of this Agreement, a portion of the fee may be paid to your STIS Advisor and other employees of STIS and its affiliates. Because of this, STIS Advisors may have a financial incentive to recommend one program over another program.

These services may cost clients more or less than purchasing investment advisory services separately. Factors that may bear upon the cost 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 advisory services. Our products and services are not guaranteed by SunTrust Bank, any bank, or any subsidiary of SunTrust Banks, Inc. Products sold or recommended by STIS are not insured by the Federal Deposit Insurance Corporation unless specifically stated in a limited number of bank investments.

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

The main sources of information STIS Advisers use include financial newspapers and magazines, inspections of corporate activities, research material prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission and company press releases.

Investment strategies used to implement investment advice given to clients include longer term purchases (securities held at least one year), short term purchases (securities sold within a year), trading (securities sold within 30 days), margin transactions and option writing, including covered options, uncovered options or spreading strategies.

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

### **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.

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

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 firm's advisers 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 advisers 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 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. Advisers 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 advisers 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.

**Investment Management and Due Diligence Agreement:** **AMC Fund Select Advisor, AMC Fund Select Tactical 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 discretionary 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 Premier and AMC Pinnacle programs.

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 unless the program's fee structure allows for commissions versus an asset based fee.

Because STIS is affiliated with the investment adviser of the RidgeWorth Funds, STIS 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 STIS receives compensation from these affiliated advisers for referring clients and because such compensation may differ depending on the individual agreement with each affiliated adviser, STIS may have an incentive to recommend one of these investment advisers over a non-affiliated adviser with which STIS has 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, Personal Trading and Political Contributions**

### **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 your STIS Advisor.

### **Participation in Client Transactions**

STIS and our investment personnel may recommend securities in which STIS or our investment personnel or employees have a financial interest or control relationship directly or indirectly, and STIS or our investment personnel may buy and sell securities that STIS 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 by STIS employees must be conducted in compliance with all applicable laws and procedures adopted by STIS.

### **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.

### 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 contributions policy. The ensuing goodwill may result in added business to STIS

### **Brokerage Practices**

Generally, financial planning, asset allocation and consulting services clients do not have a STIS brokerage account; however, due to anti-money laundering aspects, clients must open a STIS brokerage account upon signing an advisory services agreement.

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.

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, Group Supervisory Specialist ("GSS") Team Leads and Group Supervisory Specialists who report to their respective GSS Team Leads.

Each GSS Team Lead and their GSS Team are responsible for reviewing advisory services account opening documentation, recommendations made and the annual review process, among other items for their designated areas.

### **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**

Consulting service client assets subject to these advisory services are generally held away from STIS at another financial institution. Clients should review these custodian statements carefully due to the STIS fee being calculated on these figures.

## Index

<u>Section</u>	<u>Page</u>
Cover Page	1
Material Changes	2
Table of Contents	3
Advisory Business	4
Consulting Services	4
Fees and Compensation	5
Performance Fees and Side-By-Side Management	(Not applicable to STIS, not included)
Types of Clients	7
Methods of Analysis, Investment Strategies and Risk of Loss	7
Disciplinary Information	7
Other Financial Industry Activities and Affiliations	8
Code of Ethics, Participation in Client Transactions	
Personal Trading and Political Contributions	10
Brokerage Practices	11
Review of Accounts	11
Client Referrals and Other Compensation	11
Custody	11
Investment Discretion	(Not applicable to STIS, not included)
Voting Client Securities	(Not applicable to STIS, not included)
Financial Information	(Not applicable to STIS, not included)
Index	12