

# **AMC Premier<sup>SM</sup>**

## **Asset Management Consulting**

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SunTrust Investment Services, Inc.

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SEC File Number 801-56443

April 1, 2013

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 Premier Firm Brochure was February 28, 2013. The following are the material changes since the last update.

Firm Management Changes: Mr. John Rhett, President, CEO and Chairman of SunTrust Investment Services, Inc. since December, 2006, retired effective February 1, 2013.

Effective February 1, 2013, Mr. Willem Hattink, became President and CEO of STIS. Mr. Hattink served as a director for STIS since February, 2010.

Effective February 1, 2013, Mr. Theodore "Ted" Bowden became Chief Operating Officer for STIS. Mr. Bowden served as Deputy Chief Compliance Officer and Compliance Director of Products and Surveillance since March, 2012 and as Compliance Director of Products and Surveillance from September, 2010 to March, 2012.

Effective February 1, 2013, Laura Allison Dukes became a director.

The fee structure for the program changed to the following:

### **EQUITY**

<b><u>AUM</u></b>	<b><u>Annual Fee</u></b>
First \$250,000	3.00%
Next \$250,000	2.50%
Next \$500,000	2.25%
Next \$1,000,000	2.00%
Next \$3,000,000	1.75%
Next \$5,000,000	1.50%
Above \$10,000,000	1.25

### **FIXED INCOME**

<b><u>AUM</u></b>	<b><u>Annual Fee</u></b>
First \$250,000	1.50%
Next \$250,000	1.35%
Next \$500,000	1.25%
Next \$1,000,000	1.00%
Next \$3,000,000	0.85%
Next \$5,000,000	0.80%
Above \$10,000,000	0.75%

Legacy accounts opened prior to April 1, 2013, will not be affected by the change.

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### **Services, Fees and Compensation**

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 client's account is a qualified retirement account, (the "Carrying Broker" or "Custodian" or "NFS"). Custodian also provides custody and execution services for client's account. The investment advisory services related to AMC Premier (or the "Service") are provided by STIS. STIS acts as sponsor, as defined in Rule 3(a)-4 of the Investment Company Act of 1940, as amended, of the Service.

AMC Premier offers clients the portfolio management services of a select, pre-screened group of investment managers ("Managers"), available through STIS, who contracts with the Managers and conducts ongoing reviews of 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 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. Should the client wish to retain the fired Manager, the client will be required to sign a direct contracted agreement with the Manager.

If the client decides to maintain a relationship with a Manager that is no longer participating in program and the client is eligible to become an individual client of the Manager (or the Manager agrees to waive or modify any eligibility requirements), the client's assets managed by that Manager will no longer be included as part of an AMC Premier account, and the client will be required to enter into a separate written agreement with that Manager. In such a situation, the client will pay the Manager's fee separately from the asset-based AMC Advantage program fee. In such situations, the client should receive and review the firm's Brochure for the AMC Advantage Program and the respective Manager's firm Brochure prior to making such decision.

### **Multi-Strategy Account**

The Multi-Strategy Account ("MSA") 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").

## Fees

### AMC Premier

AMC Premier accounts are charged a single asset-based fee (the “Service Fee”) that includes STIS’ ongoing client advice and service, the Manager’s services and the execution and custodial services provided by 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 Service 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.

The maximum annual Service Fee is determined as follows:

#### **AMC PREMIER NON-MSA SERVICE FEE**

Assets Under Management	Annual Fee	
	Equity/Balanced Accounts	Fixed Income Accounts
From \$0 – \$250,000	3.00%	1.50%
\$250,001 – \$500,000	2.50%	1.35%
\$500,001 – \$1,000,000	2.25%	1.25%
\$1,000,001 - \$2,000,000	2.00%	1.00%
\$2,000,001 - \$5,000,000	1.75%	0.85%
\$5,000,001 - \$10,000,000	1.50%	0.80%
Over \$10,000,001	1.25%	0.75%

### AMC Premier MSA

AMC Premier MSA accounts are also charged a single asset-based fee (the “Service Fee”) that includes STIS’ ongoing client advice and service and the execution and custodial services provided by NFS, except those charges that, as described in this section under **Other fees or charges** below, will be paid by the client. The Service 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 maximum annual Service Fee is determined as follows:

#### **AMC PREMIER MSA SERVICE FEE**

Assets Under Management	Annual Fee	
	Standard MSA Accounts	Tax-Managed MSA Accounts
From \$0 – \$250,000	3.00%	3.00%
\$250,001 – \$500,000	2.50%	2.50%
\$500,001 – \$1,000,000	2.25%	2.25%
\$1,000,001 - \$2,000,000	2.00%	2.00%
\$2,000,001 - \$5,000,000	1.75%	1.75%
\$5,000,001 - \$10,000,000	1.50%	1.50%
Over \$10,000,001	1.25%	1.25%

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

The minimum quarterly fee is \$625 for equity/balanced accounts and \$312.50 for fixed income accounts but STIS may adjust the minimum annual fee under certain circumstances. Each account is subject to the minimum quarterly fee, even if the balance falls below the minimum investment. 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 3.00% or 1.50% of the Assets Under Management, respectively. 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. Advisers whose Client account(s) have incurred a minimum annual or quarterly fee may be sent communication requesting that they review their Client's situation to determine whether the program remains suitable for the Client.

#### Manager Fees

STIS has entered into master contract arrangements with Managers who have agreed to manage client accounts using the AMC Premier program. In general, each participating Manager charges a fee (the "Manager Fee") of 50 basis points (0.50%) for equity/balanced accounts and 35 basis points (0.35%) for fixed income accounts. 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 Service Fee. Future changes in the Manager Fee may or may not result in a change in the Service Fee charged to Clients.

An initial Service 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. 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 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. Deposits of \$25,000 and over will be charged a pro-rata fee for the balance of the calendar quarter. Fees will not be returned for client withdrawals made during a quarter. If the size of an account falls below the minimum account size, STIS may require that the account be closed.

Clients who pay asset-based fees for a variety of services may pay more or less for such services than if they purchased such services separately. Factors that may bear upon the cost of AMC Premier 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.

#### Compensation

For the duration of the investment advisory agreement between client and STIS ("Client Agreement"), a portion of the Service Fee in connection with the AMC Premier account(s) may be paid to client's Investment Advisory Representative ("IAR" or "Advisor") and other employees of STIS and its affiliates. Because of this, Advisors may have a financial incentive to recommend one program over another program.

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

### Valuation

For purposes of the computation of the market value of any securities or other investments in an 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 and exchange traded funds will generally 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 NFS or 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.

### 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.

### 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 Service Fee.

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.

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

In exercising its investment discretion over client accounts, the Manager may invest assets in client's account(s) in shares of a management investment company or mutual fund for which Manager and/or an affiliate of Manager or STIS or an affiliate of STIS, performs advisory or other services ("Affiliated Fund") and receives management or other fees for such services ("Affiliated Fund Fees") that are separate and distinct from the fees that Manager and STIS receive pursuant to the investment advisory agreement between client and STIS. In the exercise of its investment discretion in accordance with the investment advisory agreement or at client's direction, Manager may invest a portion of the assets in client's account(s) in shares of an Affiliated Fund. STIS may receive (to the fullest extent permitted by applicable law) the Affiliated Fund Fees and the Service Fees it receives pursuant to the investment advisory agreement. Information about the Affiliated Fund Fees paid to STIS can be found in the prospectus and/or annual report for the Affiliated Fund and client may be provided with additional disclosure or asked to execute additional consents as, and to the extent, required by applicable law. Client may terminate their 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 client's 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 Service Fee calculation.

Money market funds and other mutual funds, including ETFs 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.

STIS and its affiliates may have a variety of banking, financial, or service relationships with (1) mutual funds/ETFs participating in the Service, (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 Service. 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 Service and are used, in part, to offset the costs of administering the Service.

#### **Account Requirements and Types of Clients**

There generally is a \$100,000 minimum account size for each managed account, although some Managers participating in the Programs may have higher or lower minimum account sizes. There is generally an account minimum of \$150,000 on MSA accounts, although certain strategies may require a higher account minimum.

As a general matter, Managers will use the execution services of NFS and its affiliates to effect transactions for the purchase and/or sale of securities and other investments in AMC Premier accounts. Clients will not be charged a separate commission or other transaction charge for trades executed through NFS; such charges are included in the Service Fee, and STIS will pay NFS's commissions and other separate transaction charges (as negotiated between STIS and NFS) for transactions for AMC Premier accounts, with the exception of those charges that, as described in the **Services, Fees and Compensation Section** under Other fees or charges above, which will be paid by the client. Because STIS may incur higher expenses from NFS as the amount of trading in AMC Premier accounts increase, STIS may have a financial interest in the number of trades a Manager recommends and may have an incentive to seek to limit the extent of trading activity in AMC Premier accounts by recommending Managers with historically lower portfolio turnover. NFS also provides STIS with electronic execution facilities, research that STIS 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.

Managers will execute equity transactions through a broker or dealer other than NFS only when a Manager reasonably believes in good faith that such other broker or dealer will provide better execution than would be the case if the transaction were executed through NFS. By directing a Manager to execute transactions for client accounts through NFS, a client may obtain less favorable net price and quality of execution than Manager's other clients whose trades are executed through another broker-dealer selected by Manager. Any such disparity in price or execution quality is likely to be greatest with less liquid fixed income securities, such as municipal bonds, or less liquid securities issued by corporations or government or agency issuers. Clients may forego benefits that a Manager may be able to obtain for its other clients through, for example, negotiating volume discounts or block trades.

In evaluating which broker or dealer will provide better execution, a Manager may consider the full range and quality of a broker's or dealer's services, including, among other things, the value of research provided as well as execution capability, commission rate, financial responsibility and responsiveness. A Manager may select broker-



dealers that provide the Manager with research or other transaction-related services and may cause the client to pay such broker-dealer commissions for effecting transactions in excess of the commissions other broker-dealers may have charged. Brokerage commissions and other fees and charges imposed if a Manager chooses to effect equity securities transactions for the client's account with or through a broker-dealer other than NFS are not included in the Service Fee, but will be included in the net purchase or sales price of the security and in addition to the Service Fee. For details regarding a Manager's execution practices, the client should consult the Manager's Brochure.

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. AMC Premier is 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 Service.

#### **Portfolio Manager Selection and Evaluation**

Using an investment questionnaire, STIS Advisers will collect financial and demographic information from clients to assist clients in establishing appropriate goals and objectives and an investment policy for their investment portfolio(s). This information is used to formulate an asset allocation recommendation and to identify Managers appropriate for the investment account. STIS also provides clients with information on Managers and makes recommendations to clients regarding the hiring (and terminating) of Managers. The client must authorize the recommended Manager(s) to exercise discretionary trading authority over that portion of the client's account delegated to the Manager(s).

Descriptive information provided to clients about Managers participating in the AMC Premier Program is prepared by STIS based on information provided by the Managers. The continued accuracy and completeness of the information is the responsibility of the Manager. STIS will update the information from time to time based on information provided by the Manager or obtained from other sources. While STIS believes that the information is accurate, we do not independently verify or guarantee the accuracy or completeness of the information, and we have no responsibility for the content of the Manager descriptions. Client should read the related Manager's disclosure documents before investing in this program.

It is the Clients' duty to inform STIS of any changes in their financial circumstances or if they wish to change, or impose any new, instructions for the management of their accounts. STIS will notify each client in writing quarterly, requesting the client to contact STIS regarding any such changes. STIS will attempt to 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 account. Information received by the Advisor is submitted to the Manager(s).

**Advisory Business**SMA Program

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

MSA program

STIS acts as Investment Manager with investment decision making responsibilities. STIS Advisers may recommend this program to clients and manage the client relationship.

Model program accounts

STIS acts as Investment Manager with investment decision making responsibilities. STIS Advisers may recommend this program to clients and manage the client relationship.

Client Restrictions

Clients may put reasonable restrictions on the investments in their AMC Pinnacle 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' adviser will work with the client to determine a potential alternative.

STIS' Portfolio Management

STIS provides portfolio management services for AMC Premier MSA and certain model accounts, AMC Fund Select Advisor, AMC Fund Select Tactical and AMC Pinnacle wrap programs at the firm level. The firm receives a portion of the Program Fee for its services. The firm does not manage any other client accounts. Its advisers, 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**

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 Service and to make recommendations to STIS related to such due diligence. STIS' IPC has the authority to approve or reject the recommendations made by SunTrust Bank.

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

Manager Models

STIS has agreements with third-party non-affiliated providers for their investment models. These Managers do not receive information regarding your 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 you. 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 effected by the Managers, clients may be at a disadvantage when compared to Manager's clients with respect to such trades.

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

### **Voting Client Securities**

**AMC Premier SMA 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 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 Pinnacle and AMC Premier MSA and Model Accounts:** STIS will vote proxies. STIS' Proxy Committee includes members from the firm's Investment Policy Committee ("IPC") 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 incorporation. STIS and several of its affiliates conducted reviews of established service providers including size, experience and technical capabilities. STIS contracted 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.

#### **Client Information Provided to Portfolio Managers**

Once the new account paperwork 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 administrator 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 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.

#### **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 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, RidgeWorth Capital Management, Inc. ("RidgeWorth"). Under the agreement, STIS Advisors 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 Advisers 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 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 and AMC Pinnacle Programs.

## **STIS Conflict of Interest Securities**

STIS endeavors to operate at all times in conformity with federal and/or state laws and to conduct business with the highest ethical standards, free from any conflicts of interest. It has identified SunTrust Banks, Inc. common stock as presenting possible conflicts of interest.

STIS has notified the Managers of the restrictions on purchasing or holding and replacement securities and has directed managers to reallocate assets across the entire model or to invest in a comparable security or money market fund

## **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 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 performs for other clients services similar to those that are provided to the Service client, 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 an AMC Premier client. Neither STIS nor anyone associated with STIS has any obligation to make or refrain from making to an AMC Premier 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

Service; therefore, the costs of obtaining services similar to AMC Premier may be more or less than those charged to other clients of STIS.

STIS Advisors may not purchase or recommend the purchase of securities issued or guaranteed by SunTrust Bank, Inc.

#### 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, 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 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 Fund Select Advisor 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.

Quarterly Reports which compares the client's account to leading securities market indices will be prepared quarterly. 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 Quarterly 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 Service Fee described below if they choose to receive Quarterly 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, Referral Incentive Plan, above for details.



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