



Asset Management ConsultingSM

Consulting Services

Financial Planning

AMC Advantage

SunTrust Advisory Services LLC
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SEC File Number 801-

April 15, 2016

This brochure provides information about the qualifications and business practices of SunTrust Advisory Services LLC. If client has any questions about the contents of this brochure, please contact SunTrust Advisory Services LLC at (404) 827-6461. The information in this brochure has not been approved or verified by the United State Securities and Exchange Commission or any state securities authority.

Additional information about SunTrust Advisory Services LLC is also available on the SEC's website at 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

January 11, 2016, SunTrust Advisory Services LLC ("STAS") was created by SunTrust Investment Services, Inc. as a wholly owned subsidiary. STAS registered with the U.S. Securities and Exchange Commission as a registered investment adviser April, 2016. At the present time the investment programs described in this brochure are offered concurrently by STIS and STAS, acting as a sponsor of each of the programs.

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ADVISORY BUSINESS

SunTrust Advisory Services LLC ("STAS") is a separate, wholly owned affiliate of SunTrust Investment Services, Inc. ("STIS"). STAS became an investment adviser under the Investment Advisers Act of 1940, as amended in April, 2016. Prior investment management services were incorporated in SunTrust Investment Services, Inc. ("STIS"), a dual broker-dealer and investment adviser.

Registration as an investment adviser does not imply a certain level of skill or training.

This brochure covers the following STAS advisory services: Investment Consulting, Financial Planning and the AMC Advantage Program.

Investment in the AMC Advantage program covered by this brochure, requires that Client separately maintain or open an underlying SunTrust Investment Services, Inc. ("STIS"), an affiliated broker-dealer and insurance agency, Brokerage Account ("Account") which is governed by a STIS Brokerage Account Customer Agreement ("Brokerage Agreement"). STIS is a wholly owned non-bank affiliate of SunTrust Banks, Inc. 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 ("NFS"), which also provides custody and execution services for client accounts.

At the present time the investment programs described in this brochure are offered concurrently by STIS and STAS, each of which acts as a sponsor of each of the programs.

Clients may participate in the programs either as clients of STIS or STAS. This brochure applies to investments in the programs by clients of STAS and covers the following STAS advisory services: Investment Consulting, Financial Planning and the AMC Advantage Program.

Envestnet Asset Management, Inc. ("Envestnet" or "Platform Manager") provides administrative services to the AMC Advantage Program, including access to Platform Manager's system for which includes proposal generation based on STAS direction, ongoing monitoring of client positions, fee calculation, proposal generations and performance reporting.

This brochure covers the following STAS advisory services: Investment Consulting, Financial Planning and the AMC Advantage Program.

Investment Consulting Services

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

Recommendations as to the Investment and Reinvestment of Assets: STAS identifies and presents investment advisers, including affiliated investment advisers, mutual funds and other pooled investment vehicles and provides recommended transactions (buy, sell, exchange or hold), 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, STAS 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. STAS 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. STAS 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, STAS does not independently verify this information nor does STAS guarantee the accuracy or validity of such information.

Retirement income process Analysis. STAS 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. SunTrust Bank, an affiliated bank of STAS, is part owner of the retirement income process system. The analysis seeks to minimize taxes while maximizing cash flow, or cash harvesting, but STAS 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. STAS, its employees, contractors and affiliates do not provide legal or tax advice. STAS 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. STAS makes no warranties with regard to such information or results obtained by its use. STAS 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 clients manage cash flow from 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 STAS 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.

Investment Consulting Services are prohibited on STIS brokerage accounts.

Investment Strategists are not allowed to offer Consulting Services to their clients.

Financial Planning

For clients seeking financial advice involving analysis of a particular investment or financial situation, STAS provides planning services designed to meet the client's specific financial objectives and needs.

In preparing a financial plan or report for clients, information deemed relevant to the particular service is gathered through personal interviews with their Investment Adviser Representative ("Advisor") and through documents and/or other information supplied by the client. Each service includes an analysis of the clients' information which may, but is not necessarily required, to include such things as their current assets and investments, liabilities, short and long-term capital and liquidity needs, risk tolerance, and short and long-term financial goals and objectives.

STAS utilizes SummitViewSM which is powered by eMoney, a leading provider of digital solutions for the financial services industry. SummitViewSM is an integrated financial planning solution that allows clients to share access to their financial account information for real-time financial planning. STAS SummitViewSM helps create a living financial plan that aggregates data from accounts across many financial institutions, creating a more complete picture, including how various assets can work together, and how they contribute to the overall balance of risk and reward. SummitViewSM also displays net worth, spending patterns, monthly budget and progress toward goals.

Should a client choose to implement the recommendations contained in the financial plan, STAS suggests that the client work closely with his or her attorney, accountant, insurance agent and/or securities broker. STAS' Advisors generally make recommendations with respect to products or services offered by STAS and its affiliates and STAS receives commissions and/or fees from these product recommendations which it shares with its Advisors. The decision to implement any such decision, however, rests exclusively with the client, and the client has no obligation to implement any such recommendation through STAS or its affiliates.

STAS has coordinated with MoneyGuide Pro to offer STAS clients and prospective clients an online 90 minute SummitViewSM financial planning workshop free of charge and without the assistance of a STAS Adviser. This workshop takes participants through the financial planning software with step by step instructions from a MoneyGuidePro leader. The workshop is a high level experience and client/prospective client accounts are not linked; however, participants can enter account balances.

The client/prospective client determines whether or not to share their plan with a STAS Adviser. Neither STAS nor the STAS Adviser provides advisory services for this feature.

When a participant elects to share their plan with a STAS Adviser, both STAS and the STAS Adviser may provide advisory services depending upon the services offered. For instance, if the participant has created a plan in which they contact a STAS Adviser to implement the plan, STAS and the STAS Adviser may provide brokerage, insurance and/or advisory services.

AMC Advantage Program

AMC Advantage (the "Program") is a program that allows the client, with our STAS Advisers assistance and consultation, to choose one or more Investment Managers ("Managers"), which may or may not participate in the Firm's separate AMC Premier Program, to manage the client's assets on a discretionary basis. AMC Advantage allows the client to define his or her investment objectives, develop an asset allocation strategy to match those goals and objectives, and monitor investment performance. STAS does not exercise investment discretion for the client; instead, may make recommendations that the client may or may not follow. The ultimate selection of Manager is made by, and is the sole responsibility of, the individual client. The client will contract directly with a Manager in addition to and separately from the client's contract with STAS.

Information about the Manager will be prepared by the Manager and is made available through the Manager. The Manager's Brochure describes its processes for the Program and should be read by the client along with this STAS Brochure before investing in the Program.

STAS will collect financial information from clients using an investment questionnaire and, based on that information, assist clients in establishing appropriate goals and objectives and an investment strategy for their investment portfolio(s).

It is the client's duty to inform STAS of any changes in the client's financial circumstances or if the client wishes to change, or impose new instructions for the management of the client's account. STAS will notify each client in writing quarterly, requesting the client to contact us about any changes in the client's financial circumstances or investment objectives.

Through a STAS Advisor, STAS will request consultation with the client at least annually to determine if there have been any changes in the client's financial situation or investment objectives, and whether the client wishes to change, or impose new, instructions for the management of the client's account. If the client's financial situation, investment objectives, or instructions do change, we will consult with the client on how those changes affect the client's account.

While most Managers are not offered in the AMC Sentry Program or AMC Premier Programs (see specific brochure for program details), clients may select a Manager that is affiliated with STAS or offered in these other AMC Programs. Managers hired by a client 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. As discussed below, AMC Advantage clients generally pay separate investment management fees to the Managers on a basis agreed to between the client and the Manager. Any investment management fee paid to a Manager is in addition to the Program Fee described below or other compensation paid to STAS.

STAS provides portfolio management for AMC Fund Select Tactical, AMC Fund Select Tactical – Focus, AMC Fund Select Advisor, AMC Pinnacle, the Multi-Strategy Program accounts and certain model accounts in the AMC Premier 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 Advisors however, do manage client accounts either on a discretionary or non-discretionary basis.

Total STAS AMC Program Assets Under Management as of April 15, 2016

Discretionary	\$ 0
Non-Discretionary	\$ 0

FEES AND COMPENSATION

Investment Consulting Services Fees

STAS offers clients several options for the payment of fees for investment consulting services. You may agree to pay a fixed fee, an asset-based fee or a reduced fee based on your use of STIS brokerage services. STAS will reduce fees in whole or in part, at the option of the client and/or the Advisor's manager, to reflect commissions at a specified conversion ratio on trades executed through STIS during the immediately preceding quarter. In our sole discretion, STAS 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 STAS' 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.

Financial Planning Fees

Fees for financial plans prepared by either the STAS Financial Planning Group or by STAS Advisers are negotiable and depend upon the scope and complexity of the financial plan and generally range from \$500 to \$15,000 for plans prepared by the STAS Financial Planning Group and from \$0 to \$2,500 for plans prepared by STAS Advisers and do not include any commissions or other transaction-related charges applicable to investment transactions directed by client. Considerations for establishing the fee include the number of modules in the financial plan, the complexity of said modules, the complexity of the clients' situation as well as the number and complexity of custom documents to review in order to complete the plan. In some instances, plans are provided without a fee. Fees are due upon presentation of the plan and may be deducted from a STAS account if client is listed as owner of the account.

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

These services may cost clients more or less than purchasing similar 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, type and number of the accounts, the historical and expected size or number of trades for the account, and the number and range of supplemental services provided to the account.

Investment Consulting Services /Financial Planning

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.

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

AMC Advantage Program Fees

AMC Advantage accounts may be charged either an asset-based fee or through the payment of directed transaction charges (the "Program Fee") that includes consulting and other client-related services and the custodial, execution, and reporting services provided by NFS except for those charges that, as described below, will be paid by the client. The Program Fee **does not** include portfolio management and other advisory services charged by the Managers (including Managers affiliated with us) selected by the client.

The Program Fees are 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 we provide to the client and the total client relationship with us in terms of assets under management or supervision. The exact fee a client will pay is specified in his or her client investment management agreement.

The Asset-Based Program Fee is determined according to the following schedule:

Assets Under Management	Equity	Fixed Income
\$0 - \$250,000	2.00%	1.50%
\$250,001 - \$500,000	1.85%	1.50%
\$500,001 - \$1,000,000	1.75%	1.45%
\$1,000,001 - \$2,000,000	1.50%	1.35%
\$2,000,001 - \$5,000,000	1.25%	1.15%
\$5,000,001 - \$10,000,000	1.20%	1.10%
Over \$10,000,001	1.15%	1.00%

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

Directed Transaction Charges. AMC Advantage clients may elect to compensate us for providing consulting and other client-related services through the payment of brokerage commissions, rather than the asset-based Program Fee described above. Under this arrangement, clients will pay brokerage commissions as specified in the brokerage agreement.

Notwithstanding the fee schedule shown above, the minimum annual/quarterly Program Fee is \$1,250/\$312.50 for equity/balanced accounts and \$1,000/\$250 for fixed income accounts. Under certain circumstances, we may waive or adjust the minimum annual fee. If a client's account incurs the minimum annual fee, the amount a client pays in fees, as a percentage of the account, will increase if the account value declines and may exceed the STAS fee schedule listed above. Such minimum fee may be higher than those fees charged by STAS for other client accounts with greater asset levels and may exceed the 2.00% or 1.50% of Assets Under Management rates set forth above. Clients should consider either increasing the assets in the account or consider whether the program continues to be appropriate for them in such situations where the minimum quarterly fee is applied. 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. The client must pay any fees charged by Managers (including Managers affiliated with us) separately. Please refer to each Manager's Brochure for more information on charges and expenses.

The initial Program Fee is billed from the date the account is opened on Envestnet'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. If Client invests or withdraws \$10,000 or more in any Account after the inception of a calendar quarter, the Program Fee for that quarter will be recalculated and pro-rated as of the day of the additional investment or withdrawal.

Excluded assets are not included in the Program Fee calculation but are in performance report calculations.

Additionally, accrued interest on fixed income securities will be included in the Program Fee calculation.

Asset-Based Program Fee clients will not be charged a separate commission for trades executed through NFS; those charges are included in the Asset-Based Program Fee, and STAS will pay STIS NFS's commissions and other transaction charges (as negotiated between STAS and STIS) for transactions for AMC Advantage accounts. Because STAS or one or more of their affiliates may incur additional expenses as the amount of trading in an AMC Advantage account increases, we may have a financial interest in the number of trades a Manager recommends and may have an incentive to recommend Managers with historically lower portfolio turnover. Client may be charged other fees associated with their account, see Other Fees and Charges in the **Brokerage Practices** section below.

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 funded and do not include the day of funding. For additional contributions greater than \$10,000 a partial fee will be charged related to the number of days remaining in the calendar quarter. 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. Fees will not be returned for client withdrawals made during a quarter.

Assets in your account(s) may be invested in mutual funds or pooled investment vehicles, including ETFs, which, in addition to the Program 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 Program Fee. Further information regarding charges and fees assessed may be found in the appropriate prospectus, and/or annual report and/or custodial agreement.

Money market funds and other mutual funds in which clients may invest, or the advisers or principal underwriters of the funds, may make payments to STIS, pursuant to a Rule 12b-1 distribution plan or other arrangement as compensation for distribution, shareholder services, recordkeeping, or administrative services; these payments may be paid from the fund's total assets or may be paid by a fund's adviser or distributor. STIS credits client accounts any 12b-1 fees received during the period an account is under an investment management agreement. 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.

STAS makes best effort to purchase lower cost mutual fund shares but in certain instances cannot because the mutual fund company does not offer institutional class non-12b1 fee paying mutual funds or does not contractually offer them.

In addition, STIS, may receive and ultimately share with STAS, marketing or other payments from mutual funds or exchange-traded investment funds in which client asset-based fee assets may be invested. This practice presents a conflict of interest and gives STAS and its Advisors an incentive to recommend investment products based on the compensation received, rather than on a client's needs. STAS discloses this conflict to its advisory clients in its Brochure. STIS' senior management of STAS reviews and approves the fund companies in the program each year and Advisors utilizing money market funds or mutual funds in client portfolios must select from the approved list.

Asset Valuation: For purposes of the computation of the value of any securities or other investments in an AMC Advantage 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 STAS 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 STAS 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 STAS. 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 investment advisory agreement.

Investment Consulting Services, Financial Planning and AMC Advantage Program

A portion of the fee may be paid to your STAS Adviser and other employees of STAS and its affiliates. Because of this, STAS Advisers 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.

STAS may discount the Fees or any or all of the services described in this brochure for employees of STAS and its affiliates.

TYPES OF CLIENTS

STAS offers advisory services to individuals, corporations and other business entities, pension and profit sharing plans, charitable organizations and not-for-profit organizations. STAS 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 STAS are not insured by the Federal Deposit Insurance Corporation unless specifically stated in a limited number of bank investments.

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

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

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Investment Consulting Services and Financial Planning

The main sources of information STAS 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.

AMC Advantage

Client should read the Managers’ Brochures regarding the methods of analysis and investment strategies used in managing client assets.

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

Cash Balances

Client should read the Managers’ Brochure for specifics of how cash balances are treated.

DISCIPLINARY INFORMATION

STAS does not have any disciplinary events.

STIS is a broker-dealer, investment advisory firm and an insurance agency.

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

For more information on STIS investment advisory related disciplinary events you may visit:
<http://www.adviserinfo.sec.gov/>

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 certain firm associates 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 certain firm associates 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.

STAS has entered into an agreement with SunTrust Investment Services, Inc., an affiliated broker-dealer and insurance agency For such items as rights to use tangible and intangible property associated with the AMC Platform Programs; personnel, facilities, computer systems and all other business infrastructure required to permit STAS to properly act as co-sponsor of the AMC Programs; regulatory supervision relating to STAS and its advisors activities as an investment adviser and investment adviser representatives; maintenance of STAS' books and records and AML processes related to clients of the AMC Program.

Certain STAS personnel are generally also employed by SunTrust Bank, a Georgia State chartered Bank and Trust Company, which is an indirect wholly owned subsidiary of SunTrust Banks, Inc. and an affiliate of STAS and STIS. STAS has entered into shared services agreements with SunTrust Bank which provide that certain services and costs associated with the use of SunTrust Bank personnel and business facilities and services to STAS business functions shall be allocated to and charged to STAS pursuant to inter-company agreements which provides SunTrust Bank with reimbursement for the reasonable cost of and reasonable profit with respect to such personnel costs and related facilities and services. SunTrust Bank is not registered with the U.S. Securities Exchange Commission as an investment adviser and its primary functional regulator is the Federal Reserve Board.

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

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

Dual Hatter Agreement: Under this agreement, certain STAS Advisors, Investment Strategists, are dually employed by STAS and the SunTrust Bank and offer investment products and services to SunTrust Bank clients as well as offering STAS advisory programs and services.

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 STAS by SunTrust Bank and allocated by inter-company agreement.

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

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

The compensation received from SunTrust Bank and/or GenSpring for soliciting advisory and asset management clients, which is disclosed to clients 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 or asset management fee. Because STAS receives compensation from an affiliated adviser for referring clients and because such compensation may differ depending on the individual agreement with each affiliated adviser, STAS may have an incentive to recommend an affiliated investment advisers over a non-affiliated adviser with which STAS has a less favorable compensation arrangement. No client referred by us is charged any additional amount over the affiliated adviser's advisory or asset management fee as a result of the agreement between us and the affiliated adviser.

CONFLICTS OF INTEREST

STAS 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.

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

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

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

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

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

Services Provided to Other Clients. STAS and its affiliates and Managers and their affiliates provide a variety of services (including research, brokerage, asset management, trading, lending and commercial and investment banking services) for

each other and for various clients, including issuers of securities that may be recommended for purchase or sale by clients or are otherwise held in client accounts, and managers in the programs described in this Brochure. STAS and its affiliates and managers and their affiliates receive compensation and fees in connection with these services. STAS believes that the nature and range of clients to which such services are rendered is such that it would be inadvisable to exclude categorically all of these companies from an account. Accordingly, it is likely that securities in an account will include some of the securities of companies for which STAS and its affiliates, and managers, and their affiliates perform investment banking, commercial banking or other services.

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

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

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

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

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

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

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, PERSONAL TRADING AND POLITICAL CONTRIBUTIONS

Code of Ethics

STAS 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 STAS Code is available upon request from your STAS AdvisOr.

Participation in Client Transactions

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

Personal Trading

Personal securities transactions by STAS 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. STAS 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.

STAS may maintain an investment account invested in U.S. Treasuries and high quality money market funds 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 STAS.

BROKERAGE PRACTICES

Investment Consulting Services and Financial Planning

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

AMC Advantage

STAS clients participating in AMC Advantage must open a brokerage account with STIS. 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.

By directing a Manager to execute transactions for the account through STIS, a client may obtain less favorable net price and quality of execution than the Manager's other clients whose trades are executed through another broker-dealer selected by the Manager. For fixed income transactions, 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 on block trades.

Managers will execute equity transactions through a broker or dealer other than STIS only when a Manager reasonably believes in good faith that such other broker or dealer will provide better execution (after taking into consideration the net impact of commissions or other transaction charges) than would be the case if the transaction were executed through STIS. 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 STIS are not included in the Program Fee, but will be included in the net purchase or sales price of the security and in addition to the Program Fee. For details regarding a Manager's execution practices, the client should consult the Manager's Brochure.

Clients should review the Manager's Brochure regarding aggregation of trade orders.

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

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

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

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

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, STAS, STIS and NFS are not responsible for submitting documents on behalf of the client.

STAS does not have any soft-dollar arrangements.

Termination of AMC Advisory Relationship

Upon termination of the AMC Advisory relationship, STAS will cause a new STIS brokerage account to be opened for the Client and have the remaining assets journaled to the new brokerage account.

Financial Planning - Information Sharing

It is necessary that SunTrust Bank ("STB") and STAS receive your permission before sharing your information among its affiliates. By providing personal information to your STAS representative, you give STAS permission to share this information with our affiliates for the purpose of developing your Report.

STB and STAS and STIS employees work together in teams to help find solutions for each client's financial goals. Information gathered and Reports created are shared among the team members from both entities. Associates of STB may transfer to STAS or STIS during the course of their career and may serve as an investment adviser representative of STAS.

STAS has a number of affiliated companies that provide various products and services such as securities, insurance, mortgage loans, trust and banking services. The financial planning analysis process may involve sharing the information you provide and other information STAS maintains about you among these affiliates in order to provide a recommendation of appropriate products and services.

REVIEW OF ACCOUNTS

Investment Consulting Services

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

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

Financial Planning

An Advisor's Principal Manager, or designee, is responsible for reviewing financial planning and asset allocation report information as part of their regular correspondence review. The Central Supervision Group reviews transactions resulting from clients implementing the recommendations/proposals from the financial plan or allocation reports.

AMC Advantage

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

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

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

CUSTODY

Investment Consulting Services

Consulting service and financial planning client assets subject to these advisory services are held at other financial institutions. Clients should review these custodian statements carefully due to the STAS fee being calculated on these figures.

Financial Planning

Financial planning client assets subject to these advisory services are generally held away at another financial institution.

AMC Advantage

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

VOTING CLIENT SECURITIES

AMC Advantage

STAS 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) or 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.

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