

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

**STAS Model Manager,  
SMA Management, Research and Other Services**

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SunTrust Advisory Services, Inc.  
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SEC File Number 801-107729

December 31, 2016

This brochure provides information about the qualifications and business practices of SunTrust Advisory Services, Inc. If client has any questions about the contents of this brochure, please contact SunTrust Advisory Services, Inc. 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.

Registration as an investment adviser does not imply a certain level of skill or training.  
Additional information SunTrust Advisory 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 STAS and Third Party Managed Programs Firm Wrap Brochure was October 15, 2016.

The following are the changes since the last update:

- As a result of the reorganization by SunTrust Banks, Inc. Private Wealth Management unit SunTrust Investment Services, Inc. ("STIS") has assigned all STIS client investment management agreements and relationships from STIS to STAS, effective as of the close of business on effective January 1, 2017;
- STAS was formed as a Delaware limited liability company and, effective December 31, 2016, will be converted into Delaware corporation;
- STAS was formed as a wholly owned subsidiary of STIS and, as of effective January 1, 2017, will become a wholly owned subsidiary of SunTrust Bank Holding Company, the current corporate parent of STIS;
- STIS previously contracted with SunTrust Bank ("STB") for certain services related to its AMC managed programs and models. Those functions and employees will be transferred to STAS effective January 1, 2017, and will thereafter provide such services within STAS.
- STAS will have entered into the following agreements with STB, effective December 31, 2016, details of each can be reviewed in the **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS** Section below :
  - Model Manager Agreement
  - Sub-Adviser Agreement
  - Research and Other Services Agreement
- STAS will have entered into the following agreements with GenSpring Family Offices LLC, an affiliate of STAS, effective December 31, 2016, details of each can be reviewed in the **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS** Section below:
  - Dual Representative Agreement
  - Services Agreement
- STIS has entered into a Contribution Agreement with STAS effective December 31, 2016, pursuant to which STIS contributed its entire investment advisory business, including the AMC Programs and all investment contracts with its clients relating thereto, to STAS. After December 31, 2016, STIS will no longer provide investment advisory services.

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## SERVICES, FEES AND COMPENSATION

SunTrust Advisory Services, Inc. ("STAS") is a separate, wholly owned, non-bank indirect affiliate of SunTrust Banks Inc. STAS, through its corporate predecessor, SunTrust Advisory Services LLC, became an investment adviser under the Investment Advisers Act of 1940, as amended in April, 2016. Prior to June 1, 2016, investment management services were provided by SunTrust Investment Services, Inc. ("STIS"), a dual broker-dealer and investment adviser.

Investment in any of the AMC programs covered by this brochure, requires that Client separately maintain or open an underlying Brokerage Account ("Account") with SunTrust Investment Services, Inc. ("STIS"), an affiliated broker-dealer and insurance agency, which is governed by a STIS Brokerage Account Customer Agreement ("Brokerage Agreement"). STIS is a wholly owned indirect 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. ("NFS") and its affiliate Fidelity Management Trust Company, if client's account is a qualified retirement account, which also provides custody and execution services for client accounts. The requirement to open a brokerage account with an affiliated broker is made by STAS for purposes of efficiently administering its Programs and therefore is a benefit to STAS which creates a conflict of interest. See **CONFLICTS OF INTEREST –Use of Affiliated Broker Dealer Section below.**

STAS has contracted with Envestnet Asset Management, Inc., a SEC registered investment adviser ("Envestnet" or "Platform Manager") for administrative services related to the AMC programs including access to their platform system that creates proposals based on STAS' models and those of other investment managers pursuant to agreements, ongoing monitoring of account positions, submission of trade details to NFS and performance reporting. Envestnet is also a sponsor and acts as an investment adviser with respect to the Envestnet Sentry Program that STAS also offers. See section "Envestnet Sentry" below and Envestnet's Form ADV, Part 2A for more specific information regarding this program.

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

In the case of the AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical Focus, AMC Pinnacle, AMC Premier SMA, AMC Premier MSA Account Programs, and Envestnet Sentry Programs; the Platform Manager places trade orders with NFS on behalf of STAS via model updates provided by model providers pursuant to an agreement with STAS with pre-set initial transactions and periodic rebalancing triggers for transactions, where applicable. However, if a Client has placed unique investment restrictions on an account, the account may be updated or rebalanced by other means.

In addition, in the AMC Pinnacle and AMC Premier Program, clients who elect tax overlay management services, the Platform Manager determines which tax lots are sold and in which order pursuant to an agreement with STAS. Election of this service may not be available for all models. In attempting to harvest tax losses to offset gains, the service may result in client account deviating materially from the target allocation.

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

This brochure describes the following STAS Asset Management Consulting (“AMC”) investment management programs: AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical Focus, AMC Pinnacle AMC Premier and Envestnet Sentry (each a “Program”).

This brochure also describes the Model, Separate Account Management, Research and Other Services provided by STAS to the affiliated firms of STIS, SunTrust Bank (“STB”) and GenSpring Family Offices LLC (“GFO”) by STAS’ Investment Advisory Group (“IAG”).

### **STAS Model Manager, Separate Account Manager and Research and Other Advisory Services**

#### **STAS Model Manager Services**

STAS’ IAG designs and monitors on a continuous basis, model portfolios and asset allocations meeting the investment objectives provided by STAS, STB and/or GFO. STAS has entered into agreements with STB and GFO related to these services, see **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS** section below.

STAS’ IAG supplies STB with model portfolios and updates to those models when applicable. STB may choose whether or not to implement the changes provided by STAS’ IAG. The placement and execution of security transactions with respect to STB accounts are not made by STAS, nor does STAS assume any fiduciary responsibilities associated with these transactions.

STAS provides advisory services to STB with respect its models and not as recommendations to specific STB client accounts. STAS does not have an investment advisory relationship with STB clients or their accounts. STB does not provide STAS with any individual client information relating to client suitability or ongoing client account reviews with respect to accounts invested in connection with STAS models. Therefore, STB has the exclusive investment management relationship with STB clients and the corresponding fiduciary duties with respect to each of its clients, including the discretion to make and implement changes in their client’s accounts which may deviate from the STAS models. STB has the sole responsibility for obtaining information from each client regarding the client’s investment objectives, financial information, risk tolerance and any reasonable restrictions for determining that the investment portfolio, investment model and investment strategy. Additionally, STB is solely responsible for taking all appropriate steps to comply with any anti-money laundering requirements applicable to all STB client accounts.

Several STAS IAG associates are dually registered with STAS and GFO and provide similar investment management services to GFO clients. In such circumstances, such STAS IAG associates are acting solely in their capacities as representatives of GFO.

STAS Advisors Participating in the AMC Advise and AMC Allocation Plus Programs (“AMC Advisor Managed Programs”) may also use models created by IAG to manage Client portfolios they manage either on a discretionary or non-discretionary basis. A conflict exists when STAS Advisors use the same models that STAS IAG utilizes for managing the STAS AMC program portfolios. See **Conflict of Interest – Models Created by IAG for Management of AMC Program Portfolios vs STAS Advisor Usage of the Models for Client Portfolio Management Section** below for details. A copy of the STAS AMC Advisor Managed Programs Firm Brochure can be requested from your STAS Advisor for details related to these programs.

#### **Separate Account Management Services**

Certain members of STAS’ IAG serve as Separate Managed Account (“SMA”) Investment Managers to the following:

- STAS AMC programs
  - AMC Fund Select Advisor
  - AMC Fund Select Tactical

- AMC Fund Select Tactical Focus
- Certain portfolios in AMC Pinnacle
- Certain portfolios in AMC Premier
- SunTrust Bank's Investment Management Services
  - STB's client Fixed Income and Equity portfolios:
  - STB's Listed Equity Options Strategies and Services:
  - STB's Common Trust Funds

STAS' IAG maintains the STAS AMC program portfolios with updates to the Envestnet platform when needed.

IAG submits changes to the STB Investment Officer for changes in STB client equity portfolios and STB makes updates through STB's systems for the fixed income portfolios, equity options portfolios and the STB Common Trust Fund portfolios.

IAG will not aggregate trades across affiliated firms (STAS, STB and GFO).

Several IAG associates are dually registered with STAS and GFO and provide similar services to GFO. In such circumstances, such IAG associates are acting in their GFO capacity.

#### Research and Other Advisory Services

STAS' IAG provides investment recommendations for each model portfolio or asset allocation model; initial and ongoing due diligence with respect to sub-advisers, investment managers, model portfolio managers and their models and mutual fund and ETF investments for most of STAS' AMC programs. IAG also provides research on equity and fixed income securities that is used by STAS Advisors in managing client portfolios in connection with the AMC Advisor Managed Programs.

IAG provides similar research services to STB related to its general investment management services and STIS related to its general brokerage services.

In addition, IAG provides report updates and alerts related to its due diligence; creates or negotiates with third parties related to advertising, marketing and research materials, monitors and updates as needed the capital market assumptions and consultative serves to STB on a regular or as needed basis.

Several IAG associates are dually registered with GFO and provide similar research services to GFO. In such circumstances, such IAG associates are acting solely in their GFO capacity.

#### Capital Market Assumptions

STAS' IAG designs, monitors and updates as needed on a continuous basis, the capital market assumptions used by STAS, STB and GFO.

See **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS Section** below regarding agreements STAS has with STB, STIS and GFO related to Research and Other Advisory Services. Also see **CONFLICTS OF INTEREST - Models Created by IAG for Management of AMC Program Portfolios and Affiliate's Usage of the Models for Client Portfolio Management (STB, STAS Advisors and GFO) Section** below related to conflicts associated with usage of research created and used by multiple affiliated firms and Advisors.

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

All Programs include an array of mutual fund and Exchange Traded Fund (“ETF”) portfolios based on risk-based modeling using asset allocation. STAS’ IAG manages the portfolios and utilizes various mutual fund and ETF asset allocation models which reflect differing risk profiles.

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

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

### **AMC Pinnacle**

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

STAS has investment discretion with respect to managing the client’s investments in the Program. STAS’ discretion, as manager, includes the selection and maintenance of model providers and models, mutual funds and ETFs in the Program; modification to allocation profiles; the replacement, reduction or elimination of any investment vehicle in the accounts; account rebalancing; and liquidation of asset positions, if necessary, to generate cash for withdrawals by the client or the payment of account fees.

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

### **AMC Premier**

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

STAS retains the authority to terminate or change Managers when extenuating circumstances are such that STAS believes a change is in the best interest of the client. In such cases, an alternate Manager will be selected and the client will be notified in writing of the change of Manager. Should the client wish to retain the terminated Manager, the client will be required to sign a separate investment management agreement with the Manager.

### **AMC Premier Multi-Strategy Account**

The AMC Premier Multi-Strategy Account (“MSA”) Program was developed for clients who are looking to diversify their portfolios among different investment styles in an attempt to maximize performance while potentially reducing the portfolio’s volatility. MSA also offers an optional component that identifies tax-related efficiencies within a client’s

account and manages them against an optimal rebalancing strategy. This optional component is subject to an additional fee but will not be greater than the amount referenced in the MSA service fee table. STAS will:

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

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

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

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

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

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

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

Giving Accounts are not subject to minimum fees associated with the STAS AMC Fund Select Tactical and AMC Premier Programs; however, Giving Accounts are subject to each AMC Program's minimum funding amount. Giving Accounts that fall below a Program's minimum funding amount may be invested by Fidelity Charitable in other investment pools. Fidelity Charitable charges additional administrative fees on Giving Accounts. See section Additional Fees, Fidelity Investments® Charitable Gift Fund, below.

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

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

STAS has contracted with Investnet to offer its sponsored separate managed account program, Investnet Sentry. Investnet's services include:



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

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

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

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

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

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

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

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

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

Total STAS AMC Program Assets Under Management as of December 31, 2016<sup>1</sup>:

Discretionary	\$ 6,463,676,647
Non-Discretionary	\$ 5,737,404,134

## **FEES**

### **STAS Model Manager, Separate Account Manager and Research and Other Advisory Services Fees**

#### Model Manager Services

STB pays STAS a fee based on the assets in the models supplied to STB of approximately 20 to 25 basis points based on the assets under management in each model.

Certain STAS IAG associates are dually registered with GFO and as such, the costs associated with those associates are shared between STAS and GFO and is based on the assets under management.

#### Separate Account Manager Services

STB pays STAS a fee based on the assets managed by STAS' IAG as SMA Manager of 20 to 25 basis points based on the assets under management in each portfolio.

Certain STAS IAG associates are dually registered with GFO and as such, the costs associated with those associates providing Equity Strategies, Taxable and Tax Exempt Fixed Income Strategies and Listed Equity Options Strategies to GFO clients are shared between STAS and GFO by intercompany agreement.

#### Research and Other Advisory Services

STB and STIS pay STAS a flat fee for these services.

Certain STAS IAG associates are dually registered with GFO and as such, the costs associated with those associates providing research and other advisory services to GFO are shared between STAS and GFO by intercompany agreement.

#### AMC Program Fees

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

**Additional Model or Manager Fee.** In addition to the Advisory Fee, AMC Pinnacle, AMC Premier SMA, AMC Premier MSA and Envestnet Sentry Program accounts, if an independent model manager or SMA managers is selected by the client the Fee will also incorporate an additional independent Model/Manager fee (together with the Advisory Fee, the "Fee"). The annual Advisory Fee is negotiable and may differ from client to client based upon a number of factors including, but not limited to, the type and size of the client's account, the range of services provided to the client, the total relationship between STAS, the client in terms of assets under management or supervision and the date it was established.

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<sup>1</sup> AUM is based on the September 30, 2016, figures of SunTrust Investment Services, Inc. SunTrust Investment Services, Inc.'s client asset base was assigned to SunTrust Advisory Services, Inc. on December 31, 2016 at 11:59 p.m.

AMC Pinnacle Model Portfolio fees range from 25 to 40 basis points and AMC Premier SMA Manager fees range from 20 to 125 basis points. Envestnet Sentry Manager fees are more fully described in Envestnet's Form ADV, Part 2A. Further, Clients who elect tax overlay management services of the Platform Manager will be charged an additional (8) eight basis points in addition to the Advisory Fee, manager or model fees.

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

**NOTE: AMC Pinnacle and AMC Premier SMA, AMC Premier MSA and Envestnet Sentry Programs using unaffiliated model providers or SMA managers include a model portfolio or manager fee in addition to the STAS Advisory Fee noted below.**

STAS Advisory Fee for all AMC programs:

<b>Assets Under Management</b>	<b>STAS Equity Advisory Fee*</b>	<b>STAS Fixed Income Advisory Fee^</b>
\$0 - \$250,000	1.35%	0.65%
\$250,001 - \$500,000	1.35%	0.65%
\$500,001 - \$1,000,000	1.15%	0.65%
\$1,000,001 - \$2,000,000	0.95%	0.55%
\$2,000,001 - \$5,000,000	0.85%	0.50%
\$5,000,001 - \$10,000,000	0.60%	0.40%
\$10,000,001 - \$20,000,000	0.50%	0.30%
\$20,000,001 - \$30,000,000	0.45%	0.30%
\$30,000,001 and Over	0.40%	0.30%

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

^AMC Premier and Envestnet Sentry fixed income accounts.

Please refer to each Manager's Brochure for more information on charges and expenses.

Fees are charged quarterly, in advance, at the annual rates shown above based on assets under management for an account. Fees are pro-rated for accounts that are opened or closed during the quarter. Multiple Program accounts held by the same client or members of the client's immediate family (i.e., spouse, children, or parents) within the same Program may be aggregated for purposes of determining total amount of assets under management. The fees are automatically deducted from the client's account.

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

STAS retains the right to waive or increase or decrease the minimum investment amounts for each Program upon written notice to affected clients.

The Fee is deducted from the account or client may agree to have the Fee deducted from another account owned by the same client. If 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.

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

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

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

Giving Accounts Less than \$5,000,000

Tiered Fee Schedule

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

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

Flat Fee Schedule

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

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

Manager Fees

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

Margin

The Advisory Fee is based on the total amount of assets in the client's account, including assets purchased by an investment manager using margin. If an investment manager uses margin in a client's account, STAS and the client's

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

#### Concentrated Stock Overlay Portfolios

One or more Managers offer concentrated stock overlay management for clients with concentrated positions in securities on which options are written. These Managers only trade in option contracts of the underlying securities and do not manage the underlying securities with the objective of increasing returns. Clients electing this service may need to contact their STAS Advisor when transactions in underlying securities are needed for cash flow or other reasons. Clients must also sign an options account agreement. Both STIS and NFS must approve these agreements prior to the implementation of a concentrated stock overlay management in an account. Clients should read the Margin section above and will be provided with an options disclosure which they should read carefully. Concentrated stock overlay management services are provided by a Manager for an additional fee.

#### Portable Yield Strategy Portfolios

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

### **COMPENSATION**

Clients will not be charged a separate commission or other transaction charge for trades executed through STIS via NFS; those charges are included in the Advisory Fee, and STAS will pay STIS NFS' commissions and other transaction charges (as negotiated between STAS and STIS) for transactions for AMC Programs described in this brochure. STAS or one or more of their affiliates incurs additional expenses as the amount of trading in an AMC Programs described in this brochure increases. As a result, STAS has a financial interest in the number of trades recommended and has an incentive to seek to limit the extent of trading activity of the AMC Programs described in this brochure. Client may be

charged other fees associated with their account, see **Other Fees and Charges** section below. Also see **CONFLICTS OF INTEREST – Active Trading** Section below.

For the duration of the underlying investment management agreement, STAS shares these Advisory Fees with client's Advisor and other employees of STAS and its affiliates. Because of this, Advisors have a financial incentive to recommend a Program which pays higher compensation to STAS and its affiliates over another Program. See **CONFLICTS OF INTEREST – Program Selection** Section below.

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. Therefore, if greater compensation is expected to be received from an investment management Program account than from a brokerage relationship, Advisors and STAS have a financial incentive to recommend one of the Programs described in this Brochure rather than an individual brokerage account relationship. See **CONFLICTS OF INTEREST – Advisory vs Brokerage Account** Section below.

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. Therefore, if greater compensation is expected to be received from an investment management Program account than from a STB trust or investment management relationship, Advisors and STAS have a financial incentive to recommend one of the Programs described in this Brochure rather than a STB trust or investment management relationship. See **CONFLICTS OF INTEREST – Advisory vs SunTrust Bank Trust and Investment Management Accounts** Section below.

Certain qualified Advisors can elect to receive the first year's fee credit for AMC Fund Select Tactical Program accounts within the first quarter. This accelerated fee recognition does not impact client's ability to withdraw funds or close an account without charge. Because of this, Advisors have a financial incentive to recommend these Programs over other Programs. See **CONFLICTS OF INTEREST – Accelerated Fee Recognition Programs** Section below.

#### **Other**

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

#### **Termination of AMC Advisory Relationship**

Upon termination of the AMC Advisory relationship, your account will revert to a STIS brokerage account. .

#### **Valuation**

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

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

Clients may also incur separate fees or charges associated with odd-lot differentials, auction fees, transfer taxes, electronic fund and wire transfer fees, SEC fees on NASDAQ trades, any other fees mandated by law, certain fees in connection with the establishment or administration or termination of retirement or profit sharing plans or trust accounting, and any other charges for special services requested by clients. Some client accounts may hold shares of investment companies, including money market funds, closed-end funds, and/or exchange-traded funds. Those funds

have their own expenses, including certain advisory, distribution or other fees, and a client account invested in those funds will indirectly bear a portion of those expenses. Each of the fees discussed above is in addition to the Fee.

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

Money market funds and other mutual funds, including ETFs in which clients may invest, or the advisers or principal underwriters of the funds, may make payments to STIS, an affiliated company of STAS, 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 with 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-12b-1 fee paying mutual funds or does not contractually offer them to STIS.

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

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

<b>Program</b>	<b>Minimum Funding Amount</b>
AMC Fund Select Advisor	\$50,000
AMC Fund Select Tactical	\$50,000
AMC Fund Select Tactical - Focus	\$10,000
AMC Pinnacle	\$50,000
AMC Premier	\$100,000 Equity \$250,000 Fixed Income (varies by Manager)
Investnet Sentry	\$100,000 Equity \$250,000 Fixed Income (varies by Manager)

These Programs are made available 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 the Program.

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.

### **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 STAS and NFS are not responsible for submitting documents of behalf of client.

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

STAS' IAG identifies and conducts initial and ongoing investment due diligence with respect to Managers for inclusion in the AMC Premier Program and Model Managers for inclusion in the AMC Pinnacle and AMC Premier programs. Approved managers enter into model portfolio agreements and investment management agreements with STAS.

IAG also conducts reviews of mutual funds, managed accounts and other investment vehicles utilized in the STAS managed account Programs and portfolios. A representative from IAG presents reports at the monthly STAS Product Committee ("PC") meeting related to Model Managers, Managers and other investment vehicle changes recommended by IAG. The STAS PC approves or rejects IAG recommendations.

IAG also creates and maintains model portfolios and asset allocation strategies utilized in the AMC Fund Select Tactical, AMC Pinnacle and the AMC Premier programs. IAG members are also Managers of the AMC Fund Select Tactical, AMC Fund Select Tactical Focus, certain portfolios in the AMC Pinnacle and AMC Premier programs. A representative from IAG periodically presents a new or modified model portfolio and/or asset allocation strategy to the STAS Product Committee for review and approval. The STAS Product Committee also reviews and approves or rejects any Manager services provided by IAG to any portfolio offered to clients in connection with the AMC Programs.

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

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

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

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

- Market Commentary
- Current Account Holdings
- Account Performance



- Transaction Detail

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

The Product Committee of STAS oversees these Programs and reviews the performance information and due diligence and other information provided by the Investment Advisory Group ("IAG").

## **CONFLICTS OF INTEREST**

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

Financial Incentive Programs. For the duration of the underlying investment management agreement STAS Advisors are compensated in part by Financial Incentive Programs ("FIP") which reward them with a percentage of the revenue STAS receives from the Programs described in this brochure. Because of this, Advisors have a financial incentive to recommend the Programs described in this brochure over investment products and programs which are not provided by STAS. 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 determine that it is in the best interest of each client and their unique investment objectives and financial circumstances in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Advisory vs. Brokerage Accounts. Depending upon the level of a client's investment activity and corresponding brokerage commissions STAS and your Advisor may earn greater compensation from a Program described in this Brochure than if the client instead elected a brokerage relationship and purchased individual securities. If anticipated brokerage compensation is less than the Program Advisory Fee, Advisors and STAS will have a financial incentive to recommend one of the Programs described in this Brochure instead of a brokerage relationship. 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 determine that it is in the best interest of each client and their unique investment objectives and financial circumstances in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Advisory vs. SunTrust Bank Trust and Investment Management Accounts. If anticipated revenue from a SunTrust bank trust or investment management account is less than a client's anticipated Program Advisory Fee, Advisors who are also SunTrust Bank Employees and STAS, will have a financial incentive to recommend one of the Programs described in this Brochure instead of a SunTrust bank trust or investment management relationship. In these circumstances Advisors and STAS will have a financial incentive to recommend one of the 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 determine that it is in the best interest of each client and their unique investment objectives and financial circumstances in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Clients with assets on both the STB and STAS platforms will not have assets combined for fee discounts on either platform, each entity and its programs are separate and distinct from each other.

Use of Affiliated Broker Dealer. STAS requires all clients participating in the AMC Programs and Envestnet Programs described in this brochure to maintain their Program Accounts in a brokerage account established with its affiliated broker-dealer, STIS. The required use of an affiliated brokerage account provides additional revenue to STIS and, through

management efficiencies, provide benefits to STAS in reducing the cost of administering the Programs. STAS addresses this conflict of interest by disclosing it to its clients and monitoring STIS for best execution practices through its Product Committee for conformity with STAS fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Active Trading. Clients are not charged a separate commission or other transaction charge for trades executed through STIS via NFS; instead these charges are included in the Advisory Fee, and STAS will pay STIS NFS' commissions and other transaction charges (as negotiated between STAS and STIS) for transactions for AMC Programs described in this brochure. STAS or one or more of their affiliates will incur additional expenses as the amount of trading in an AMC Programs described in this brochure increases. As a result, STAS has a conflict of interest and financial incentive to limit the number of trades recommended and has an incentive to seek to limit the extent of trading activity of the AMC Programs described in this brochure. STAS addresses this conflict of interest by disclosing it to its clients and by supervising the activities and recommendations made by IAG with supervisory review by its Product Committee for conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Program Selection. For the duration of the underlying investment management agreement, STAS shares these Advisory Fees with client's Advisor and other employees of STAS and its affiliates. Because of this, Advisors have a financial incentive to recommend a Program which pays higher compensation to STAS and its affiliates over another Program. 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 determine that it is in the best interest of each client and their unique investment objectives and financial circumstances in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Accelerated Fee Recognition. Certain qualified Advisors can elect to receive the first year's fee credit for AMC Fund Select Tactical Program accounts within the first quarter. This accelerated fee recognition does not impact client's ability to withdraw funds or close an account without charge. Because of this, Advisors have a financial incentive to recommend these Programs over other Programs. 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 determine that it is in the best interest of each client and their unique investment objectives and financial circumstances in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Models Created by IAG for Management of AMC Program Portfolios and Affiliate's Usage of the Models for Client Portfolio Management (STB, STAS Advisors and GFO). STAS, STB, STAS Advisor Managed Programs and/or GFO utilizing models created by IAG for management of STAS AMC program portfolios may independently elect to modify IAG models in allocation percentage and/or security selection with respect to accounts they separately manage. Such changes will have differing performance and portfolio positions than the IAG models. Further, even if the IAG models used are the same as those created and used by IAG, the timing of trade entry will differ due to separate decision making and order entry systems used by each investment provider resulting in differences in performance due to the possible differing of trade execution prices, resulting in either a lower or higher share costs due to market conditions at the time of order execution. STAS IAG addresses this conflict of interest by disclosing it to its clients and by simultaneously sharing changes to its models among all its clients, including AMC Program Accounts, Advisor Managed Program Accounts, STB and GFO in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Research Reports Created by IAG and Usage of Reports by IAG and Affiliated Firms. Research reports are created by IAG and used by IAG for managing client AMC Program portfolios is also shared with STAS Advisor Managed programs, STB,

STIS and GFO, therefore STAS and specifically, IAG, have a responsibility to determine that it reasonably and fairly allocates investment opportunities when communicating research utilized by all four affiliated firms (STAS, STB, STIS and GFO) and their respective clients. In addition, STB, STIS, GFO and STAS Advisors may not act upon such research at the same time that IAG does for the AMC Program portfolios, resulting in the possible differing of trade execution times and prices and therefore performance due to market conditions at the time of order execution. STAS addresses this conflict of interest by disclosing it to its clients and by simultaneously sharing changes to its research among all its clients, including AMC Program Accounts, Advisor Managed Program Accounts, STB and GFO in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics. Each of STAS, Advisors servicing the STAS Advisor Managed Programs, STB, STIS and GFO independently administer their respective investment management and advisory programs.

Business Conflicts. STAS and its affiliates, including SunTrust Bank, do business with companies, managers and mutual funds covered by STAS IAG. Furthermore, SunTrust Bank and its affiliates and client accounts, may hold a trading position (long or short) in, the securities of companies or funds subject to such research. Therefore, STAS and SunTrust Bank have a conflict of interest that could affect the objectivity of STAS research reports. STAS addresses this conflict of interest by disclosing it to its clients and by supervising the activities and recommendations made by IAG with supervisory review by its Product Committee for conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Educational Conferences and Gifts by Mutual Funds and Managers. Managers and mutual funds offered in connection with the Programs may also sponsor their own educational conferences. STAS' policies require that the training or educational portion of these conferences comprises substantially the entire event and that STAS pay its employees expenses in connection with such events. 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' 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 this conflict of interest by disclosing it to its clients and requiring that any educational conferences and gifts described in this "Educational Conferences and Gifts by Mutual Fund and Managers" section do not relate to any particular transactions or investment made by STAS clients with Managers. STAS supervises any educational conferences and gifts made to Advisors in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics. Managers or sub-advisors participating in programs described in this Brochure are not required to provide educational conferences or make any of these types of gifts.

Different Advice. Although STAS' IAG manages assets on all three affiliated firm's platforms (STAS, STB and GFO) and also provides research and models similar to the models IAG utilizes in the AMC portfolios to both STB and GFO, STAS, STB, STAS Advisor Managed Programs and GFO 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 an AMC Program account. STAS addresses this conflict of interest by disclosing it to its clients and by simultaneously sharing changes to its research, models and other investment research among all its clients, including AMC Program Accounts, Advisor Managed Program Accounts, STB and GFO in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

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. STAS addresses this conflict of interest by disclosing it to its clients and conducting its investment advisory activities in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

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. STAS addresses this conflict of interest by disclosing it to its clients and conducting its investment advisory activities in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Affiliated Sweep Investments. STAS has a conflict of interest in selecting or recommending the SunTrust Bank Sweep Deposit Option as a sweep investment vehicle because SunTrust bank, its affiliate, receives interest spread compensation with respect to all of its deposits. STAS addresses this conflict of interest by disclosing it to its clients and recommending its affiliated sweep products only when it determines that based upon yield and other investment characteristics use of affiliated sweep deposit options is in the best interest of its clients in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics. See section **All Programs - Core Account**, below.

STAS as Model Provider or SMA Manager. From time to time, Programs include STAS as a manager or model provider. STAS does not charge an additional fee for use of models developed by STAS or for STAS' services as an SMA Manager. However, STAS' selection of its own models or SMA services may provide STAS benefits through cost efficiencies related to the use of standardized products and research. STAS addresses this conflict of interest by disclosing it to its clients reviewing the performance of its models and SMA services through its Product Committee in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Non-public Information. In the course of commercial and investment banking or other activities, STB, STAS, 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. STAS addresses this conflict of interest by disclosing it to its clients and acting in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Other Investment Products Available. Client understands that STAS and its affiliates and other 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. STAS addresses this conflict of interest by disclosing this limitation to its investment management services to its clients and acting in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

Block Trades. Managers may direct some block trades to STIS for execution. STIS may obtain a benefit from executing these block trades as a result of the increased trading volume attributable to these blocks. STAS addresses this conflict of interest by disclosing it to its clients and monitoring STIS for best execution practices through its Product Committee for conformity with STAS fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

STAS Chief Investment Officer. The STAS Chief Investment Officer ("CIO") is responsible for and supervises IAG and is also the Chief Investment Officer of an affiliated investment adviser, GenSpring Family Offices, LLC. IAG provides significant investment services to STAS, STB and GFO. STAS addresses this conflict of interest by disclosing it to its clients and by simultaneously sharing changes to its research, models and other investment research among all its clients, including AMC Program Accounts, Advisor Managed Program Accounts, STB and GFO in conformity with STAS' fiduciary duties to clients as codified in the Advisers Act, regulations thereunder and in its Code of Ethics.

## **ADVISORY SERVICES**

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

Investments in these Programs are limited to mutual fund shares and ETF shares. In administering these Programs, STAS utilizes various mutual fund and ETF asset allocation models which reflect differing risk profiles.

### **Client Restrictions**

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

### **AMC Pinnacle**

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

### **Provider Models**

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

When a provider makes model portfolio changes, the provider may notify STAS, or the Platform Manager as its designee, after the provider has effected changes in its clients' accounts. Once STAS, or its designee, is notified of the model portfolio changes, STAS or its designee will cause corresponding changes to client portfolios. STAS reserves the right to not accept a particular provider recommendation. For example, if a security is subject to a client's restrictions, STAS, 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 STAS', or its designee's, processes, providers may affect trades on behalf of their clients' accounts before STAS, or its designee, places corresponding trades in its clients' accounts. Therefore, in connection with model portfolio changes, due to the potential for the markets to react to the trades executed by the providers, clients may be at a disadvantage when compared to provider's clients with respect to such trades.

#### Client Restrictions

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

#### AMC Premier Program

##### SMA Program

STAS contracts with the Managers in the Program and may terminate or change Managers when necessary. STAS is also a Manager in the Program. Advisors may recommend Managers to clients and manage the client relationship.

##### MSA and Model Program accounts

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

##### Manager Models

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

When a Manager makes model portfolio changes, the Manager may notify STAS, or its designee, after the Manager has effected changes in its clients' accounts. Once STAS, or its designee, is notified of the model portfolio changes, STAS will cause corresponding changes to client portfolios at its sole discretion. STAS reserves the right to not accept a particular manager recommendation. For example, if a security is subject to a client's restrictions, STAS, 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 STAS', or its designee's, processes, Managers may effect trades on behalf of their clients' accounts before STAS, or its designee, effects corresponding trades in its clients' accounts. Therefore, in connection with model portfolio changes, due to the potential for the markets to react to the trades affected by the Managers, clients may be at a disadvantage when compared to Manager's clients with respect to such trades.

#### Client Restrictions.

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

#### **Envestnet Sentry Program**

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

#### Client Restrictions

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

#### STAS' Portfolio Management

STAS provides portfolio management services for AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical Focus, AMC Pinnacle, and the Multi-Strategy and certain model accounts in AMC Premier Programs, at the firm level. The firm receives a portion of the wrap fee for these Programs. Its Advisors, however, do manage client accounts either on a discretionary or non-discretionary basis.

#### Other

STAS does not have any soft-dollar arrangements.

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

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

STAS' IAG maintains various mutual fund and ETF asset allocation models for these Programs and utilizes various research providers related to the market and investment vehicles.

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

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

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

### **AMC Premier**

AMC Premier is a separately managed account program where STAS has contracted with third-party investment managers to manage Client assets. STAS is also a manager available within the AMC Premier Program. STAS' IAG utilizes various research providers related to the initial and ongoing due diligence conducted on the Managers in the program.

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

With the exception of the Envestnet Sentry Program, STAS' IAG provides the initial and on-going due diligence on the investment managers, managers of Models and the Models used in the Program and makes recommendations to STAS' Product Committee related to such due diligence. STAS' Product Committee reviews and either approves or rejects the recommendations made by IAG.

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

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

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

### **All AMC Programs**

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

Clients may elect the bank sweep product of an STAS 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. STAS' recommendation of SunTrust bank deposit account as a sweep investment is a conflict of interest **See CONFLICTS OF INTEREST –Affiliated Sweep Program Section above.**

Neither STAS 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 from STIS that highlights the features and benefits of the sweep program and discloses benefits to SunTrust Bank, STIS 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 Fee.

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

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

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

## **VOTING CLIENT SECURITIES**

**AMC Premier SMA Program and Envestnet Sentry Program Accounts:** 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. Manager or client expressly retains the authority and responsibility for the voting of such proxies. The Manager generally will receive all shareholder communications, including proxy statements and proxies, distributed by the issuers of securities held in client accounts without forwarding the same to clients. Clients should review the Manager's Brochure for specifics regarding the Manager's voting policies.

**AMC Premier– Fidelity Charitable Accounts:** 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. Fidelity Charitable retains the right to vote proxies.

**Separate Account Manager Services, AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical Focus and AMC Premier MSA and Model Account Programs:** With respect to each of these Programs STAS will vote proxies. STAS' Proxy Committee includes members from the firm's Policy Committee and is responsible for establishing policies and procedures designed to enable STAS 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 STAS does its best to alleviate or diffuse known conflicts, there is no guarantee that all situations have been or will be mitigated through proxy policy implementation. STAS and several of its affiliates have conducted reviews of established service providers including size, experience and technical capabilities. STAS contracts with Glass Lewis & Co. as its agent to provide policy recommendations, vote firm proxies, assist us with certain administrative, clerical,

functional recordkeeping and support services related to the firm's proxy voting processes/procedures, which include, but are not limited to:

1. Access to proxy research,
2. Custom policy recommendations,
3. The collection and coordination of proxy material from the custodian for each STAS client's account(s),
4. Proxy voting, reconciliation, and disclosure for each of STAS client's account(s), in accordance with STAS' proxy policies and the Proxy Committee's direction,
5. Required record keeping and voting record retention of all STAS proxy voting on behalf STAS' 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 STAS 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 STAS, SunTrust Banks, Inc. or its affiliates.
4. A director or senior officer of STAS 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 STAS, or in conjunction with STAS and SunTrust Banks, Inc. and/or its affiliates.

Although STAS 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 STAS voted your proxies, please contact: SunTrust Advisory Services LLC Attn: Mr. Will ORIelly, 303 Peachtree Center Avenue, SunTrust Garden Offices, Suite 140, Atlanta, GA 30303, or via e-mail at: [Will.ORIelly@suntrust.com](mailto:Will.ORIelly@suntrust.com).

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

**AMC Fund Select Advisor, AMC Fund Select Tactical, AMC Fund Select Tactical Focus, AMC Pinnacle, AMC Premier Model, AMC Premier MSA Model**

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

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

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

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

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

### **ANNUAL REVIEW**

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

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

#### **Separate Account Manager Services**

STAS' IAG associates may interact with STB clients; however, primary contact is through their STB representative.

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

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

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

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

### **ADDITIONAL INFORMATION**

#### **DISCIPLINARY INFORMATION**

STAS does not have any disciplinary events.

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

SunTrust Investment Services, Inc. (STIS) is registered as a broker-dealer under the Securities Exchange Act of 1934. The principal business of STIS is that of a registered securities broker-dealer and certain STAS 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 STAS 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 the following agreements with STIS:

**Dual Representative Agreement:** Under this agreement, certain STAS Advisors are dually registered with STIS and offer brokerage and insurance products and services to STIS clients as well as offering STAS advisory programs and services.

**Research and Other Services Agreement:** Under the agreement, STAS IAG generates reports of due diligence conducted on investment vehicles, creates or negotiates third party advertising, marketing and research materials, design, monitor and update as needed on a continuous basis, capital market assumptions strategic, tactical, and neutral allocations, watch list and ad-hoc manager and performance updates and consultative services.

**Services Agreement:** Under the agreement STIS provides STAS such items as best execution reporting, maintenance of STAS' books and records and AML processes related to clients of the AMC Program. STAS, under the agreement, provides payment of clearing and execution costs related to advisory account trades.

SunTrust Bank is state chartered bank and trust company authorized under the law of Georgia to provided banking and trust services. Certain SunTrust bank employees are registered with STAS as investment adviser representatives and offer the Programs described in this brochure to their clients.

STAS has the following agreements with SunTrust Bank ("STB"):

**Dual Representative Agreement:** Under this agreement, certain STAS Advisors, Investment Strategists, are employed by SunTrust Bank and offer SunTrust Bank deposit and investment products and services to SunTrust Bank clients as well as offering STAS advisory programs and services to SunTrust Bank Clients. This Agreement relates to each organization's supervisory responsibilities and requires that each organization clearly identify the products and services which they separately provide to 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 STAS by SunTrust Bank and allocated by inter-company agreements.

**Non-Deposit Retail Sales (Networking) Agreement:** Under the agreement, unregistered SunTrust Bank employees may refer qualified bank clients to STAS Advisors for a one-time nominal fee of a fixed dollar amount that is not contingent on whether the qualified Client referral results in any advisory activity or the establishment of an investment advisory relationship. STAS reimburses SunTrust Bank for all referral fees on a quarterly basis.

**Model Manager Agreement:** Under the agreement, STAS' IAG constructs and maintains on a continuous basis one or more model portfolios meeting the investment objectives outlined by STB.

**Investment Sub-Adviser Agreement:** Under the agreement, STAS' IAG manages STB client portfolio assets on the STB platform.

**Research and Other Services Agreement:** Under the agreement, STAS IAG generates reports of due diligence conducted on investment vehicles, creates or negotiates third party advertising, marketing and research materials, design, monitor and update as needed on a continuous basis, capital market assumptions strategic,

tactical, and neutral allocations, watch list and ad-hoc manager and performance updates and consultative services.

**Contribution Agreement:** STIS has entered into a Contribution Agreement with STAS effective January 1, 2017 pursuant to which STIS contributed its entire investment advisory business, including the AMC Programs and all investment contracts with its clients relating thereto to STAS. After December 31, 2016, STIS will no longer provide investment advisory services.

STAS has the following agreements with GenSpring Family Offices LLC ("GFO"), an affiliate of STAS:

**Solicitor Agreement** Under the agreement, STAS Advisors solicit clients for GFO's advisory services and STAS receives compensation for the solicitations.

**Services Agreement:** Certain STAS personnel are also employed by and/or registered with GFO. STAS has entered into shared services agreement with GFO which provides that certain services and costs associated with the use of STAS personnel and services to GFO business functions shall be allocated to and charged to GFO pursuant to inter-company agreement which provides for each entity to share in the costs associated with those employees and the services they provide.

**Dual Representative Agreement:** Under this agreement, certain members of STAS' Investment Advisory Group ("IAG"), are dually registered with STAS and GFO in states where such dual registration is permitted, and offer investment products and services to GFO clients as well as offering STAS advisory programs and services.

The compensation received from GFO for soliciting advisory and asset management clients, which is disclosed to clients in a separate disclosure statement, is typically equal to a percentage of the investment advisory or asset management fee charged by the affiliated adviser and may range up to sixty five percent of the advisory fee. Because STAS and its Advisors receive compensation from GFO for referring clients and because such compensation may differ depending on the individual agreement with GFO, STAS and its Advisors may have an incentive to recommend GFO over a non-affiliated adviser with which STAS and its Advisors have a less favorable compensation arrangement. No client referred by STAS and its Advisors is charged any additional amount over the affiliated adviser's customary advisory or asset management fee as a result of the agreement between us and the affiliated adviser.

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

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

### **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 any STAS Advisor.

### **Participation in Client Transactions**

STAS 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 STAS employees or transactions for the firm's affiliates may raise conflicts of interest when a security is traded that is 1) owned by client or 2) considered for purchase or sale for client. 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 conflict of interest may arise. Personal trading by our employees must be conducted in compliance with all applicable laws and procedures.

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

#### 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 STAS.

### **REVIEW OF ACCOUNTS**

#### Separate Account Manager Services

The Principal Managers of IAG associates are responsible for reviewing on a regular basis the activities IAG associates related to services provided.

The STAS Product Committee and the STAS Policy Committee approve or reject new or modified models across the SunTrust enterprise and services provided by IAG to affiliates.

#### AMC Program Accounts

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

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

#### Separate Account Manager Services

The firm to whom these services are provided has sole responsibility for notifying their clients of trades in their accounts.

### AMC Program Accounts

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.

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

### **PAYMENT FOR CLIENT REFERRALS**

Unregistered SunTrust Bank employees are paid a nominal referral fee for making general referrals of customers to STAS. **See Other Financial Industry Activities and Affiliations, SunTrust Bank Non-Deposit Retail Sales (Networking) Agreement, above for details.**

### **SunTrust Private Wealth Management RESERVE**

SunTrust Bank has partnered with third party vendors to bring additional services to certain segments of its clients, including STAS clients.

The additional services available to STAS clients include:

- Access to jet-leasing services;
- Access to personal excess liability insurance for litigation protection;
- Access to healthcare advocacy and advisory support.

These are optional services, and have an additional fee to be paid to the third party provider and are not included in STIS Advisory Fee. Your STAS Advisory Fee is not affected by these services.

SunTrust Bank conducts initial and ongoing due diligence reviews on all vendors whose services are available to STAS clients related to this program. No compensation is received by SunTrust or any affiliate as a result of these arrangements.

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