

PROTECTION WITH POSSIBILITIES¹

Have past losses made you cautious about taking on risk with your investments? Has this caution resulted in sitting on the sidelines while market volatility continues?

Are you concerned that your savings are not generating the returns you need to meet your financial goals?

If you are interested in protecting your future and capturing potential investment growth, then don't miss our educational session on **Market-Linked Certificates of Deposit**.

These unique solutions can:

- Protect your principal against losses, if held to maturity²
- Increase the potential for growth and/or income¹
- Help you feel more financially prepared to meet your goals

Speak with your Financial Advisor about whether Market-Linked Certificates of Deposit may be the right solution for you.

¹Subject to particular offering documentation. Participation in any underlying or linked product is subject to certain caps and restrictions. There is no guarantee of return above principal.

²Return of principal is subject to the credit risk of the issuer.

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The investment products discussed herein are considered complex investment products. Such products contain unique features, risks, terms, conditions, fees, charges and expenses specific to each product. The overall performance of the product is dependent upon the performance of an underlying or linked derivative financial instrument, formula, or strategy. Return of principal is not guaranteed and is subject to the credit risk of the issuer. Investments in complex products are subject to the risks of the underlying asset classes to which the product may be linked, which include, but are not limited to, market risk, liquidity risk, call risk, income risk as well as other risks associated with foreign, developing or emerging markets, such as currency, political, and economic risks. Depending upon the particular complex product, participation in any underlying or linked product is subject to certain caps and restrictions. Any investment product with leverage associated may work for or against the investor. Market-Linked Certificates of Deposit are subject to the credit risk of the issuer above FDIC insurance limits. Investors that sell complex products or Market-Linked Certificates of Deposit prior to maturity are subject to the risk of loss of principal, as there may not be an active secondary market. You should not purchase a complex investment product until you have read the specific offering documentation and understand the specific investment terms, features, risks, fees, charges and expenses of such investment. The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy securities. Investment products described herein may not be offered for sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful or prohibited by the specific offering documentation.

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MLCD-FLYER-0418



PROTECTION WITH POSSIBILITIES

Market-Linked Certificates of Deposit Seminar

Time:

Date:

Location:

Presenter(s):

RSVP today if you are interested in attending this seminar.

Contact:

WE LOOK FORWARD TO SEEING YOU!

A photograph of a small white lighthouse with a glowing lantern room, situated at the end of a long wooden pier with white railings. The pier extends from a rocky shore into a calm body of water under a twilight sky with soft orange and purple hues.

Market-Linked Certificates Of Deposit

Solutions to Help You Manage the **What ifs** of Investing



[Incapital.com](https://incapital.com)

The Balance Between Opportunity and Uncertainty



Today's volatile markets can be characterized as an ever-changing balance between opportunity and uncertainty. Many investors may wonder whether they have to endure the uncertainty in order to reach their investment goals.

Learn how you can protect your principal¹ and invest with purpose.

1 Subject to the terms of the offering documents which could include participation rates, interim caps, and various risks. Principal is returned at maturity and is subject to the credit risk of the issuer. There is no guarantee of return above principal.



**Market-Linked
Certificates of Deposit:**
Protection with Possibilities

What Are Your Investment Challenges?

What if...

You are near or in retirement and don't have the time or appetite to take on the risk necessary to make up for losses?

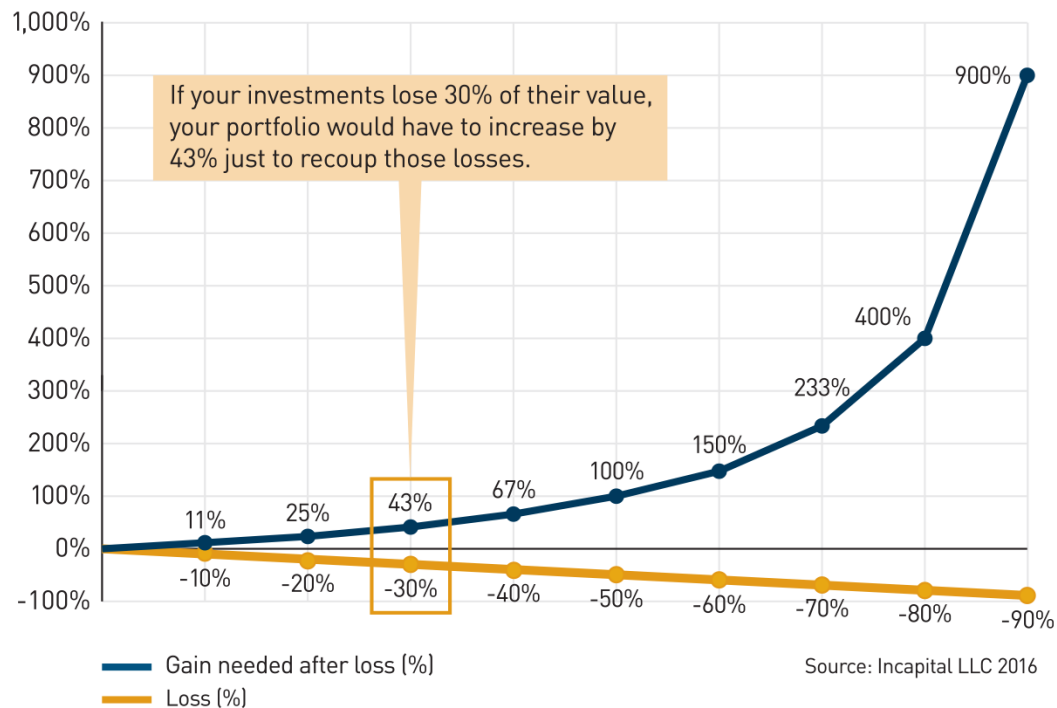
What if...

Various sectors of the market tumble and your portfolio value falls with it, possibly significantly? Are you reluctant to put your portfolio at higher risk to potentially make up for those losses?

What Are Your Investment Challenges?

You shouldn't have to take on more risk at a time when you should be taking on less. With Market-Linked CDs, your principal may be protected against losses when held to maturity.¹

Percentage Gains Needed to Offset Losses



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What Are Your Investment Challenges?

What if...

You don't know which way the markets are heading and you're concerned about getting in or out at the wrong time?

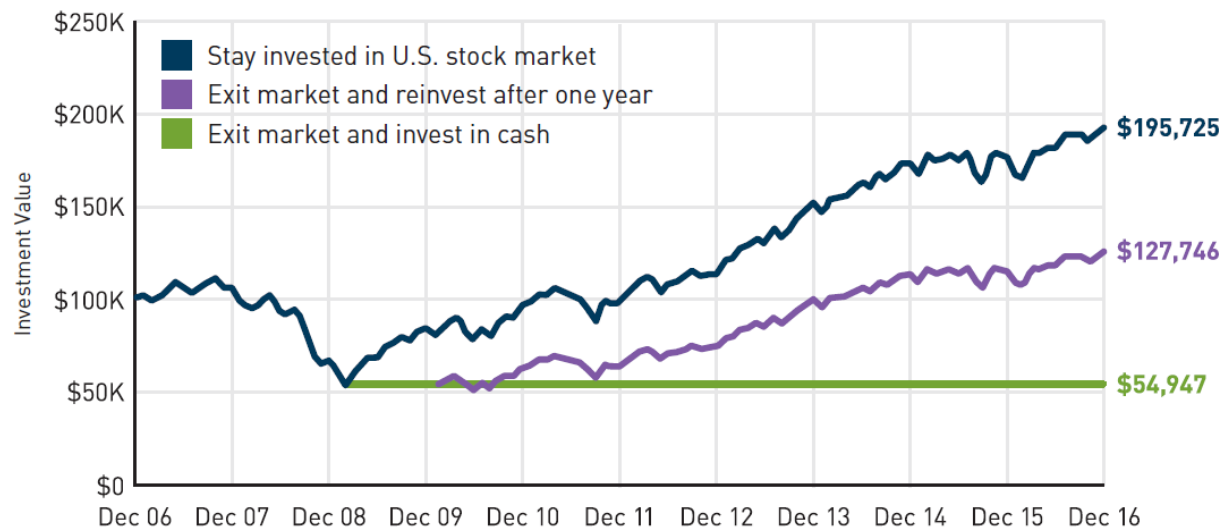
What if...

The markets increase considerably, but you're not invested, and you miss out on asset growth that could have a meaningful impact on your retirement?

What Are Your Investment Challenges?

You don't have to sit on the sidelines and regret missing investment opportunities. With Market-Linked CDs, it's possible to increase your chances of achieving greater returns¹ while protecting your principal¹ so you can have the confidence to remain invested. You can also gain exposure to specific market segments that are aligned with your market outlook.

Staying Invested Can Help You Stay On Track



Source: Bloomberg. Data represents the last trading day of the month for the time period from December 2006 to December 2016. The market is represented by the Standard and Poors 500®, which is an unmanaged group of securities and considered to be representative of the U.S. stock market in general. Cash is represented by the Goldman Sachs Overnight Money Market Index (GSMMUSD). Past performance is no guarantee of future results. This chart is for illustrative purposes only. An investment cannot be made directly in an index. The data assumes reinvestment of income and does not account for taxes or transaction costs on an initial investment of \$100,000.

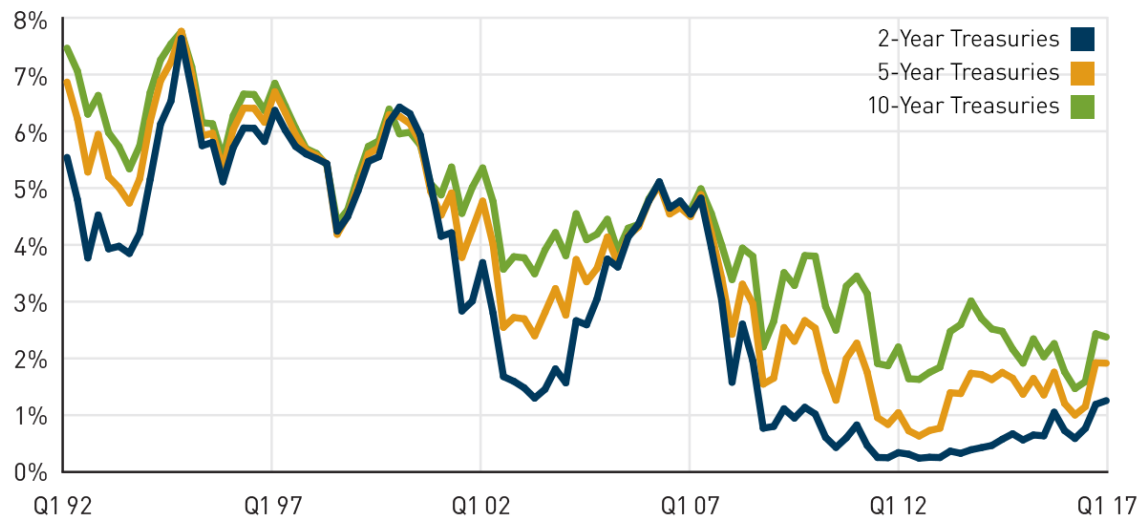
¹ Subject to the terms of the offering documents which could include participation rates, interim caps, and various risks. Principal is returned at maturity and is subject to the credit risk of the issuer. There is no guarantee of return above principal.

What Are Your Investment Challenges?

What if...

Traditional interest rate sensitive investments are generating historically low returns and you are worried about not meeting your financial goals?

Interest Rates at Historical Lows



Source: Bloomberg. Past performance is no guarantee of future results. This chart is for illustrative purposes only.

This chart illustrates the historical yield of 2-year, 5-year, and 10-year Treasury Bonds on the last trading day of the month from March 1992 to March 2017. Treasury Bonds offer a fixed rate of return if held to maturity and are backed by the full faith and credit of The United States Government. The value of the securities will fluctuate based on various factors and if redeemed before maturity may be worth less than the original investment. Investing in Treasury Bonds carries risks which include, but are not limited to, interest rate risk, price risk, and inflation risk. The longer duration of a bond, the more sensitive its price is to changes in interest rates. Past performance is no guarantee of future results. There is no assurance that investing in any asset class will provide positive performance over time. Different economic environments, economic periods and market conditions will produce different results.

The overall performance of a Market-Linked CD is dependent upon the performance of underlying assets. If the underlying assets have a negative return at maturity, the Market-Linked CD will have no return above the principal amount. Return of principal is not guaranteed and is subject to the credit risk of the issuer. Please see the end of this presentation for a complete discussion of the risks associated with a Market-Linked CD.

What Are Your Investment Challenges?



You don't have to settle for low returns in exchange for low risk. With Market-Linked CDs, you have the opportunity to capture returns linked to the performance of financial markets¹.

You have the opportunity to select a payout structure that may provide coupon payments at specified and predetermined valuation dates, subject to the performance of the underlying assets.



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What Are Your Investment Challenges?

What if...

The issuer of the Market-Linked CD becomes insolvent? What happens to my investment?



The FDIC would insure up to \$250,000 per account ownership category and for each account owner and each of their beneficiaries. Any investment that exceeds the FDIC limit is subject to the credit risk of the issuer.

- If the issuer has guaranteed the return of principal, the FDIC will cover both the principal and any accrued interest, up to the applicable insurance limits, in the event the issuer were to become insolvent.
- If interest is only credited at maturity and the issuer were to become insolvent prior to the maturity of the Market-Linked CD, no interest would be insured. Positive returns generated are not insured, and therefore are not paid should the bank become insolvent.



Market-Linked CDs: Protection with Possibilities

Market-Linked CDs are bank-issued deposits designed for investors who are mindful of risk and want **principal protection**¹ on their investments so they can have the confidence to participate in the markets and capture any potential **upside opportunities**.

- Returns are linked to performance of one or more underlying assets (underlyers)
 - Equities
 - Equity indices
 - Asset allocation strategies

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Market-Linked CDs: Protection with Possibilities

For Growth

- Some Market-Linked CDs provide the potential for capital appreciation based on a “participation rate” in the potential appreciation of the underlyer.
 - “Participation Rate” refers to the degree or method in which an investor can participate in the potential appreciation of the underlying asset.
- There may also be a “cap” on the maximum return.
 - A “Cap” represents a ceiling above which an investor does not participate in further upside gains on the Market-Linked CDs regardless of the actual return of the underlyer.

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Market-Linked CDs: Protection with Possibilities

For Income

- Some Market-Linked CDs may provide coupon payments based on whether the underlyer meets certain performance thresholds at predetermined times throughout the life of the Market-Linked CD.
- Investors should review the specific terms that may impact the performance of a particular Market-Linked CD.

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Features

- **Federal Deposit Insurance Corporation (FDIC):** The FDIC insures principal amounts up to FDIC limits in the event the issuer becomes insolvent.
 - The value of the investment may be worth less than the principal amount if sold prior to maturity, and there may not be a liquid secondary market.
- **Estate Feature:** Market-Linked CDs may have what is commonly referred to as a “death put” or “survivor’s option”.
 - Upon death or adjudication of incompetency, this feature allows beneficiaries to redeem the MLCs at their principal value without interest, prior to maturity.

1 Subject to the terms of the offering documents which could include participation rates, interim caps, and various risks. Principal is returned at maturity and is subject to the credit risk of the issuer. There is no guarantee of return above principal.

What You Need to Know

Ask your Financial Advisor how Market-Linked CDs may help you:

- Protect your principal¹ against losses
- Increase the potential for capital growth and/or income¹
- Complement your traditional investments
- Enhance your portfolio's diversification
- Feel more financially prepared for the retirement you want to live
- Avoid the **What ifs** of investing!

1 Subject to the terms of the offering documents which could include participation rates, interim caps, and various risks. Principal is returned at maturity and is subject to the credit risk of the issuer. There is no guarantee of return above principal.

What You Need to Know

Market-Linked CDs may be appropriate¹ for:

- Retirement Planning
- IRAs
- Growth-Focused Investing
- Income-Focused Investing
- Education Savings
- Custodial Accounts
- Businesses
- Non-Profit Organizations

It is important to review the relevant offering document to understand the specific terms that may impact the performance of a particular Market-Linked CD. **You should speak with your Advisor** about the risks and suitability of Market-Linked CDs in your portfolio.

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What you should know before investing in Market-Linked CDs...

CALL RISK

Some MLCDs are callable or redeemable, solely at the option of the issuer. The issuer is not obligated to redeem a callable CD or note, and will typically call a MLCD when it is most advantageous for them to do so. If the MLCD is called, it is possible that the investor may be unable to reinvest in a MLCD with similar or better terms.

CREDIT RISK

Any investment above the FDIC allowable limit is subject to the credit risk of the issuer, as are any market-linked returns.

FDIC INSURANCE

MLCDs are FDIC-insured in the event of issuer insolvency, up to the applicable limits of \$250,000 per account ownership category and for each account owner and each of their beneficiaries. Any investment that exceeds the FDIC limit is subject to the credit risk of the issuer. If the issuer has guaranteed the return of principal, the FDIC will cover both the principal and any accrued interest, up to the applicable insurance limit. However, if interest is only credited at maturity and the issuer were to become insolvent prior to the maturity of the CD, no interest would be insured. Incapital only partners with bank issuers of MLCDs that are insured with the FDIC. While there is no maximum limit on the amount that you can invest in MLCDs, FDIC insurance only covers MLCDs up to the maximum insurance limits.

FEES

MLCDs are subject to fees and costs including commission paid to your Advisor, structuring and development costs, and offering expenses. There are also trading costs including costs to hedge the product. Any sales prior to maturity will be reduced by the cost of all the associated fees and costs. MLCDs, when held to maturity, will return the initial principal, subject to the credit risk of the issuer, regardless of fees.

LIQUIDITY RISK

MLCDs are intended to be held until maturity and there is no formal secondary market for the product, which makes early redemptions difficult and subject to a variety of market-related factors. In the event that clients are able to redeem MLCDs prior to maturity, the redemption proceeds may be less than the amount they invested due to fluctuations in the underlying assets and other market-related factors. FDIC insurance does not protect against losses if the MLCDs are sold or redeemed prior to maturity.

MARKET RISK

MLCDs are linked to the performance of specified underlying assets. The return on MLCDs can be adversely impacted if the underlying assets perform poorly. Depending on the terms of the relevant MLCD (outlined in the offering document), market risk could result in no return above the principal amount.

PERFORMANCE RISK

The MLCD pays a return based upon the performance of an underlying asset as outlined in the offering document. These terms could include interim caps, averaging and rates of participation in the underlying asset. MLCDs do not pay dividends. If dividends are declared on the underlying asset, they will be excluded when calculating the performance of the MLCD.

TAX IMPLICATIONS

MLCDs may be treated as a “contingent debt instrument” for federal income tax purposes if they are held in a non-qualified account. While a MLCD may not pay interest until maturity, if at all, you may be required to include your charged interest amount each year as income for federal income tax purposes. For specific terms, please refer to the offering documents or consult a tax professional.

Disclosure

Incapital LLC and its affiliates explicitly disclaim any responsibility for product suitability or suitability determinations related to individual investors. This information should not be regarded by recipients as a substitute for the exercise of their own independent judgment and the information provided herein is not an offer, solicitation or a recommendation to buy, sell or hold any security or investment strategy. There can be no assurance that the investments shown herein were or will be profitable and this material does not take into account any investor's particular investment objectives, financial situation, particular needs, strategies, tax status or time horizon.

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The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy securities. Investment products described herein may not be offered for sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful or prohibited by the specific offering documentation.

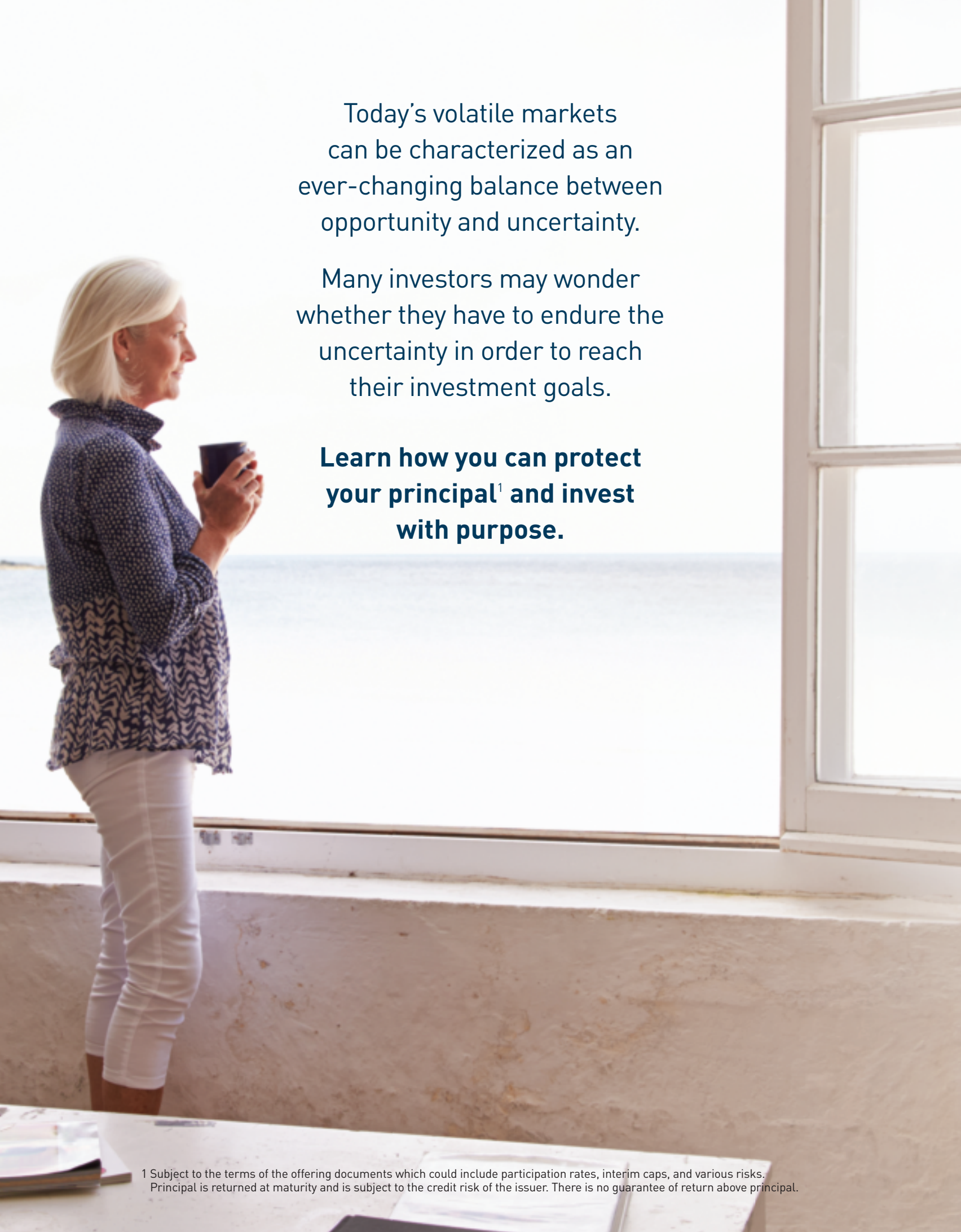
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MLCDonly-PRES-0617

Market-Linked Certificates Of Deposit

Solutions To Help You Manage The **What Ifs** Of Investing





Today's volatile markets
can be characterized as an
ever-changing balance between
opportunity and uncertainty.

Many investors may wonder
whether they have to endure the
uncertainty in order to reach
their investment goals.

**Learn how you can protect
your principal¹ and invest
with purpose.**

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Principal is returned at maturity and is subject to the credit risk of the issuer. There is no guarantee of return above principal.

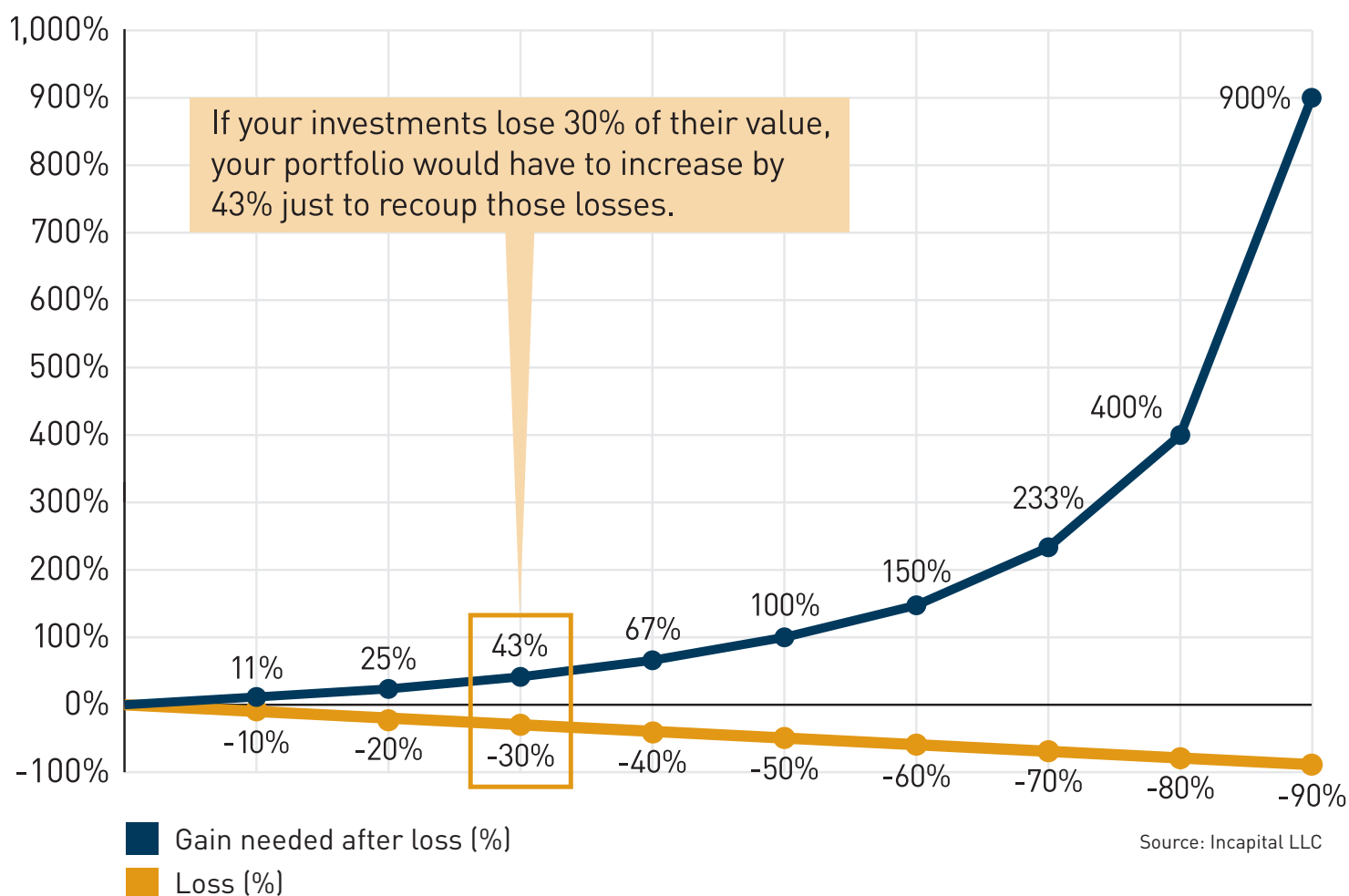
What if...

You are near or in retirement and don't have the time or appetite to take on the risk necessary to make up for losses?

What if...

Various sectors of the market tumble and your portfolio value falls with it, possibly significantly? Are you reluctant to put your portfolio at higher risk to potentially make up for those losses?

Percentage Gains Needed To Offset Losses



You shouldn't have to take on more risk at a time when you should be taking on less. With Market-Linked CDs, your principal may be protected against losses when held to maturity.¹

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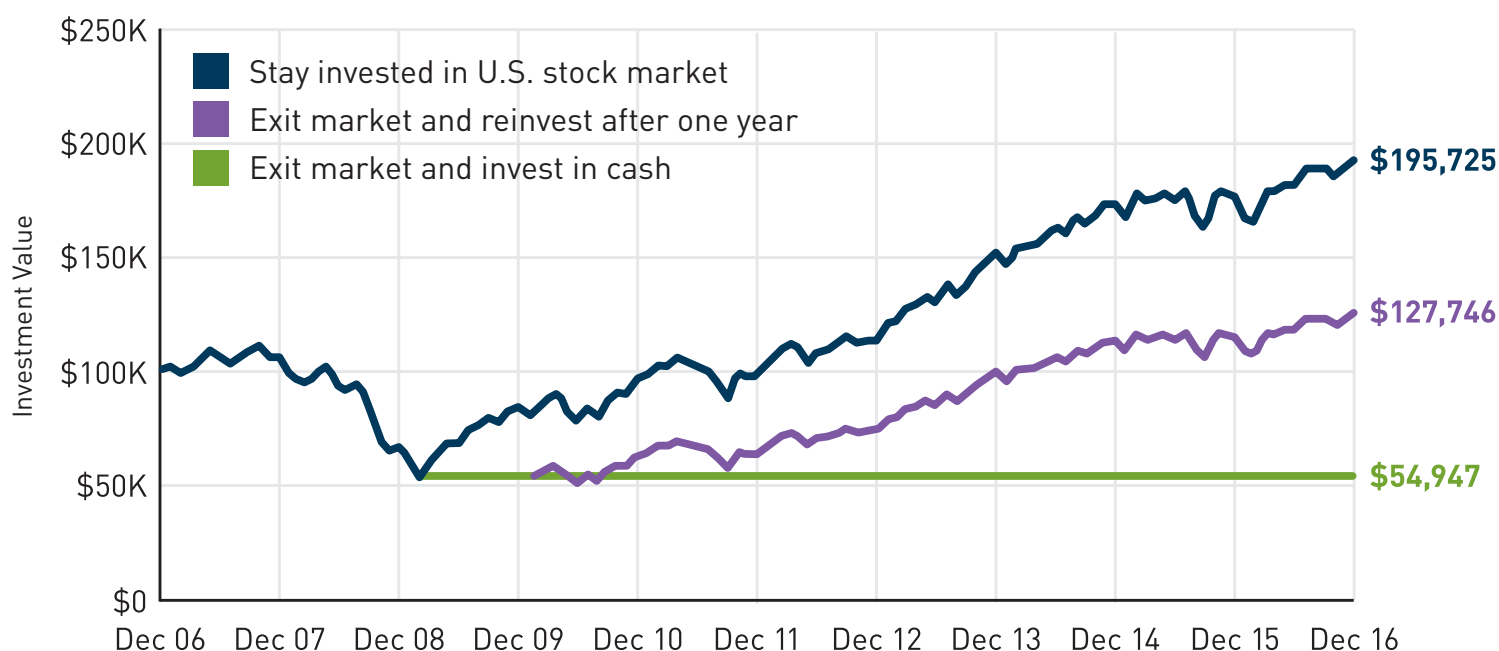
What if...

You don't know which way the markets are heading, and you're concerned about getting in or out at the wrong time?

What if...

The markets increase considerably, but you're not invested, and you miss out on asset growth that could have a meaningful impact on your retirement?

Staying Invested Can Help You Stay On Track



Source: Bloomberg. Data represents the last trading day of the month for the period from December 2006 to December 2016. The market is represented by the Standard & Poor's 500®, which is an unmanaged group of securities and considered to be representative of the U.S. stock market in general. Cash is represented by the Goldman Sachs Overnight Money Market Index (GSMMUSD). Past performance is no guarantee of future results. This chart is for illustrative purposes only. An investment cannot be made directly in an index. The data assumes reinvestment of income and does not account for taxes or transaction costs on an initial investment of \$100,000.

You don't have to sit on the sidelines and regret missing investment opportunities. With Market-Linked CDs, it's possible to increase your chances of achieving greater returns¹ while protecting your principal¹ so you can have the confidence to remain invested.

¹ Subject to the terms of the offering documents which could include participation rates, interim caps, and various risks. Principal is returned at maturity and is subject to the credit risk of the issuer. There is no guarantee of return above principal.

What if...

Traditional interest rate sensitive investments are generating historically-low returns and you are worried about not meeting your financial goals?

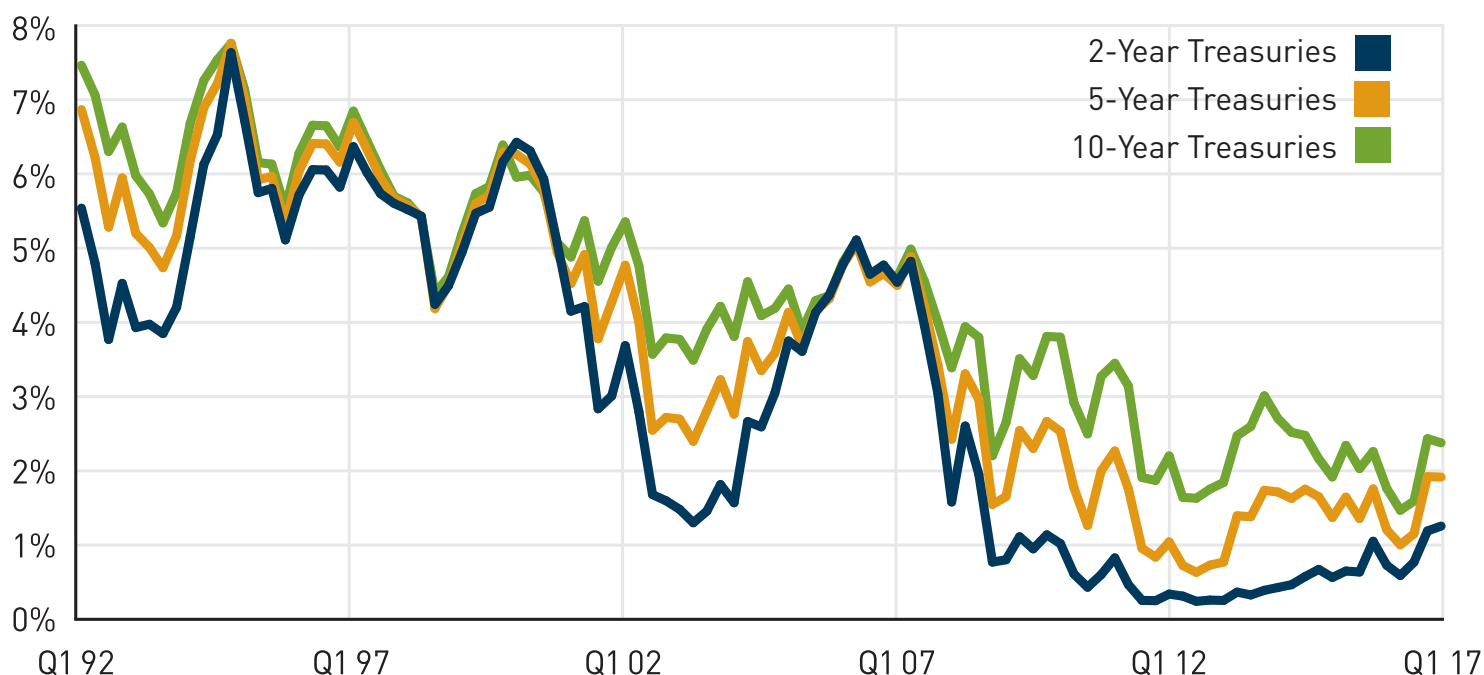


You don't have to settle for low returns in exchange for low risk.

With Market-Linked CDs, you have the opportunity to capture returns linked to the performance of financial markets.¹



Interest Rates At Historical Lows



Source: Bloomberg. This chart is for illustrative purposes only.

This chart illustrates the historical yield of 2-year, 5-year, and 10-year Treasury Bonds on the last trading day of the quarter from March 1992 to March 2017. Treasury Bonds offer a fixed rate of return if held to maturity and are backed by the full faith and credit of the United States Government. The value of the securities will fluctuate based on various factors and if redeemed before maturity may be worth less than the original investment. Investing in Treasury Bonds carry risks, which include, but are not limited to, interest rate risk, price risk, and inflation risk. The longer duration of a bond, the more sensitive its price is to changes in interest rates. Past performance is no guarantee of future results. There is no assurance that investing in any asset class will provide positive performance over time. Different environments, economic periods, and market conditions will produce different results.

The overall performance of a Market-Linked CD is dependent upon the performance of the underlier. If the underlier has a negative return at maturity, the Market-Linked CD will have no return above the principal amount. Return of principal is subject to the credit risk of the issuer. Please see the end of this brochure for a complete discussion of the risks associated with a Market-Linked CD.

Market-Linked CDs may be appropriate² for:

- Retirement Planning
- Education Savings
- IRAs
- Custodial Accounts
- Businesses
- Non-Profit Organizations
- Growth-Focused Investing
- Income-Focused Investing

¹ Subject to the terms of the offering documents which could include participation rates, interim caps, and various risks. Principal is returned at maturity and is subject to the credit risk of the issuer. There is no guarantee of return above principal.

² Must consider account liquidity needs, as Market-Linked CDs may not pay out income or be redeemed until maturity date.

Protection with Possibilities

Market-Linked CDs are bank-issued deposits designed for investors who are mindful of risk and want **principal protection**¹ on their investments so they can have the confidence to participate in the markets and capture any potential **upside opportunities**. Returns are linked to the performance of one or more underlying assets (underlyers), such as equities, equity indices and asset allocation strategies.

If you are seeking **growth**, some Market-Linked CDs provide the potential for capital appreciation based on a “participation rate”³ in the potential appreciation of the underlyer. Additionally there may be a “cap”⁴ on the maximum return. Dividends paid on the underlyer are not passed through to the Market-Linked CD. If you are seeking **income**, there are Market-Linked CDs that provide coupon payments based on whether the underlyer meets certain

performance thresholds at predetermined times throughout the life of the Market-Linked CD. Investors should review the relevant offering documents to understand the specific terms that may impact the performance of a particular Market-Linked CD.

Any returns of principal, interest, and gains generated are subject to the credit risk of the issuer. **The Federal Deposit Insurance Corporation** (FDIC) insures principal amounts up to applicable limits in the event the issuer becomes insolvent. As part of the FDIC insurance, and subject to the terms and conditions of the issuer, Market-Linked CDs may have an **estate feature**.⁵ Upon death or adjudication of incompetency, this feature allows beneficiaries to redeem Market-Linked CDs at their principal value, without interest, prior to maturity.

Ask your Financial Advisor how Market-Linked CDs may help you:

- Protect your principal¹ against losses
- Increase the potential for capital growth and/or income¹
- Complement your traditional investments
- Enhance your portfolio’s diversification
- Feel more financially prepared for the retirement you want to live
- Avoid the **What ifs** of investing!

¹ Subject to the terms of the offering documents which could include participation rates, interim caps, and various risks. Principal is returned at maturity and is subject to the credit risk of the issuer. There is no guarantee of return above principal.

³ “Participation Rate” refers to the degree or method in which an investor can participate in the potential appreciation of the underlying asset.

⁴ A “Cap” represents a ceiling above which an investor does not participate in further upside gains on the Market-Linked CD regardless of the actual return on the underlying asset.

⁵ Certain restrictions apply. Please refer to the investment’s offering documents for details.

What you should know before investing in Market-Linked CDs...

CALL RISK

Some Market-Linked CDs (MLCDs) are callable or redeemable, solely at the option of the issuer. The issuer is not obligated to redeem a callable CD or note, and will typically call a MLCD when it is most advantageous for them to do so. If the MLCD is called, it is possible that the investor may be unable to reinvest in a MLCD with similar or better terms.

CREDIT RISK

Any investment above the FDIC allowable limit is subject to the credit risk of the issuer, as are any market-linked returns.

FDIC INSURANCE

MLCDs are FDIC-insured in the event of issuer insolvency, up to the applicable limits of \$250,000 per account ownership category and for each account owner and each of their beneficiaries. Any investment that exceeds the FDIC limit is subject to the credit risk of the issuer. If the issuer has guaranteed the return of principal, the FDIC will cover both the principal and any accrued interest, up to the applicable insurance limit. However, if interest is only credited at maturity and the issuer were to become insolvent prior to the maturity of the CD, no interest would be insured. Incapital only partners with bank issuers of MLCDs that are insured with the FDIC. While there is no maximum limit on the amount that you can invest in MLCDs, FDIC insurance only covers MLCDs up to the maximum insurance limits.

FEES

MLCDs are subject to fees and costs, including commission paid to your Advisor, structuring and development costs, and offering expenses. There are also trading costs including costs to hedge the product. Any sales prior to maturity will be reduced by the cost of all the associated fees and costs. Please refer to the offering documents for a full list of fees. MLCDs, when held to maturity, will return the initial principal, subject to the credit risk of the issuer, regardless of fees.

LIQUIDITY RISK

MLCDs are intended to be held until maturity and there is no formal secondary market for the product, which makes early redemptions difficult and subject to a variety of market-related factors. In the event that clients are able to redeem MLCDs prior to maturity, the redemption proceeds may be

less than the amount they invested due to fluctuations in the underlying assets and other market-related factors. FDIC insurance does not protect against losses if the MLCDs are sold or redeemed prior to maturity.

MARKET RISK

MLCDs are linked to the performance of specified underlying assets. The return on MLCDs can be adversely impacted if the underlying assets perform poorly. Depending on the terms of the relevant MLCD (outlined in the offering document), market risk could result in no return above the principal amount.

PERFORMANCE RISK


The MLCD pays a return based upon the performance of an underlying asset as outlined in the offering document. These terms could include interim caps, averaging, and rates of participation in the underlying asset. MLCDs do not pay dividends. If dividends are declared on the underlying asset, they will be excluded when calculating the performance of the MLCD.

TAX IMPLICATIONS

MLCDs may be treated as a "contingent debt instrument" for federal income tax purposes if they are held in a non-qualified account. While a MLCD may not pay interest until maturity, if at all, you may be required to include your charged interest amount each year as income for federal income tax purposes. For specific terms, please refer to the offering documents or consult a tax professional.



**Speak with
your Financial Advisor**
about the risks and suitability
of Market-Linked CDs
in your portfolio.



Incapital LLC and its affiliates explicitly disclaim any responsibility for product suitability or suitability determinations related to individual investors. This information should not be regarded by recipients as a substitute for the exercise of their own independent judgment and the information provided herein is not an offer, solicitation or a recommendation to buy, sell or hold any security or investment strategy. There can be no assurance that the investments shown herein were or will be profitable and this material does not take into account any investor's particular investment objectives, financial situation, particular needs, strategies, tax status or time horizon.

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