

PROTECTION WITH POSSIBILITIES¹

Are you uncertain where the markets are headed? Do you want to continue to participate in upside opportunities but are concerned about a market decline?

If you are interested in an investment strategy that gives you the flexibility to choose between varying degrees of exposure to market growth and downside protection¹, then don't miss the educational session on **Market-Linked Notes**.

These unique solutions can:

- Provide various levels of principal protection, if held to maturity¹
- Increase the potential for growth and/or income¹
- Help you feel more financially prepared to meet your investment goals

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

¹Subject to the terms of the offering documents which could include participation rates, interim caps, and various risks. Any applicable downside protection will be realized only at maturity. Return at maturity could be less than the original amount invested, and subject to the credit risk of the issuer.

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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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PROTECTION WITH POSSIBILITIES

Market-Linked Notes Seminar

Time:

Date:

Location:

Presenter(s):

RSVP today if you are interested in attending this seminar.

Contact:

WE LOOK FORWARD TO SEEING YOU!



[Market-Linked Notes]

What if...

You could protect some of your core portfolio against losses?¹

Would you...

- Consider investment strategies that may complement your portfolio's asset allocations during market downturns?
- Gain confidence to stay invested and continue to seek opportunities for potential growth?¹
- Seek alternate income opportunities with the potential to generate yield¹ that is less dependent on interest rates?



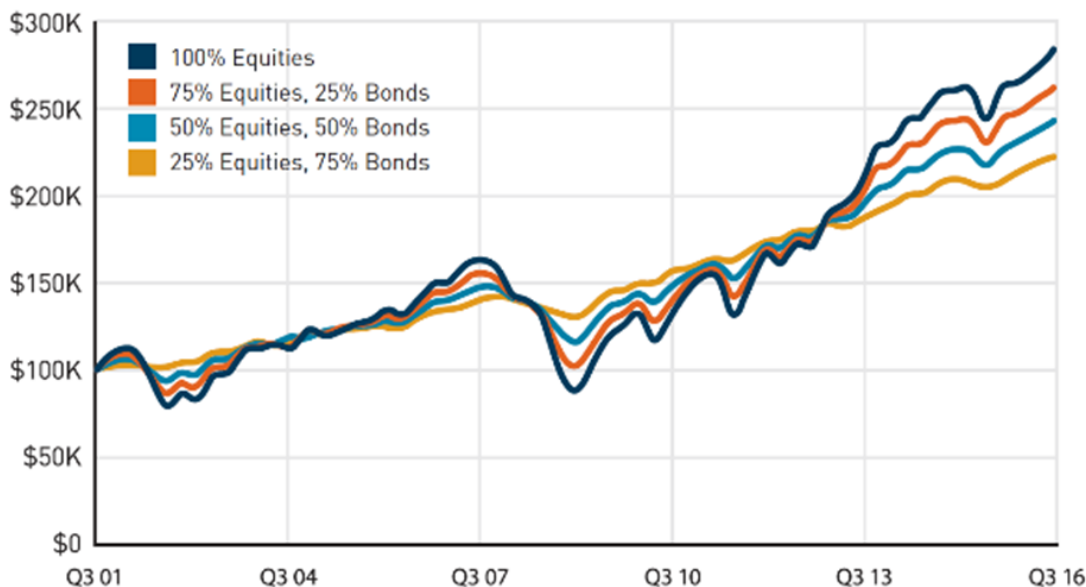
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What Are Your Portfolio Allocation Challenges?

What if...

You want to maintain your current asset allocation strategy, but you are also looking for ways to reduce your exposure to market downturns?

Parallel Performance Among Asset Allocation Strategies



Source: Bloomberg. Past performance is no guarantee of future results. This chart is for illustrative purposes only and not indicative of any investment. It is not possible to invest directly in an index. Equity investments are represented by the Standard and Poor's 500®, which is an unmanaged group of securities and is considered to be representative of the U.S. stock market in general. Fixed income investments are presented by the Barclays U.S. Aggregate Bond Index. Fixed income investments, if held to maturity, provide a fixed rate of return and a fixed principal value. The data, which are monthly observations from September 30, 2001 to October 1, 2016, assumes reinvestment of income and does not account for taxes or transaction costs on an initial investment of \$100,000 in October 2001. Diversification does not guarantee a profit or protect against a loss. There is no assurance that investing in any asset class will provide positive performance over time. The overall performance of a Market-Linked Note (MLN) is dependent on the underlying reference assets. If the underlying reference assets have a negative return at maturity, the MLN could have a return of an amount that is below the initial amount invested. The value of the MLN will fluctuate based on various factors and if redeemed prior to maturity may be less than the original amount invested. Investment return is not guaranteed and subject to the credit risk of the issuer at maturity. Please see the end of this presentation for a discussion of risks associated with MLNs.

What Are Your Portfolio Allocation Challenges?



You don't have to change your exposure to certain asset classes you believe in to reduce the impact of market declines. Adding Market-Linked Notes into your portfolio may help reduce its downside risk¹ at a time when your long-term asset allocation strategy may not.



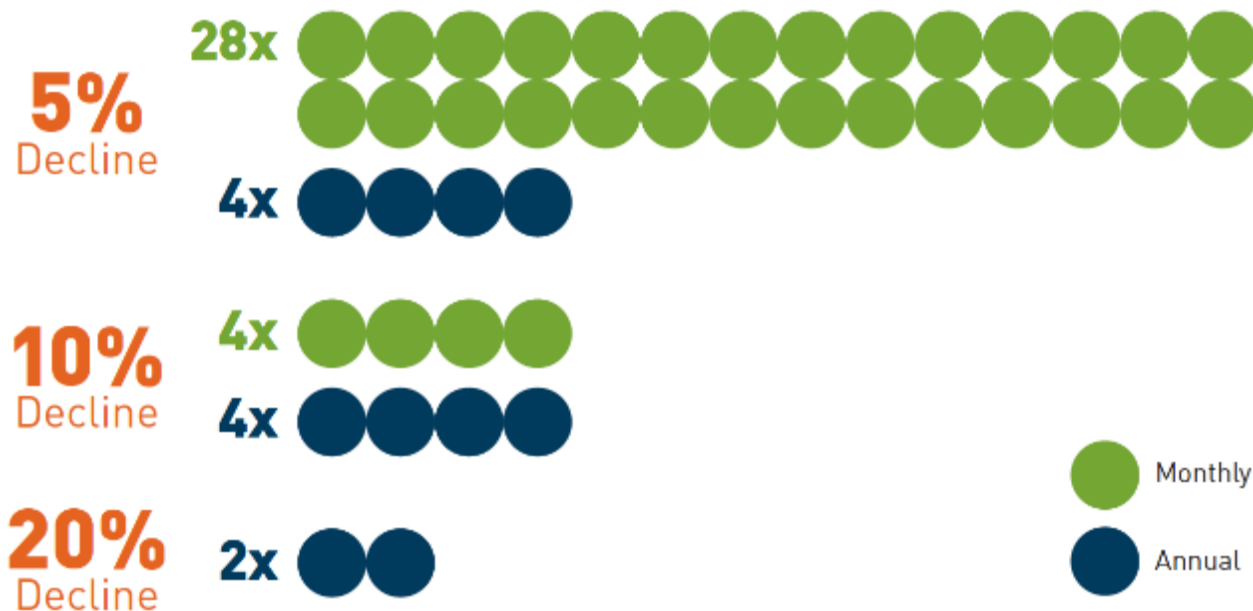
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What Are Your Growth Investment Challenges?

What if...

You are concerned about the frequency of market downturns or the level of market declines?

20-Year Periodic Declines in the S&P 500® Index



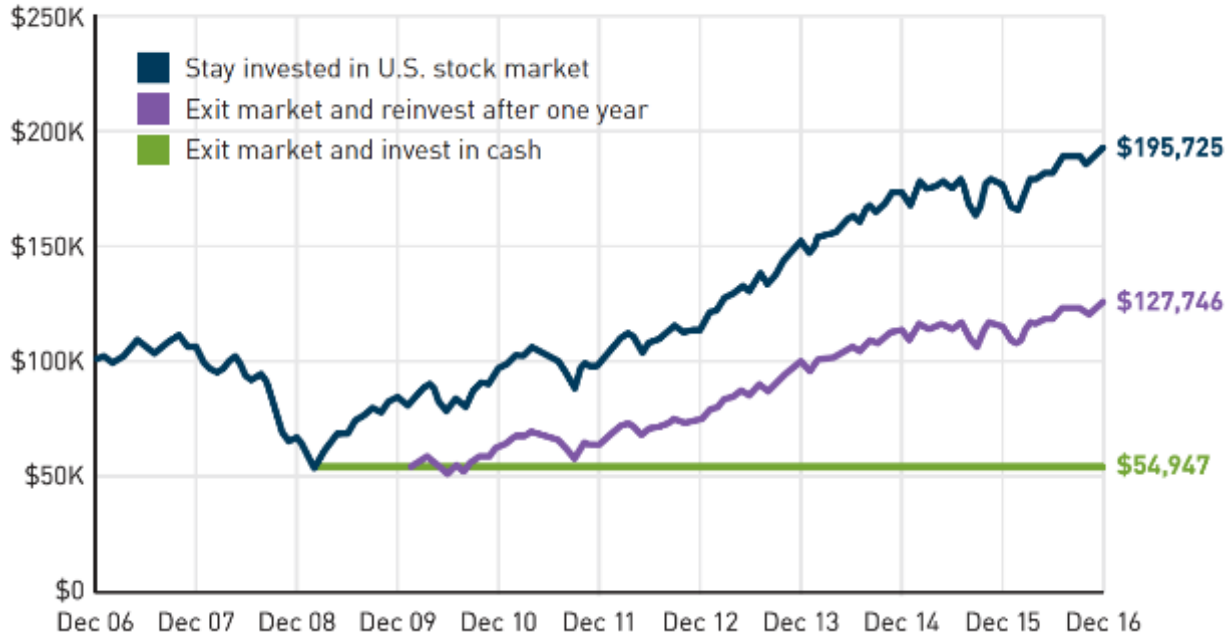
Source: Bloomberg. Data represents the number of times the Standard and Poor's 500® index dropped more than 5%, 10%, or 20% with monthly and annual observations commencing on January 2, 1997 and ending on December 30, 2016. The index is an unmanaged group of securities and is considered to be representative of the U.S. stock market in general. The declines reflect the weekly price of the index only, and therefore, do not include dividends. This chart is for illustrative purposes only. An investment cannot be made directly in an index. Past performance is no guarantee of future results.

What Are Your Growth Investment Challenges?

What if...

Your reaction to market volatility and declines is either to reallocate out of equities and into fixed income and cash, or to mistime when you buy and sell your investments?

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 Poor's 500® Index, 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.

What Are Your Growth Investment Challenges?



Don't let an emotional reaction to market performance impact your ability to achieve your long-term investment objectives. Market-Linked Notes allow you to stay invested to capture the potential upside moves in the equity market, while also giving you the ability to decide the amount of downside protection against losses you want in your portfolio.¹ They give you the ability to strategically position your core equity allocation and potentially reduce your exposure to multiple market swings.

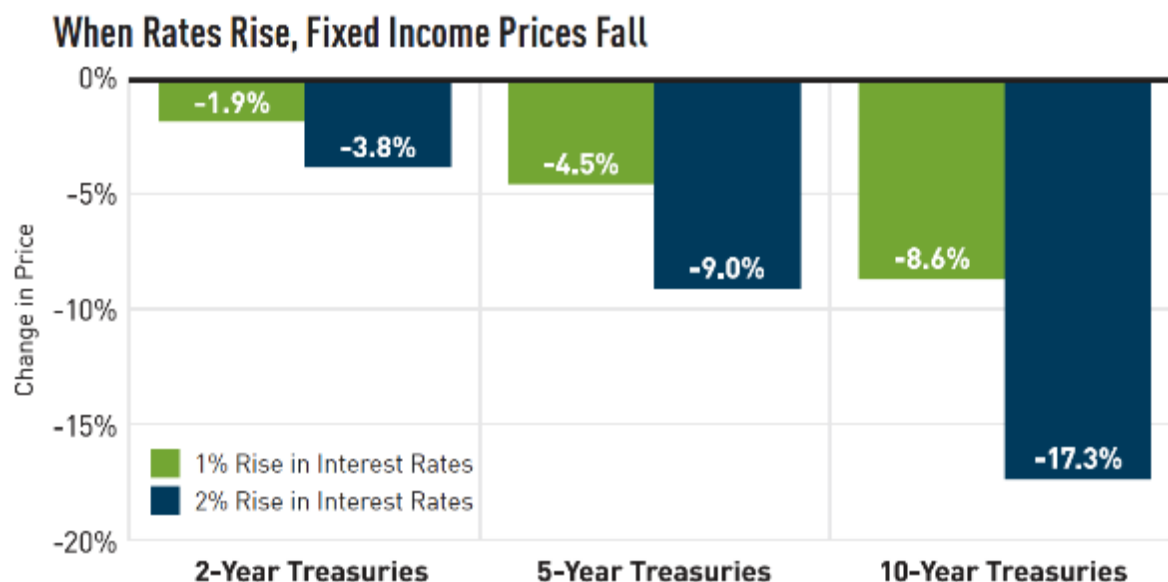


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What Are Your Income Investment Challenges?

What if...

You are worried about the impact of possible rate increases on your fixed income investments?



Source: Bloomberg. Past performance is no guarantee of future results. This chart is for illustrative purposes only. This chart illustrates the estimated change in the current price of the 2-year, 5-year, and 10-year Treasury Bonds given an increase in the interest rates as of January 17, 2017. Certain assumptions have been made for modeling purposes and are unlikely to be realized. Model results are hypothetical and do not reflect the actual trading of securities, or the effect of material economic and market factors at the time of any change in interest rates. Should one of these scenarios materialize or should underlying assumptions prove incorrect, actual results may vary, perhaps materially, from those in the model. Model results do not reflect any transaction costs of buying and selling securities, investment management fees, and any other costs or taxes.

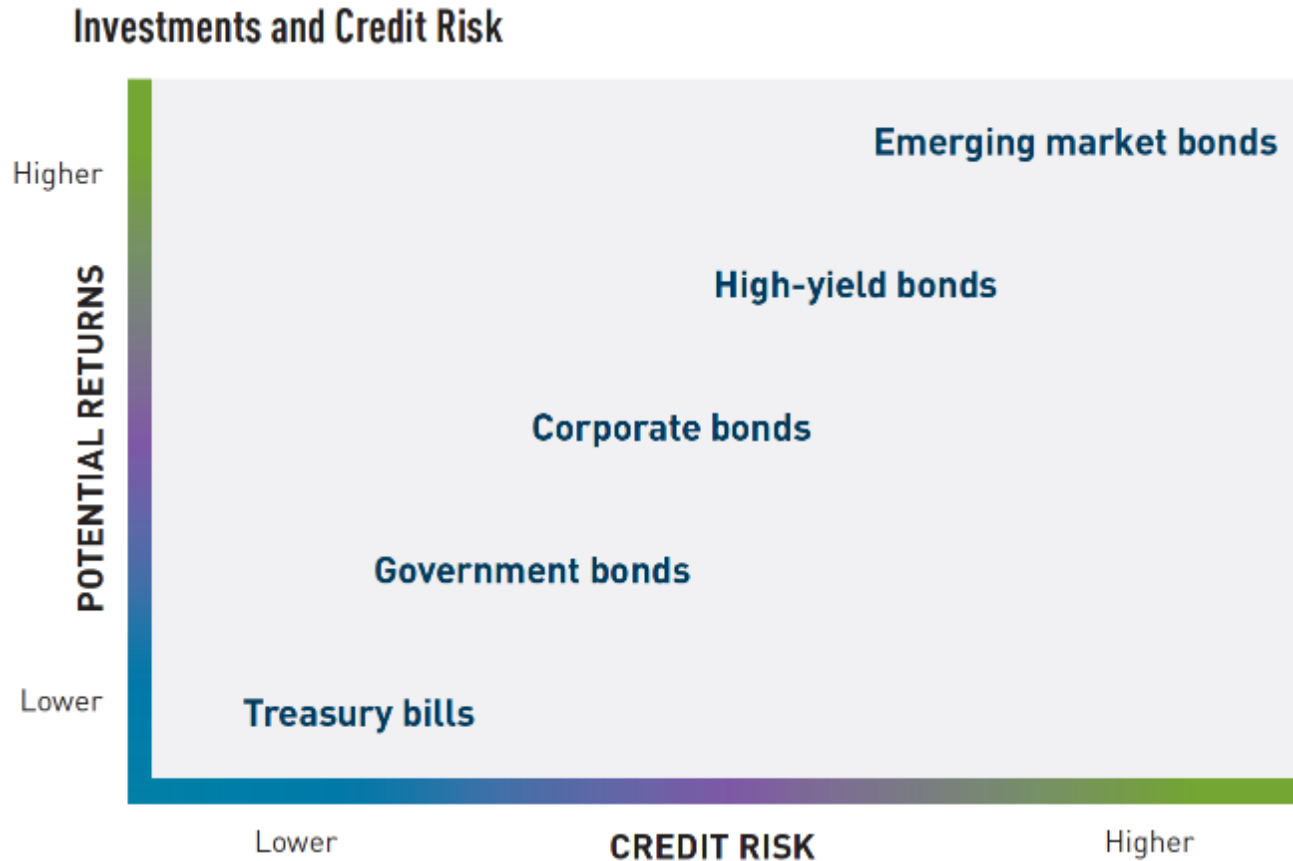
Treasury Bonds offer a fixed rate of return if held to maturity and are backed by the full faith and credit of the United States Government. The value of the securities will fluctuate based on various factors and if redeemed before maturity, may be less than the original investment. Investing in Treasury Bonds carries risks which include, but are not limited to, interest rate risk, price risk, and inflation risk. The longer the duration of a bond, the more sensitive its price is to changes in interest rates. There is no assurance that investing in any asset class will provide performance over time. Different environments, economic periods, and market conditions will produce different results.

The overall performance of a Market-Linked Note (MLN) is dependent upon the performance of underlying reference assets. If the underlying reference assets have a negative return at maturity, the MLN could have a return of an amount that is below the initial amount invested. The value of the MLN will fluctuate based on various factors and if redeemed prior to maturity, may be less than the original amount invested. Investment return is not guaranteed and subject to the credit risk of the issuer at maturity. Please refer to the back of this presentation for a discussion on the risks associated with MLNs.

What Are Your Income Investment Challenges?

What if...

Your income options for higher yield result in taking on higher credit risk?



This chart is for illustrative purposes only.

What Are Your Income Investment Challenges?

You have options to invest in alternative income sources that may also provide you with a level of principal protection.¹ While subject to the credit risk of the issuer, Market-Linked Notes are driven more by the performance of the markets than by interest rates.¹

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Market-Linked Notes are designed for investors who want the opportunity to participate in the **upside possibilities afforded by various financial markets, but who are also mindful of risk and may want a level of **downside protection** on their investments.**

Subject to the terms and conditions of the offering, Market-Linked Notes may allow you to participate in the potential appreciation of an underlying reference asset (underlyer), such as equities, equity indices, and asset allocation strategies. Market-Linked Notes may also provide different levels of protection against losses at maturity.¹

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Protection With Possibilities

If you are seeking **growth**, some Market-Linked Notes provide the potential for capital appreciation based on a “participation rate²” in the potential appreciation of the underlyer. Additionally there may be a “cap³” on the maximum return.

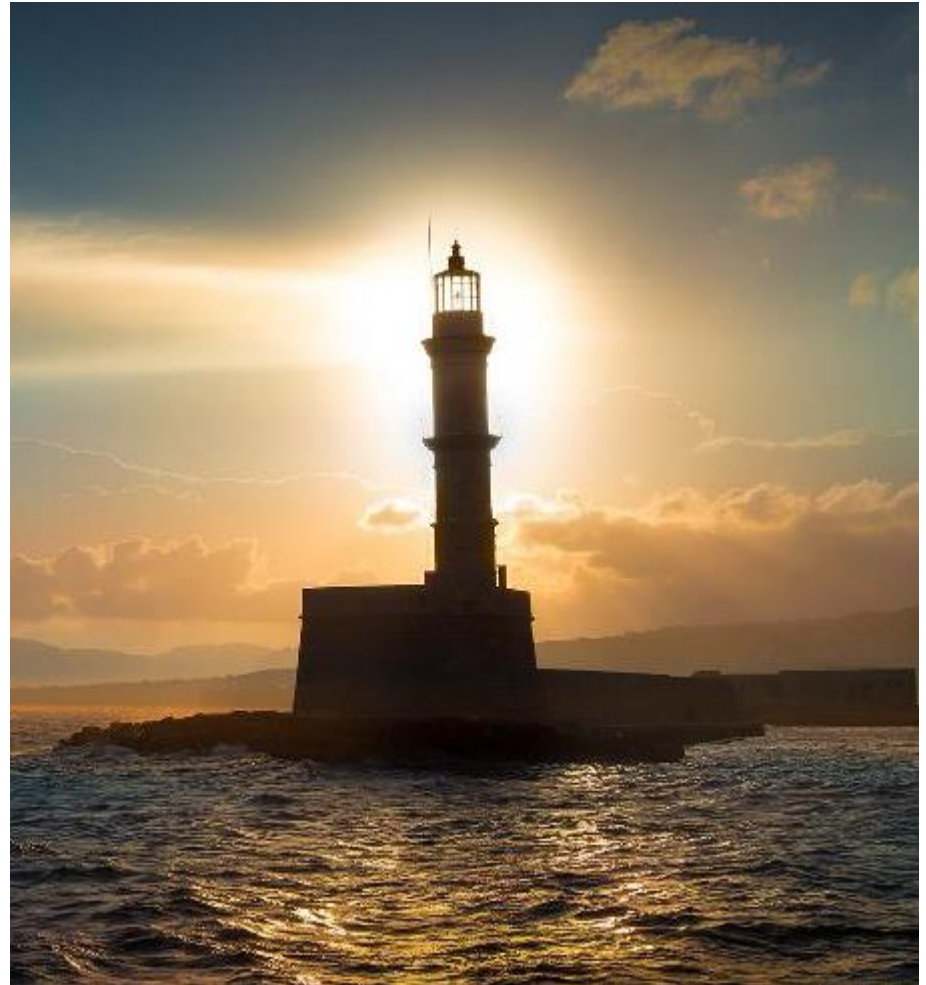


² “Participation Rate” refers to the degree or method in which an investor can participate in the potential appreciation of the underlying asset.

³ A “Cap” represents a ceiling above which an investor does not participate in further upside gains on the MLN regardless of the actual return on the underlying asset.

Protection With Possibilities

If you are seeking **income**, there are Market-Linked Notes that provide coupon payments if the underlyer meets certain performance thresholds at predetermined times throughout the life of the Market-Linked Note.¹



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Find Your Balance

Market-Linked Notes give you the flexibility to set targets around the desired levels of risk and performance that align with your portfolio objectives.



Concerned about imminent market declines? More averse to risk?

- Certain Market-Linked Notes provide greater downside protection in exchange for lower potential return.¹



Uncertain where the markets are headed? Moderate risk tolerance?

- Certain Market-Linked Notes allow you to select a more balanced payout with moderate downside protection and potential return.¹



Optimistic about the market? Less averse to risk?

- Certain Market-Linked Notes provide greater return potential in exchange for less downside protection.¹

These hypothetical examples are for illustrative purposes only.

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Market-Linked Notes May Help You...

- Protect your principal against losses, if applicable¹
- Increase the potential for capital growth and/or income¹
- Complement traditional investments
- Enhance your portfolio's diversification
- Manage your portfolio's risk/reward profile
- Feel more financially prepared to meet your investment goals
- Answer the **What ifs** of investing!



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Market-Linked Notes are considered senior unsecured debt. Subject to the credit risk of the issuer, and terms of the offering documents, some or all of your principal may be protected against losses at maturity. If the issuer defaults on its payment obligations, the applicable amount of your principal could be at risk.

- Investors should review the relevant offering documents to understand the specific terms that may impact the performance of a particular Market-Linked Note.
- Any returns of principal, interest, and gains generated are subject to the credit risk of the issuer. Dividends paid on the underlyer are not passed through to the Market-Linked Notes. It is important to note that there may not be a liquid secondary market, and, the value of the investment may be worth less than the principal amount if sold prior to maturity. Typically, maturities range up to ten years.



What You Should Know Before Investing In Market-Linked Notes...

CALL RISK

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

CREDIT RISK

A MLN represents an unsecured debt that is subject to the credit risk of the issuer. Due payments, if any, as well as any market-linked returns, are subject to the credit risk of the issuer.

FEES

MLNs 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.

LIQUIDITY RISK

MLNs 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 you are able to redeem MLNs prior to maturity, the redemption proceeds may be less than the amount you invested due to fluctuations in the underlying assets and other market-related factors.

MARKET RISK

MLNs are linked to the performance of specified underlying assets. The return on MLNs can be adversely impacted if the underlying assets perform poorly. Depending on the performance of underlying assets, the payment you receive at maturity may be less than the principal amount invested.

PERFORMANCE RISK

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

PRINCIPAL RISK

Some MLNs are not structured to repay your full principal amount on the stated maturity date. For these MLNs, depending on the performance of the market measure, the payment you receive at maturity may be less than the original offering price of the MLNs.

TAX IMPLICATIONS

The tax treatment of MLNs is complicated, varies depending on the structure, and in some cases is uncertain. Before purchasing any MLN, please consult with a tax advisor. You also should read the applicable tax risk disclosures in the offering documents when considering the purchase of MLNs.

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.

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 reference 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 market-linked product is subject to certain caps and restrictions. Any investment product with leverage associated may work for or against the investor. Market-Linked Notes are subject to credit risk of the issuer. Investors who sell complex products or Market-Linked Notes 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.

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Market-Linked Notes

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





What if...

You could protect some of your core portfolio against losses?¹

Would you...

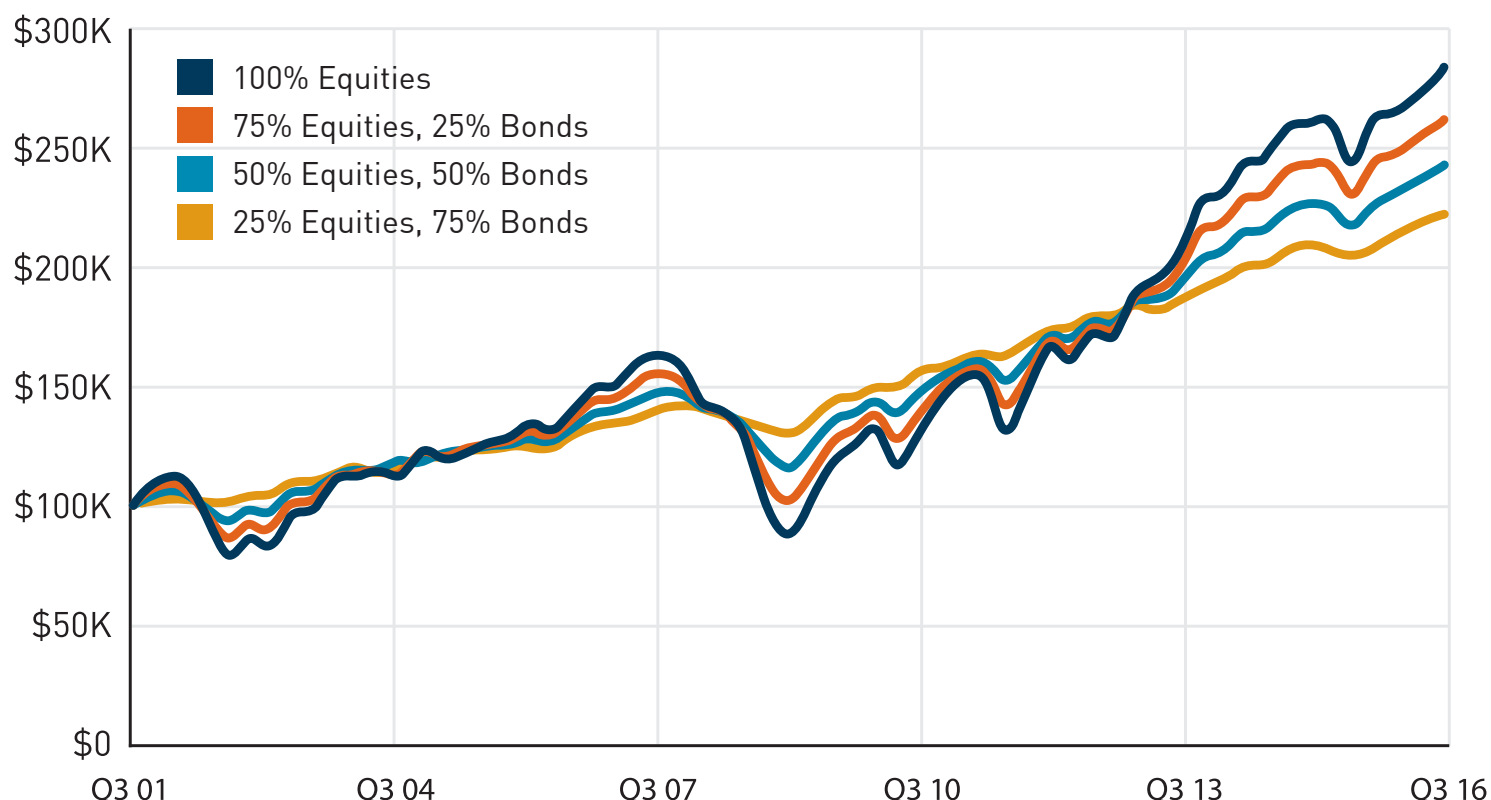
- Consider investment strategies that may complement your portfolio's asset allocations during market downturns?
- Gain the confidence to stay invested and continue to seek opportunities for potential growth?¹
- Seek alternate income opportunities with the potential to generate yield¹ that is less dependent on interest rates?

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What if...

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Parallel Performance Among Asset Allocation Strategies



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Adding Market-Linked Notes into your portfolio may help reduce its downside risk¹ at a time when your long-term asset allocation strategy may not.

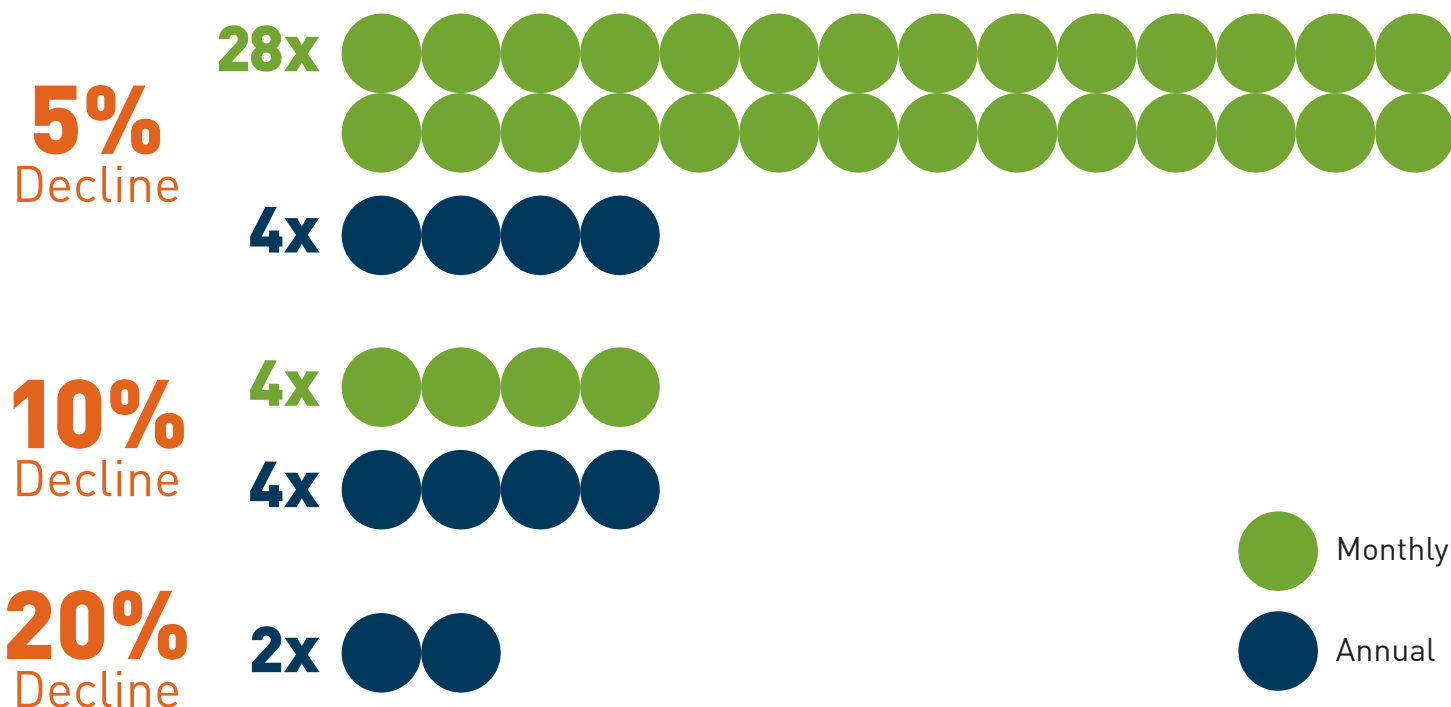


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20-Year Periodic Declines in the S&P 500® Index



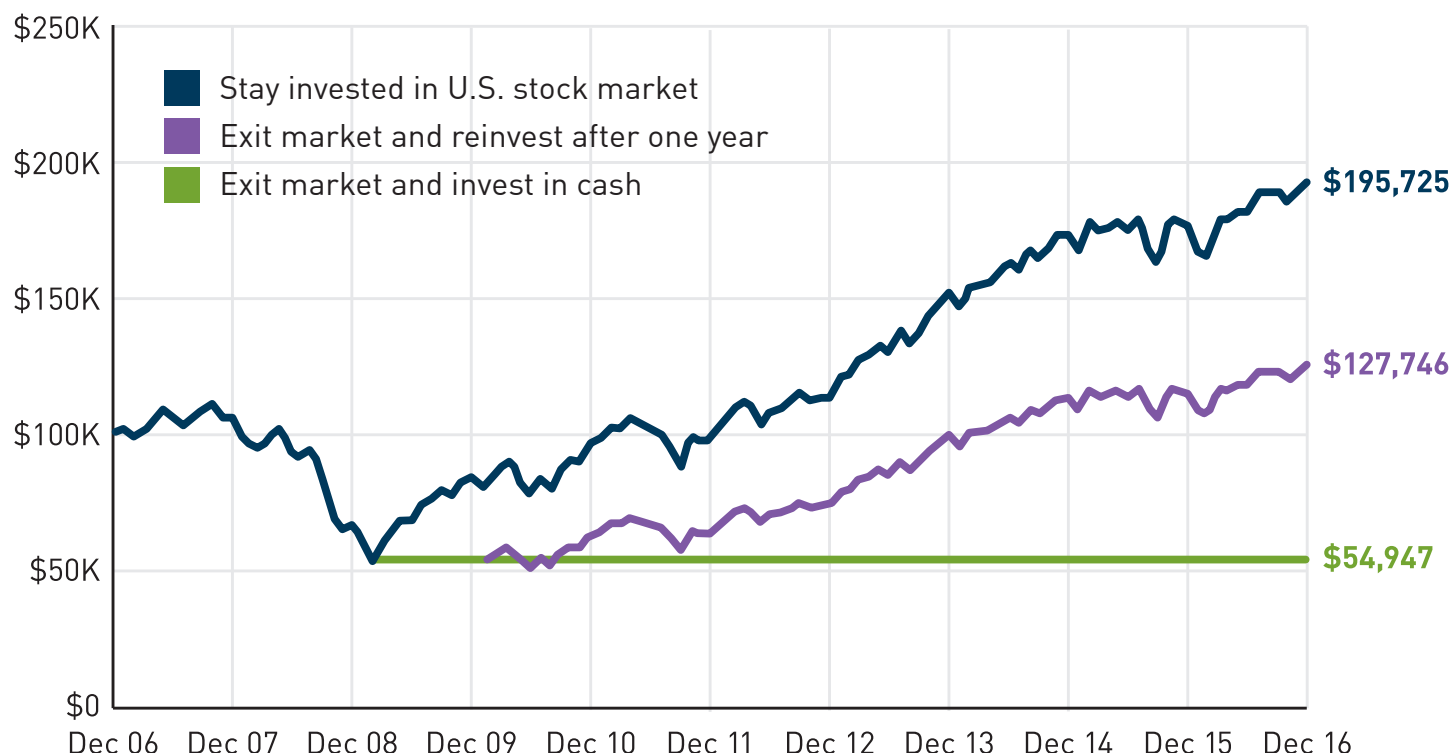
Source: Bloomberg. Data represents the number of times the Standard and Poor's 500® Index dropped more than 5%, 10%, or 20% with monthly and annual observations commencing on January 2, 1997 and ending on December 30, 2016. The Index is an unmanaged group of securities and is considered to be representative of the U.S. stock market in general. The declines reflect the weekly price of the index only, and therefore, do not include dividends. This chart is for illustrative purposes only. An investment cannot be made directly in an index. Past performance is no guarantee of future results.



What if...

Your reaction to market volatility and declines is either to reallocate out of equities and into fixed income and cash, or to mistime when you buy and sell your investments?

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They give you the ability to strategically position your core equity allocation and potentially reduce your exposure to multiple market swings.

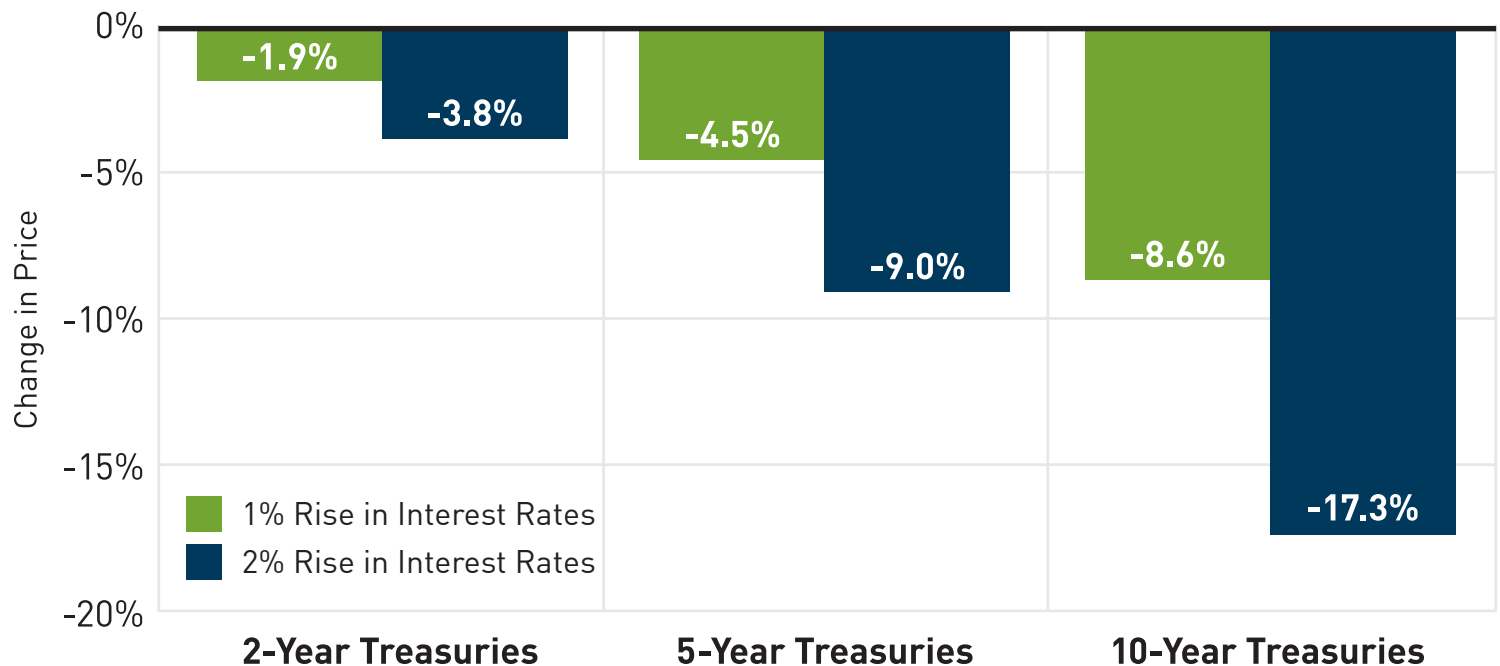
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What if...

You are worried about the impact of possible rate increases on your fixed income investments?

When Rates Rise, Fixed Income Prices Fall



Source: Bloomberg. Past performance is no guarantee of future results. This chart is for illustrative purposes only. This chart illustrates the estimated change in current price of 2-year, 5-year, and 10-year Treasury Bonds given an increase in interest rates as of January 17, 2017. Certain assumptions have been made for modeling purposes and are unlikely to be realized. Model results are hypothetical and do not reflect actual trading of securities, or the effect of material economic and market factors at the time of any change in interest rates. Should one of these scenarios materialize or should underlying assumptions prove incorrect, actual results may vary, perhaps materially, from those in the model. Model results do not reflect any transaction costs of buying and selling securities, investment management fees, and any other costs or taxes.

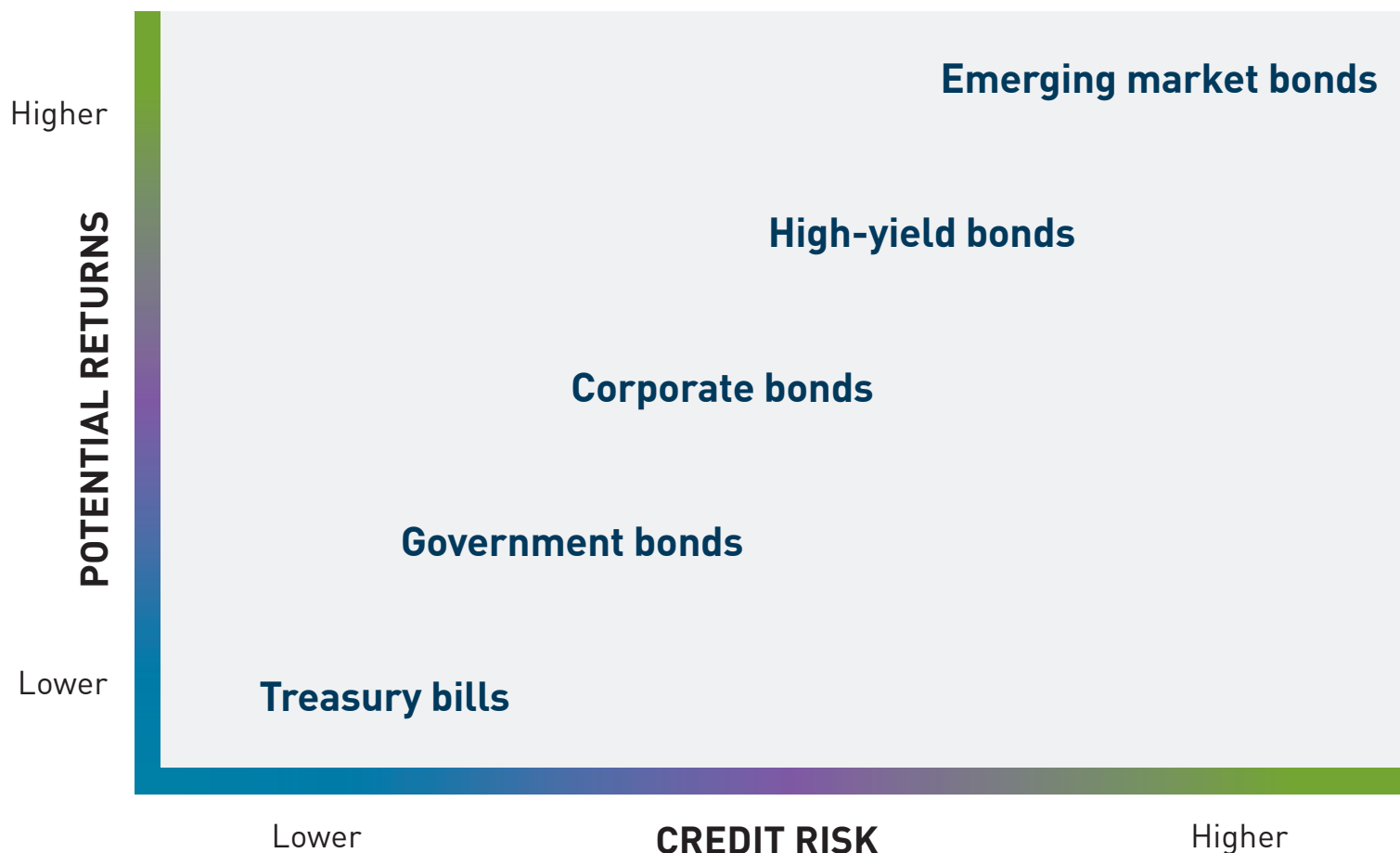
Treasury Bonds offer a fixed rate of return if held to maturity and are backed by the full faith and credit of the United States Government. The value of the securities will fluctuate based on various factors and if redeemed before maturity may be less than the original investment. Investing in Treasury 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. 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.

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Investments and Credit Risk



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Protection with Possibilities

Market-Linked Notes are designed for investors who want an opportunity to participate in the **upside possibilities** afforded by various financial markets, but who are also mindful of risk and may want a level of **downside protection** on their investments.

Market-Linked Notes are uniquely flexible investments. Subject to terms and conditions of the offering, Market-Linked Notes may allow you to participate in the potential appreciation of an underlying reference asset (underlyer), such as equities, equity indices, and asset allocation strategies.

If you are seeking **growth**, some Market-Linked Notes provide the potential for capital appreciation based on a “participation rate²” in the potential appreciation of the underlyer. Additionally there may be a “cap³” on the maximum return. Subject to the terms of the offering documents, Market-Linked Notes may also provide different levels of protection against losses at maturity.¹ If you are seeking **income**, there are Market-Linked Notes that provide coupon payments based on whether the underlyer meets certain performance thresholds at predetermined times throughout the life of the Market-Linked Note.¹

Market-Linked Notes are considered senior unsecured debt. Subject to the credit risk of the issuer, and terms of the offering documents, some or all of your principal may be protected against losses at maturity. If the issuer defaults on its payment obligations, the applicable amount of your principal could be at risk.

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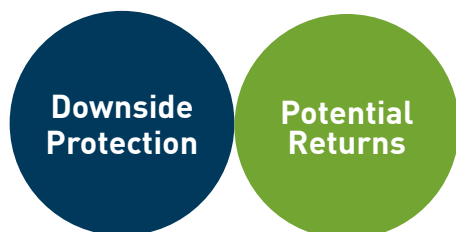
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Uncertain where the markets are headed? Moderate risk tolerance?

- Certain Market-Linked Notes allow you to select a more balanced payout with moderate downside protection and potential return.¹



Optimistic about the market? Less averse to risk?

- Certain Market-Linked Notes provide greater return potential in exchange for less downside protection.¹

These hypothetical examples are for illustrative purposes only.

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

- Protect your principal against losses, if applicable¹
- Increase the potential for capital growth and/or income¹
- Complement traditional investments
- Enhance your portfolio's diversification
- Manage your portfolio's risk/reward profile
- Feel more financially prepared to meet your investment goals
- Answer the **What ifs** of investing!

¹ Subject to the terms of the offering document which could include participation rates, interim caps, and various risks. Any applicable downside protection will be realized only at maturity. Return at maturity could be less than the original amount invested, and subject to the credit risk of the issuer.



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

CALL RISK

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

CREDIT RISK

A MLN represents an unsecured debt that is subject to the credit risk of the issuer. Due payments, if any, as well as any market-linked returns, are subject to the credit risk of the issuer.

FEES

MLNs 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.

LIQUIDITY RISK

MLNs 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 you are able to redeem MLNs prior to maturity, the redemption proceeds may be less than the amount you invested due to fluctuations in the underlying assets and other market-related factors.

MARKET RISK

MLNs are linked to the performance of specified underlying assets. The return on MLNs can be adversely impacted if the underlying assets perform poorly. Depending on the performance of underlying assets, the payment you receive at maturity may be less than the principal amount invested.

PERFORMANCE RISK

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

PRINCIPAL RISK

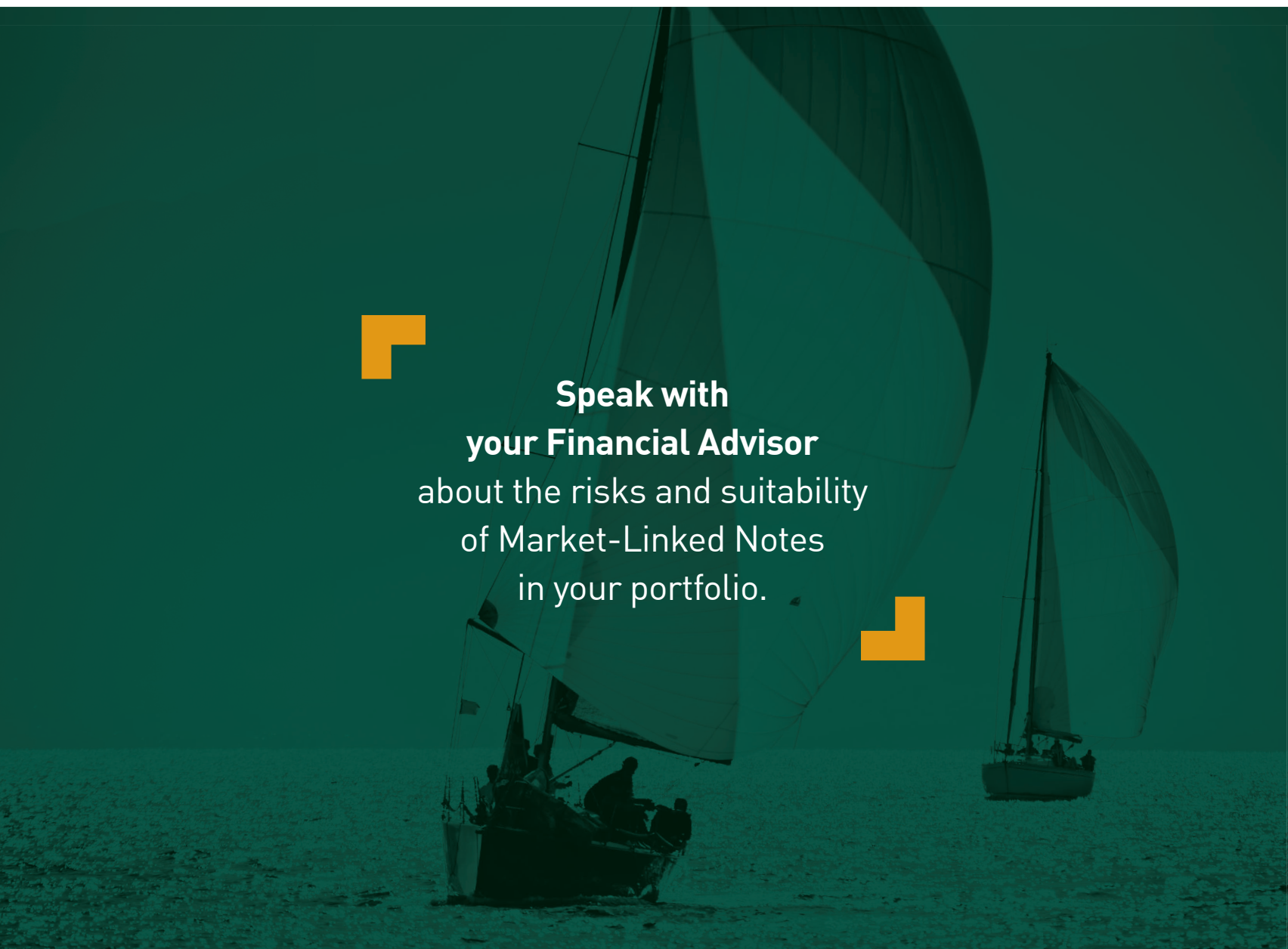
Some MLNs are not structured to repay your full principal amount on the stated maturity date. For these MLNs, depending on the performance of the market measure, the payment you receive at maturity may be less than the original offering price of the MLNs.

TAX IMPLICATIONS

The tax treatment of MLNs is complicated, varies depending on the structure, and in some cases is uncertain. Before purchasing any MLN, please consult with a tax advisor. You also should read the applicable tax risk disclosures in the offering documents when considering the purchase of MLNs.



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



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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 reference 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 market-linked product is subject to certain caps and restrictions. Any investment product with leverage associated may work for or against the investor. Market-Linked Notes are subject to credit risk of the issuer. Investors who sell complex products or Market-Linked Notes 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.

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NOT FDIC INSURED	NOT BANK GUARANTEED	MAY LOSE VALUE	NOT A BANK DEPOSIT	NOT INSURED BY ANY GOVERNMENT AGENCY
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