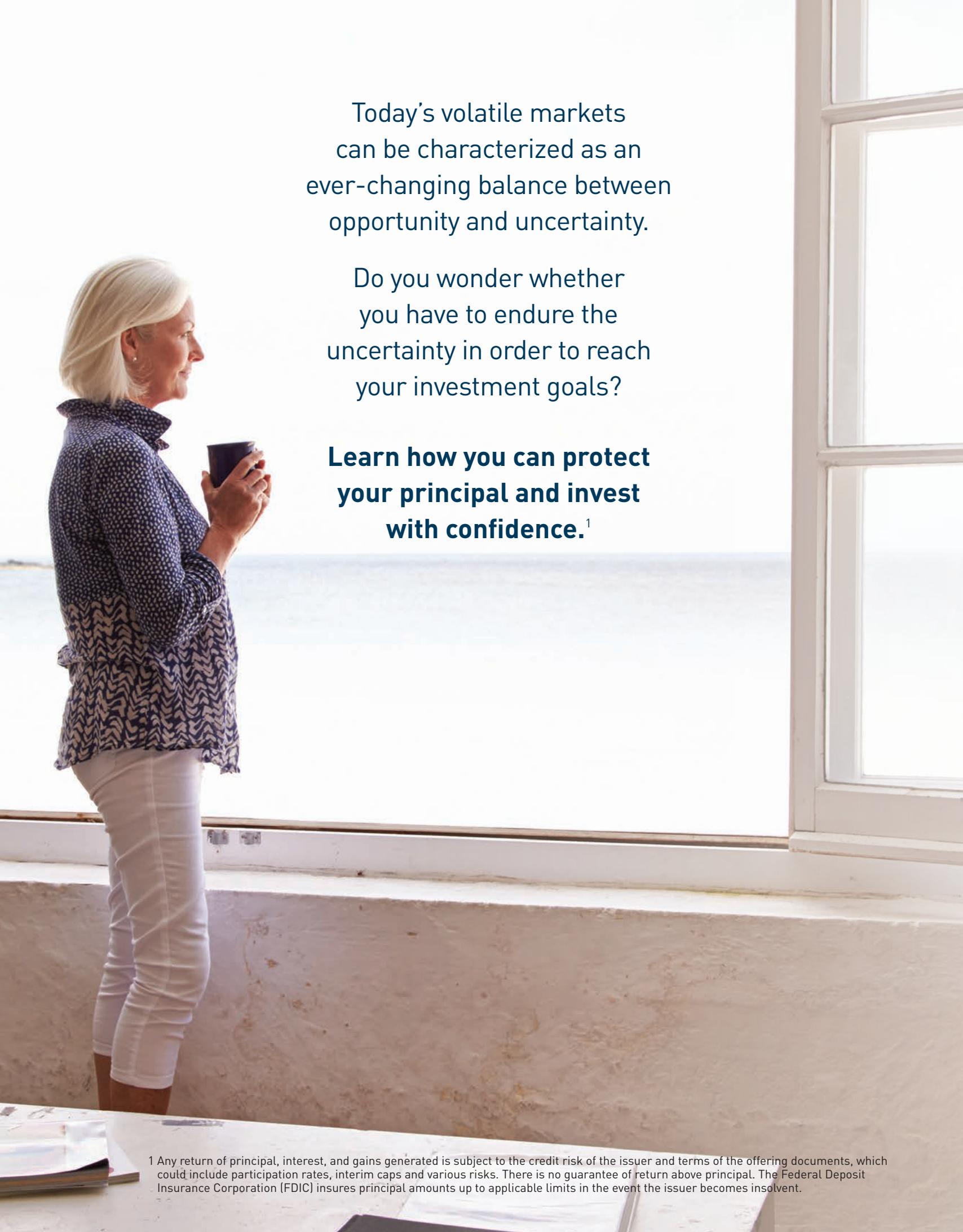


Market-Linked Certificates Of Deposit

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.

Do you wonder whether
you have to endure the
uncertainty in order to reach
your investment goals?

**Learn how you can protect
your principal and invest
with confidence.¹**

¹ Any return of principal, interest, and gains generated is subject to the credit risk of the issuer and terms of the offering documents, which could include participation rates, interim caps and various risks. There is no guarantee of return above principal. The Federal Deposit Insurance Corporation (FDIC) insures principal amounts up to applicable limits in the event the issuer becomes insolvent.

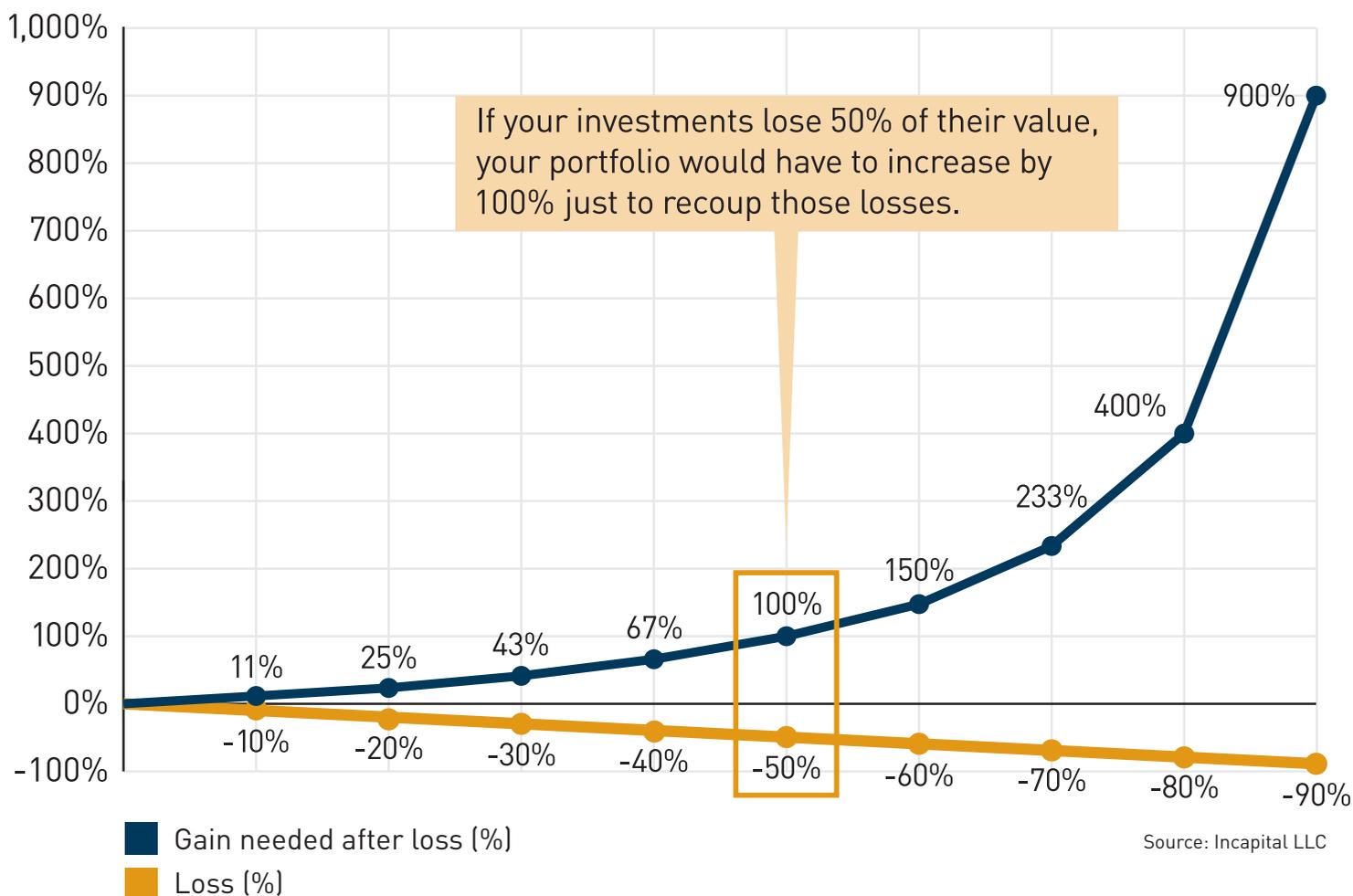
What if...

You're 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 is 100% 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 2003 to December 2018. 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.

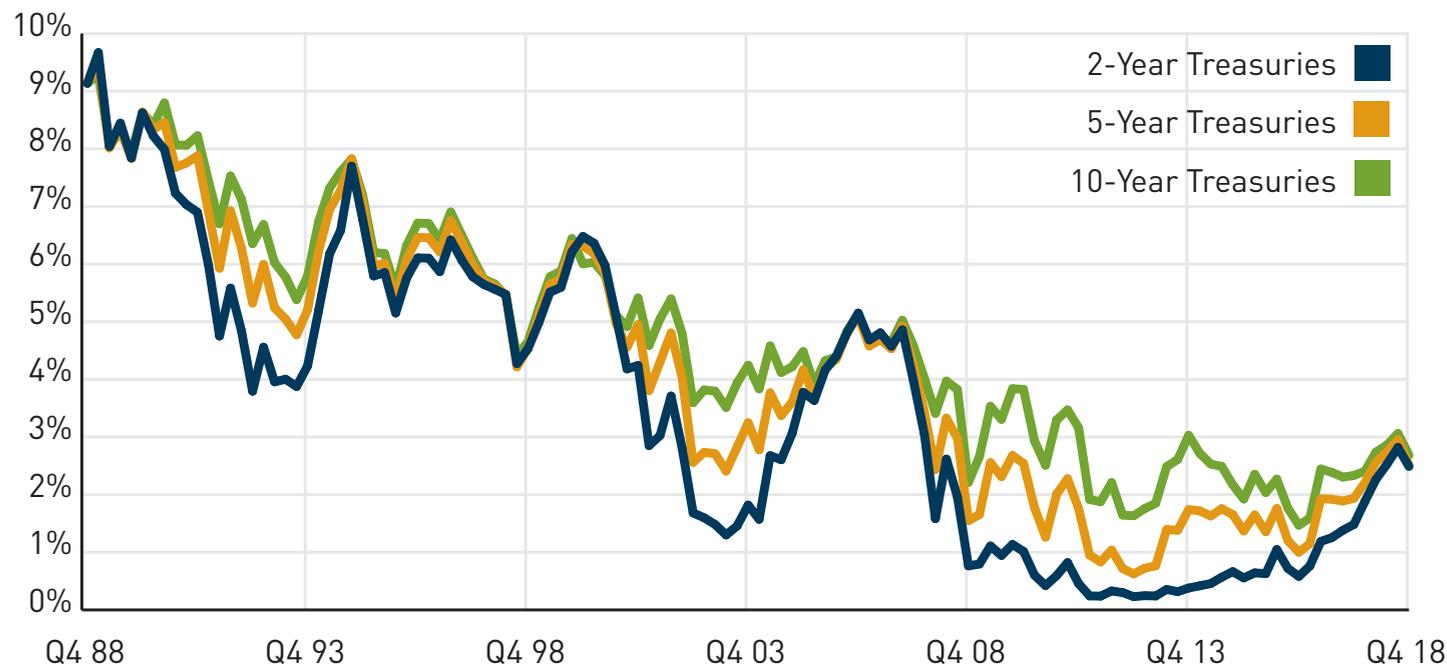
You don't have to sit on the sidelines and regret missing investment opportunities. With Market-Linked CDs, it's possible to increase your chances of achieving greater returns while protecting your principal so you can have the confidence to remain invested.¹

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What if...

Traditional interest rate sensitive investments are generating near historically-low yields and you're worried about meeting your financial goals?

Interest Rates Near Historic 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 quarter from December 1988 to December 2018. 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 performance of a particular Market-Linked CD is dependent upon the performance of the associated underlying asset (underlyer), as defined in the offering documents. If the underlyer has a negative return at maturity, the Market-Linked CD will return only the principal amount, subject to the credit risk of the issuer. Please review all of the risks associated with a Market-Linked CD at the end of this brochure.

You don't have to settle for low yield in exchange for low risk.
With Market-Linked CDs, you have the opportunity to capture income linked to the performance of financial markets.¹

Market-Linked CDs may be appropriate² for:

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

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

Are Market-Linked CDs Right For You?

If you're cautious about taking on risk yet want to participate in the markets, Market-Linked CDs can protect your principal investment and help you capture potential upside opportunities.¹

Market-Linked CDs are **principal protected**¹ bank-issued deposits with fixed time periods that generally range up to 10 years. While any return of principal, interest, and gains generated is subject to the credit risk of the issuer, principal amounts are **FDIC-insured** up to applicable limits in the event the issuer becomes insolvent. Market-Linked CDs may have an **estate feature** which, upon death or adjudication of incompetency, allows beneficiaries to redeem Market-Linked CDs at their principal value, without interest, prior to maturity.²

Returns are linked to the performance of one or more underlying assets (underlyers), such as a basket of stocks or indices that provide exposure to equity markets, multiple asset classes or popular themes. If the underlyer's return at maturity is below zero, you should expect to receive no return above your principal amount.

If you're seeking growth...

Some Market-Linked CDs provide the potential for capital appreciation at maturity based on a participation rate, which is the degree to which you can participate in the potential growth of the underlyer. A participation rate can be in excess of 100% (1.0x). If you desire a higher participation rate, you must be willing to accept a longer maturity. There also may be a cap on the Market-Linked CD's maximum return regardless of the actual return of the underlyer.

If you're seeking income...

Some Market-Linked CDs provide coupon payments based on whether the underlyer meets certain performance thresholds at predetermined times throughout the life of the investment.

It's important to note:

- Dividends paid on the underlyer are not passed through to the Market-Linked CD.
- Market-Linked CDs are designed as a buy and hold investments and there may not be a liquid secondary market. The value of the investment may be worth less than the principal amount if sold prior to maturity.
- To understand the specific terms that may impact the performance of a particular Market-Linked CD, you should review the relevant offering documents.

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

- Protect your principal against losses¹
- 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 Any return of principal, interest, and gains generated is subject to the credit risk of the issuer and terms of the offering documents, which could include participation rates, interim caps and various risks. There is no guarantee of return above principal. The Federal Deposit Insurance Corporation (FDIC) insures principal amounts up to applicable limits in the event the issuer becomes insolvent.

² 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, 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 you 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 all associated fees and costs, which are detailed in the offering documents. 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 you are able to redeem MLCDs 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. 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. If sold prior to maturity, the return on MLCDs can be adversely impacted if the underlying asset performs poorly. At maturity, poor performance of the underlying asset 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 documents. 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. There are a variety of factors that may influence the performance of the underlying asset such as volatility, interest rate moves, and time to maturity. Additionally, potential fees charged on the underlying asset may reduce or eliminate any positive return in that underlying asset, thereby reducing the return on 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.



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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.

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