

Thomas Partners

75 Central Street
Wellesley, Massachusetts 02482

PRODUCT OVERVIEW

ThomasPartners' Dividend Growth strategy is a diversified portfolio concentrating in companies with histories of increasing dividend payouts. Portfolio objectives are current income, increasing portfolio income, and capital appreciation. The Dividend Growth portfolio is multicap and consists of both foreign and domestic companies. ThomasPartners utilizes both top down economic analysis as well as bottom up/fundamental analysis in constructing and managing portfolios.

TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	45 to 60
Average dividend yield:	—
P/E ratio:	—
Cash level over market cycle:	2 to 5%
Risk (standard deviation):	—
Average turnover rate:	10 to 30%
Use ADRs:	0 to 25%
Capitalization:	—

MANAGER'S INVESTMENT PROCESS

- Universe of dividend paying companies is identified
- Quantitative screening utilizing valuation metrics as well as fundamental characteristics is performed to identify candidates
- In depth proprietary research is performed on the candidates.
- Candidates they believe are undervalued are presented to the investment committee for inclusion in the portfolio. An unanimous vote is required for inclusion. Sale candidates are presented in the same manner.
- Trades are executed across accounts.

RISK CONSIDERATIONS

Master Limited Partnerships (MLPs) are limited partnerships or limited liability companies that are taxed as partnerships and whose interests (limited partnership units or limited liability company units) are traded on securities exchanges like shares of common stock. Currently, most MLPs operate in the energy, natural resources or real estate sectors. Investments in MLP interests are subject to the risks generally applicable to companies in the energy and natural resources sectors, including commodity pricing risk, supply and demand risk, depletion risk, and exploration risk. Investing in securities entails risks, including: Equity portfolios are subject to the basic stock market risk that a particular security, or securities in general, may decrease in value. Equity securities' prices may fluctuate in response to specific situations for each company, industry, market conditions and general economic environment. Companies paying dividends can reduce or cut payouts at any time. Strategies that invest a large percentage of assets in only one industry sector (or in only a few sectors) are more vulnerable to price fluctuation than portfolios that diversify among a broad range of sectors. The stocks of small and medium-sized companies are often associated with higher risk than stocks of larger companies, including higher volatility. When investing in value securities, the market may not necessarily have the same value assessment as the manager, and, therefore, the performance of the securities may decline. Value investing involves the risk that the market may not recognize that securities are undervalued and they may not appreciate as anticipated. Growth investing does not guarantee a profit or eliminate risk. The stocks of these companies can have relatively high valuations. Because of these high valuations, an investment in a growth stock can be more risky than an investment in a company with more modest growth expectations. Value investing does not guarantee a profit or eliminate risk. Not all companies whose stocks are considered to be value stocks are able to turn their business around or successfully employ corrective strategies which would result in stock prices that do not rise as initially expected.

^As of 03/31/2014. Information as of 06/30/2014 is not yet available.

^The P/E used here is calculated by the harmonic mean.

*Total may not equal 100% due to rounding.

*As represented by ThomasPartners Inc..

Style: Multi Cap Value
Firm Assets Under Management: \$5.7 billion
Firm Strategy Assets Under Management: \$1,484.3 billion^
Year Founded: 1970
Professional Staff: 19
Firm Ownership: Charles Schwab Corporation
CG IAR Status: Approved

PORTFOLIO STATISTICS*

	-----06/14-----		12/13
	ThomasPartners	Russell 3000 VI	ThomasPartners
Number of stock holdings	52	2,006	52
Weighted average dividend yield	2.8%	2.3%	2.8%
Weighted average P/E ratio ¹	18.21x	16.10x	18.04x
Weighted average portfolio beta	—	—	—
Mega capitalization ⁺	0.0%	34.0%	0.0%
Large capitalization ⁺	0.0%	41.0%	0.0%
Medium capitalization ⁺	0.0%	18.0%	0.0%
Small capitalization ⁺	0.0%	5.9%	0.0%
Micro capitalization ⁺	0.0%	1.1%	0.0%

PORTFOLIO'S EQUITY SECTOR WEIGHTINGS **

	-----06/14-----		12/13
Sector	ThomasPartners	Russell 3000 VI	ThomasPartners
Energy	10.63	13.39	18.00
Materials	1.73	3.46	3.00
Industrials	20.77	10.70	18.00
Consumer Discretionary	8.65	6.68	10.00
Consumer Staples	17.31	6.52	19.00
Health Care	9.81	12.48	8.50
Financials	8.65	29.29	8.50
Information Technology	10.96	9.01	9.00
Telecomm Services	7.30	2.16	5.00
Utilities	2.31	6.32	1.00
Cash/Cash Equivalents	1.87	0.00	0.00

MANAGER'S INVESTMENT STRATEGY

- ☐ Top-down / portfolio structures based on economic trends
- ☒ Bottom-up / portfolio structure based on individual securities

% PROCESS BASED ON

0 Asset allocation - cash vs. stock
20 Industry or sector weighting
80 Stock Selection

PORTFOLIO'S ALLOCATION HISTORY (%)* *

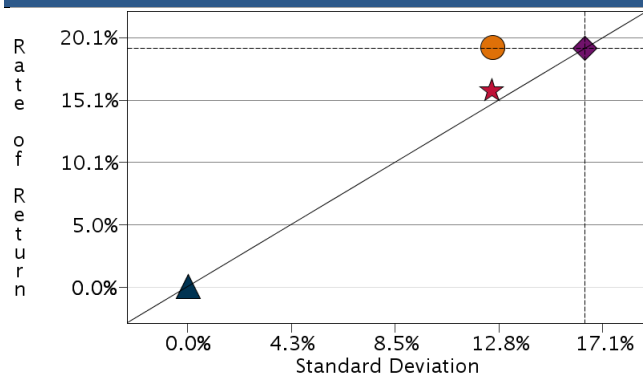
	06/14	03/14	12/13	09/13
U.S. Stocks	85	89	86	92
ADRs	14	9	12	6
Cash/Cash Equivalents	2	2	2	2

PORTFOLIO'S TOP FIVE EQUITY HOLDINGS*

	%
BCE	2.6
CHEVRON	2.6
VERIZON COMM	2.4
MICROSOFT	2.3
PFIZER	2.3

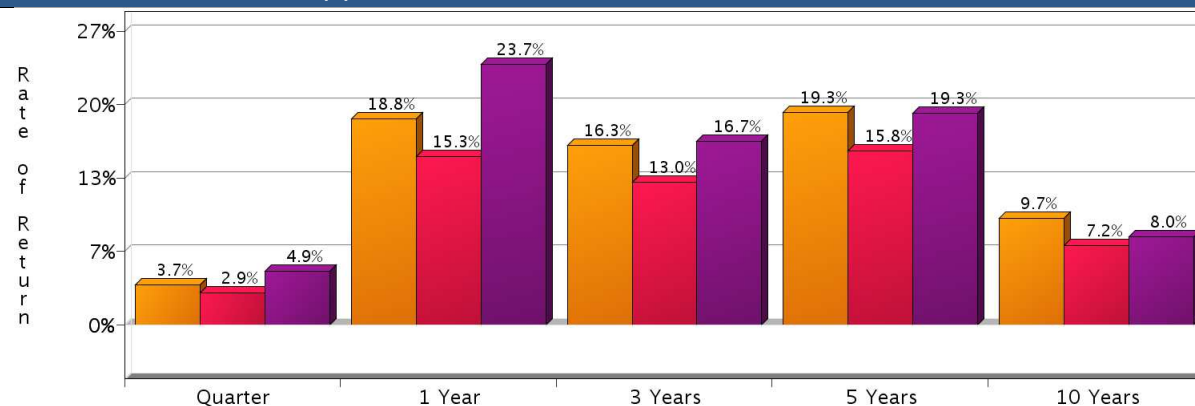
Past performance is no guarantee of future results. This profile is not complete without pages 3 and 4, which contain important notes, including disclosures about the composite, index descriptions and a glossary of terms. Information shown is as of June 30, 2014, unless otherwise noted. All data are subject to change.

RISK/RETURN ANALYSIS – 5 YEARS ENDING 06/30/14



	STD	ROR
ThomasPartners (Gross)	12.57	19.30
ThomasPartners (Net)	12.51	15.84
Russell 3000 V1	16.35	19.28
90-Day T-Bills	0.02	0.08

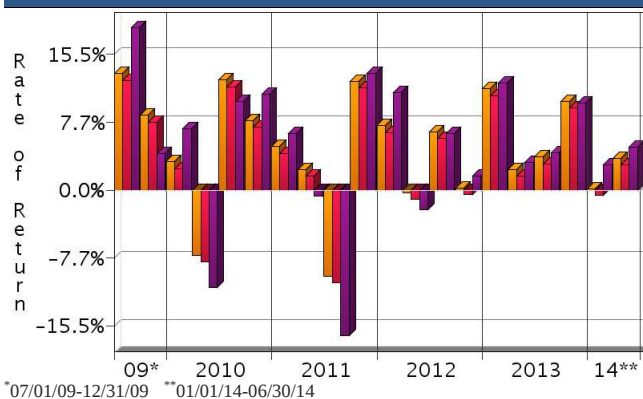
AVERAGE ANNUAL TOTAL RETURN (%) – PERIODS ENDING 06/30/14



INVESTMENT RESULTS

	Annual Rates of Return (%)										10 Year - Ending 06/30/14	
	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	Annualized	Std. Dev.
ThomasPartners (Gross)	19.61	1.70	19.09	4.27	-24.69	19.86	16.15	8.92	14.49	30.62	9.67	13.69
ThomasPartners (Net)	18.49	0.69	18.05	3.41	-27.02	16.35	12.77	5.78	11.13	26.90	7.22	13.65
Russell 3000 V1	16.94	6.85	22.34	-1.01	-36.25	19.76	16.23	-0.10	17.54	32.69	8.04	17.70

RISK VOLATILITY



	Number Of	Up Qtrs.	Down Qtrs.
ThomasPartners (Gross)	17	3	3
ThomasPartners (Net)	15	5	5
Russell 3000 V1	16	4	4

PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter 1		Quarter 2		Quarter 3		Quarter 4	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
2004	5.07	4.83	1.31	1.07	2.63	2.38	9.50	9.24
2005	-1.64	-1.88	-0.20	-0.46	2.91	2.66	0.66	0.41
2006	4.51	4.26	-0.53	-0.74	6.73	6.53	7.33	7.07
2007	1.94	1.72	3.82	3.61	1.14	0.93	-2.59	-2.79
2008	-5.71	-6.45	-2.51	-3.22	-0.83	-1.56	-17.40	-18.11
2009	-12.80	-13.50	11.77	10.98	13.31	12.52	8.53	7.72
2010	3.29	2.48	-7.49	-8.18	12.59	11.81	7.96	7.18
2011	4.97	4.19	2.37	1.63	-9.86	-10.55	12.44	11.67
2012	7.37	6.58	-0.32	-1.06	6.66	5.88	0.29	-0.47
2013	11.57	10.78	2.39	1.64	3.78	3.04	10.17	9.38
2014	0.20	-0.59	3.67	2.91				

Related

Fiduciary Services

PORTFOLIO'S RISK STATISTICS – PERIODS
ENDING 06/30/14^{1,2}

	3 Year	5 Year
Standard Deviation	12.46%	12.57%
Standard Deviation of Primary Benchmark	16.18%	16.35%
Sharpe Ratio	1.31	1.53
Sharpe Ratio of Primary Benchmark	1.03	1.17
Alpha	3.51%	4.83%
Beta	0.74	0.73
Downside Risk	3.14%	4.10%
R-Squared	0.93	0.89
Tracking Error	5.27%	6.11%
Information Ratio	-0.07	0.00

PORTFOLIO DIVERSIFICATION - R² (10 YEARS ENDING 06/14)*

	R ²
ThomasPartners vs. Russell 3000 V1	0.94

*Statistics are calculated using gross of fee performance only.

1. Statistics are calculated using gross of fee performance only.
2. Russell 3000 V1 was used as the primary benchmark and the 90-Day U.S. T-Bill Index as the risk-free benchmark.

See page 3 for a discussion of the sources of the performance data used to calculate the performance results and related analyses on page 2.

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IMPORTANT NOTES AND DISCLOSURES

COMPOSITE DISCLOSURES

Past performance is no guarantee of future results. Actual individual account results may differ from the performance shown in this profile. There is no guarantee that this investment strategy will work under all market conditions. Do not use this profile as the sole basis for your investment decisions.

Performance results in this profile are calculated assuming reinvestment of dividends and income. Returns for more than one year are annualized and based on quarterly data. Returns for periods of less than a calendar year show the total return for the period and are not annualized.

Related Performance (Manager's Composite):

For periods before the date on which Morgan Stanley begins to calculate an applicable performance composite for actual Morgan Stanley program accounts, the performance composite and certain other information for this strategy (including the data on page 1 of this profile) are based on the investment manager's own composite and data. This composite includes accounts managed by the investment manager according to the same or a substantially similar investment strategy. To provide maximum information to you, the investment manager's own composite is linked to the Morgan Stanley composite to create a simulated continuous track record of performance information for the investment strategy. The investment manager's composite may include separately managed accounts, institutional accounts and/or mutual funds. Performance and other data for the investment managers composite may vary from that of Morgan Stanley accounts due to differences such as the availability and weighting of securities, trading implementation or client objectives. Morgan Stanley does not verify composite and other data provided by the investment manager and therefore does not guarantee its accuracy. Some of the accounts in the investment managers composite may have invested in the initial public offering ("IPO") market, whereas accounts held in Morgan Stanley programs do not do so. Since investment managers may use different methods of selecting accounts to be included in their composites and for calculating performance, returns of different investment managers may not be comparable.

Related Performance:

The composite consists of 2,348 account(s) with a market value of \$1.2 billion as of 6/30/2014.

Fiduciary Services Performance:

Equity Account (Gross): ThomasPartners' gross results do not reflect a deduction of the investment advisory fees charged by ThomasPartners, or program fees, if any, but are net of commissions charged on securities transactions.

Net Performance for all Periods: To demonstrate the effect of Morgan Stanley's fees that would have applied if you had invested in the investment manager strategy's through the Fiduciary Services program, the net results for all periods are calculated by deducting a quarterly fee of 0.75% (equivalent to an annual fee of 3%).

Morgan Stanley program fees are usually deducted quarterly, and have a compounding effect on performance. The Morgan Stanley program fee, which differs among programs and clients, is described in the applicable Morgan Stanley ADV brochure, which is available at www.morganstanley.com/ADV or on request from your Financial Advisor or Private Wealth Advisor.

MLP and other Partnership Investments in IRA/Retirement Plan and other Tax Exempt CG Accounts: For the reasons outlined below, where an otherwise tax exempt account (such as an IRA, qualified retirement plan, charitable organization, or other tax exempt or deferred account) is invested in a pass through entity (such as a master limited partnership), the income from such entity may be subject to taxation, and additional tax filings may be required. Further, the tax advantages associated with these investments are generally not realized when held in a tax-deferred or tax exempt account. Please consult your own tax advisor, and consider any potential tax liability that may result from such an investment in an otherwise tax exempt account.

Earnings generated inside most qualified retirement plans, including defined benefit pension plans, defined contribution plans and individual retirement accounts ("IRAs"), are generally exempt from federal income taxes, however, certain investments made by such retirement plans may generate taxable income referred to as "unrelated business taxable income" ("UBTI") that is subject to taxation at trust rates. Generally, passive types of income (when not financed

with debt) such as dividends, interest, annuities, royalties, most rents from real property, and gains from the sale, exchange or other disposition of property (other than inventory or property held for sale in the ordinary course of a trade or business) do not generate UBTI. Active income associated with operating a trade or business, however, may constitute UBTI to an otherwise tax exempt investor such as a qualified retirement plan. In addition, UBTI may also be received as part of an investor's allocable share of active income generated by a pass-through entity, such as partnerships (including limited partnerships and master limited partnerships), certain trusts, subchapter S corporations, and limited liability companies that are treated as disregarded entities, partnerships, or subchapter S corporations for federal income tax purposes.

If more than \$1,000 of unrelated trade or business gross income is generated in a tax year, the retirement plan's custodian or fiduciary (on behalf of the retirement plan) must file an Exempt Organization Business Income Tax Return, Form 990-T. With respect to an individual investing through an IRA, in calculating the threshold amount and the retirement plan's UBTI for the year, each IRA is generally treated as a separate taxpayer, even if the same individual is the holder of multiple IRAs.

The passive activity loss limitation rules also apply for purposes of calculating a retirement plan's UBTI, potentially limiting the amount of losses that can be used to offset the retirement plan's income from an unrelated trade or business each year. It should be noted that these rules are applied to publicly traded partnerships, such as master limited partnerships, on an entity-by-entity basis, meaning that the passive activity losses generated by one master limited partnership generally can only be used to offset the passive activity income (including unrelated traded or business income) from the same master limited partnership. The passive activity losses generated by one master limited partnership generally cannot be used to offset income from another master limited partnership (or any other source). The disallowed losses are suspended and carried forward to be used in future years to offset income generated by that same master limited partnership. However, once the retirement plan disposes of its entire interest in the master limited partnership to an unrelated party, the suspended losses can generally be used to offset any unrelated trade or business income generated inside the retirement plan (including recapture income generated on the sale of the master limited partnership interest, as well as income generated by other master limited partnerships).

In calculating the tax, trust tax rates are applied to the retirement plan's UBTI (i.e., unrelated trade or business gross income less any applicable deductions, including the \$1,000 specific deduction). In addition to the passive loss limitation rules noted above, other limitations may apply to the retirement plan's potential tax deductions. In order to file Form 990-T, the retirement plan is required to obtain an Employer Identification Number ("EIN") because the plan (and not the plan owner or fiduciary) owes the tax. State and local income taxes may also apply. Accordingly, retirement plan investors (and their fiduciaries) should consult their tax and legal advisors regarding the federal, state, and local income tax implications of their investments.

Similar rules apply to other tax-exempt organizations (e.g., charitable and religious organizations), except that certain differences may apply. For instance, the UBTI of most other tax-exempt organizations is taxable at corporate rates, unless the organization is one that would be taxed as a trust if it were not tax-exempt in which case its UBTI is taxable at trust rates. Also, the passive activity loss limitation rules do not apply to all tax-exempt organizations. Tax-exempt investors should consult their tax and legal advisors regarding the federal, state, and local income tax implications of their investments.

Fiduciary Services is a separately managed account program sponsored by Morgan Stanley. For periods for which sufficient data is available, the profile shows a composite of client accounts managed by the investment manager in the Fiduciary Services program. Through June 2012, Morgan Stanley offered the Fiduciary Services program through two channels - the Morgan Stanley channel and the Smith Barney channel. For periods through June 2012, any composite based on Fiduciary Services accounts consists of Fiduciary Services accounts managed by the manager in the strategy in either the Morgan Stanley channel or the Smith Barney channel. If the strategy or similar strategies were available in both the Morgan Stanley and Smith Barney forms of the program, through June 2012 this profile presents the composite for the strategy that is closest to the strategy currently offered in the Fiduciary Series program. If both strategies were equally close, this profile shows through June 2012 the longer of the two composites. From July 2012, any composite based on Fiduciary Services accounts consists of all Fiduciary Services accounts managed by the manager in the strategy, subject to any other limitations stated in this profile. Performance and other data for Fiduciary Services composites may differ from composites in other Morgan Stanley programs, and performance and data for composites in one channel may differ from composites in the other channel, due to differences such as the availability and weighting of securities, trading implementation or client objectives.

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Focus List, Approved List, and Watch Status:

Consulting Group Investment Advisor Research ("CG IAR") uses two methods to evaluate investment products in applicable advisory programs. In general, strategies that have passed a more thorough evaluation may be placed on the "Focus List", while strategies that have passed through a different and less comprehensive evaluation process may be placed on the "Approved List". Sometimes an investment product may be evaluated using the Focus List process but then placed on the Approved List instead of the Focus List.

Investment products may move from the Focus List to the Approved List, or vice versa. CG IAR may also determine that an investment product no longer meets the criteria under either evaluation process and will no longer be recommended in investment advisory programs (in which case the investment product is given a "Not Approved" status).

CG IAR has a "Watch" policy and may describe a Focus List or Approved List investment product as being on "Watch" if CG IAR identifies specific areas that (a) merit further evaluation by CG IAR and (b) may, but are not certain to, result in the investment product becoming "Not Approved". The Watch period depends on the length of time needed for CG IAR to conduct its evaluation and for the investment manager to address any concerns. CG IAR may, but is not obligated to, note the Watch status in this report with a "W" or "Watch" on the cover page.

For more information on the Focus List, Approved List, and Watch processes, please see the applicable Morgan Stanley ADV brochure. Your Financial Advisor or Private Wealth Advisor can provide on request a copy of a paper entitled "Manager Research and Selection: A Disciplined Process".

ADDITIONAL DISCLOSURES

The information about a representative account is for illustrative purposes only. Actual account holdings, performance and other data will vary depending on the size of an account, cash flows within an account, and restrictions on an account. Holdings are subject to change daily. The information in this profile is not a recommendation to buy, hold or sell securities.

Actual portfolio statistics may vary from target portfolio characteristics.

The investment manager may use the same or substantially similar investment strategies, and may hold similar portfolios of investments, in other portfolios or products it manages (including mutual funds). These may be available at Morgan Stanley or elsewhere, and may cost an investor more or less than this strategy in the Morgan Stanley Fiduciary Services program.

The portfolio may, at times, invest in exchange-traded funds (ETFs), which are a form of equity security in seeking to maintain continued full exposure to the broad equity market.

Morgan Stanley investment advisory programs may require a minimum asset level and, depending on your specific investment objectives and financial position, may not be suitable for you. Investment advisory program accounts are opened pursuant to a written client agreement.

The investment manager acts independently of, and is not an affiliate of, Morgan Stanley Smith Barney LLC.

Diversification does not guarantee a profit or protect against a loss.

No obligation to notify

Morgan Stanley has no obligation to notify you when information in this profile changes.

Sources of information

Material in this profile has been obtained from sources that we believe to be reliable, but we do not guarantee its accuracy, completeness or timeliness. Third party data providers make no warranties or representations relating to the accuracy, completeness or timeliness of the data they provide and are not liable for any damages relating to this data.

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No tax advice

Morgan Stanley and its affiliates do not render advice on legal, tax and/or tax accounting matters to clients. Each client should consult his/her personal tax and/or legal advisor to learn about any potential tax or other implications that may result from acting on a particular recommendation.

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INDEX DESCRIPTIONS**90-Day T-Bills**

The 90-Day Treasury Bill is a short-term obligation issued by the United States government. T-bills are purchased at a discount to the full face value, and the investor receives the full value when they mature. The difference of discount is the interest earned. T-bills are issued in denominations of \$10,000 auction and \$1,000 increments thereafter.

Russell 3000 VI

The Russell 3000 Value Index is representative of those Russell 3000 Index companies with lower price-to-book ratios and lower forecasted growth values. The stocks in this index are also members of either the Russell 1000 Value Index or the Russell 2000 Value Index.

S&P 500

The S&P 500 has been widely regarded as the best single gauge of the large cap U.S. equities market since the index was first published in 1957. The index has over \$5.58 trillion benchmarked, with index assets comprising approximately \$1.31 trillion of this total. The index includes 500 leading companies in leading industries of the U.S. economy, capturing 75% coverage of U.S. equities. This index includes dividend reinvestment.

Indices are unmanaged and have no expenses. You cannot invest directly in an index.

GLOSSARY OF TERMS

Alpha is a mathematical estimate of risk-adjusted return expected from a portfolio above and beyond the benchmark return at any point in time.

American Depositary Receipts (ADRs) are receipts for shares of a foreign-based corporation held in the vault of a U.S. bank.

Average Portfolio Beta is a measure of the sensitivity of a benchmark or portfolio's rates of return to changes against a market return. The market return is the S&P 500 Index. It is the coefficient measuring a stock or a portfolio's relative volatility.

Beta is a measure of the sensitivity of a portfolio's rates of return to changes in the market return. It is the coefficient measuring a stock or a portfolio's relative volatility.

Bottom-Up Stock Selection Emphasis primarily on individual stock selection. Considerations of economic and industry factors are of secondary importance in the investment decision-making process.

Capitalization is defined as the following: Mega (Above \$100 billion), Large (\$12 to \$100 billion), Medium (\$2.5 - \$12 billion), Small (\$.50 - \$2.5 billion) and Micro (below \$.50 billion).

Dividend a portion of a company's profit paid to common and preferred shareholders.

Downside Risk is a measure of the risk associated with achieving a specific target return. This statistic separates portfolio volatility into downside risk and upside uncertainty. The downside considers all returns below the target return, while the upside considers all returns equal to or above the target return.

Duration is a measure of price sensitivity expressed in years.

High Grade Corporate Bonds corporate bonds from issuers with credit ratings of AA or AAA.

Information Ratio is a measure of the investment manager's skill to add active value against a given benchmark relative to how stable that active return has been. Essentially, the information ratio explains how significant a manager's alpha is. Therefore, the higher the information ratio, the more significant the alpha.

Investment Grade Bonds are those rated by Standard & Poor's AAA (highest rated), AA, A or BBB (or equivalent rating by other rating agencies or, in the case of securities not rated, by the investment manager).

Price/Book Ratio (P/B) weighted average of the stocks' price divided by book value per share. Book value per share is defined as common equity, including intangibles, divided by shares outstanding times the adjustment factor.

Price/Cash Flow Ratio a ratio used to compare a company's market value to its cash flow. It is calculated by dividing the company's market cap by the company's operating cash flow in the most recent fiscal year (or the most recent four fiscal quarters); or, equivalently, divide the per-share stock price by the per-share operating cash flow.

Price/Earnings Ratio (P/E Ratio) shows the multiple of earnings at which a stock sells. Determined by dividing current stock price by current earnings per share (adjusted for stock splits). Earnings per share for the P/E ratio are determined by dividing earnings for past 12 months by the number of common shares outstanding. The P/E ratio shown here is calculated by the harmonic mean.

Price/Sales Ratio determined by dividing current stock price by revenue per share (adjusted for stock splits). Revenue per share for the P/S ratio is determined by dividing revenue for past 12 months by number of shares outstanding.

R² (R-Squared)/Portfolio Diversification indicates the proportion of a security's total variance that is benchmark-related or is explained by variations in the benchmark.

Sharpe Ratio measures the efficiency, or excess return per unit of volatility, of a manager's returns. It evaluates managers' performance on a volatility-adjusted basis.

Standard Deviation is a statistical measure of historical variability or spread of returns around a mathematical average return that was produced by the investment manager over a given measurement period. The higher the standard deviation, the greater the variability in the investment manager's returns relative to its average return.

Top-Down/Economic Analysis Emphasis primarily on macroeconomic trends as opposed to bottom-up stock selection.

Tracking Error represents the standard deviation of the difference between the performance of the investment strategy and the benchmark. This provides a historical measure of the variability of the investment strategy's returns relative to its benchmark.

U.S. Treasury Bonds a marketable, fixed interest U.S. government debt security with a maturity of more than 10 years. Treasury bonds make interest payments semi-annually and the income that holders receive is only taxed at the federal level.

Volatility a measure of risk based on the standard deviation of the asset return. Volatility is a variable that appears in option pricing formulas, where it denotes the volatility of the underlying asset return from now to the expiration of the option. There are volatility indexes. Such as a scale of 1-9; a higher rating means higher risk.