

## ClearBridge Investments, LLC

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## PRODUCT OVERVIEW

ClearBridge Invest-LeggMasonRETAIL's (ClearBridge) international value equity investment strategy seeks to invest in foreign securities in the form of American Depositary Receipts (ADRs), exchange-traded funds (ETFs), and closed-end country funds traded in U.S. markets. ClearBridge's international equity portfolios utilize a bottom-up stock selection process. ClearBridge's management runs quantitative screens on all ADRs (American Depositary Receipts) with a market capitalization over \$100 million to reduce the list of possible candidates. A ranking is then created based on traditional value and relative value factors. Next, fundamental analysis is conducted and blends absolute and relative value measures in seeking to determine which securities are undervalued. Typically, this yields a diversified portfolio of 45-65 ADRs with 15-20 countries represented by the holdings. ClearBridge's process may, at times, result in portfolios that will be significantly over/underweighted in particular sectors/countries/regions versus the MSCI EAFE (Net) Index. Effective 7/1/2008, Brandywine Global Investment Management, LLC (Brandywine) and Legg Mason, Inc. (Brandywine's parent company) completed the transition of Brandywine's Global/International Equity investment team, headed by Paul Ehrlichman, into a newly-organized subsidiary of Legg Mason called ClearBridge Invest-LeggMasonRETAIL.

**The portfolio characteristics, portfolio statistics, portfolio weightings, allocation history and top five holdings are based on a representative account managed by the investment manager in the same or a substantially similar investment discipline and/or on information that the manager has provided to Morgan Stanley. The performance data and related analyses are based on the performance of the investment manager's composite described on page 3.**

## TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	45 to 65
Average dividend yield:	Above the S&P 500
Cash level over market cycle:	0 to 10%
Risk (standard deviation):	Similar to/Above the MSCI EAFE Net
Average turnover rate:	50 to 70%
Capitalization:	Mega, Large, Medium, Small and Micro companies
Emerging markets exposure:	0 to 15%

## MANAGER'S INVESTMENT PROCESS

- Manager employs quantitative screens to narrow the list of candidates using traditional value measures
- The most attractive stocks are aggregated on a country-by-country basis
- The manager uses bottom-up fundamental analysis to identify a catalyst that they believe will drive a stock's performance
- The manager will sell securities when price or valuation objectives are met, when company fundamentals deteriorate or when they believe the upside potential of a new investment opportunity exceeds a current holding
- The manager will invest in companies of all sizes

## RISK CONSIDERATIONS

Investing in securities entails risks, including: International investing should be considered one component of a complete and diversified investment program. Investing in foreign markets entails greater risks than those normally associated with domestic markets such as foreign political, currency, economic and market risks. In addition, the securities markets of many emerging markets are substantially smaller, less developed, less liquid and more volatile than the securities of the U.S. and other more developed countries.

## MANAGER'S INVESTMENT STRATEGY

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

Style: International Equity  
Firm Assets Under Management: \$73.3 billion  
Firm Strategy Assets Under Management: \$1.6 billion^  
Year Founded: 2008  
Professional Staff: 64  
Firm Ownership: Legg Mason, Inc.  
CG IAR Status: Approved

## PORTFOLIO STATISTICS

	-----06/13-----	12/12	
	ClearBridge	MSCI EAFE Net	ClearBridge
Number of stock holdings	63	908	61
Weighted average dividend yield	2.4%	3.3%	2.8%
Weighted average portfolio beta	1.36	0.98	1.00
Mega capitalization <sup>+</sup>	0.0%	15.5%	0.0%
Large capitalization <sup>+</sup>	0.0%	56.2%	0.0%
Medium capitalization <sup>+</sup>	0.0%	25.4%	0.0%
Small capitalization <sup>+</sup>	0.0%	2.8%	0.0%
Micro capitalization <sup>+</sup>	0.0%	0.0%	0.0%

## PORTFOLIO'S EQUITY SECTOR WEIGHTINGS +

	-----06/13-----	12/12	
Sector	ClearBridge	MSCI EAFE Net ClearBridge	
Energy	1.54	6.96	6.02
Materials	11.73	7.98	12.69
Industrials	13.41	12.65	9.74
Consumer Discretionary	17.43	11.71	13.01
Consumer Staples	10.92	11.80	10.82
Health Care	10.07	10.49	9.73
Financials	23.51	25.02	22.17
Information Technology	11.39	4.40	10.11
Telecomm Services	0.00	5.20	2.65
Utilities	0.00	3.79	0.72
Cash/Cash Equivalents	0.00	0.00	2.34

## PORTFOLIO'S ALLOCATION HISTORY (%)^

	06/13	03/13	12/12	09/12
U.S. Stocks	19	0	0	0
Non-U.S. Stocks	81	0	0	0
ADRs	0	0	87	88
ADRs/Non-U.S. Stocks	0	96	0	0
Ordinaries	0	1	10	11
Cash/Cash Equivalents	0	3	2	1

## PORTFOLIO'S TOP FIVE EQUITY HOLDINGS %

Safran S.A.	4.1
Rexam PLC	3.4
Lloyds BKG Grp	2.6
Heidelbergcement AG	2.5
Sanofi S.A.	2.5

## PORTFOLIOS COUNTRY WEIGHTINGS %\*

	-----06/13-----	12/12
Country	ClearBridge	MSCI EAFE Net ClearBridge
United States	18.78	0.00
United Kingdom	15.48	0.00
Japan	14.71	0.00
Germany	8.73	0.00
Finland	8.07	0.00
Switzerland	6.00	0.00
Hong Kong	5.84	0.00
Netherlands	4.72	0.00
Sweden	3.05	0.00
Spain	3.05	0.00

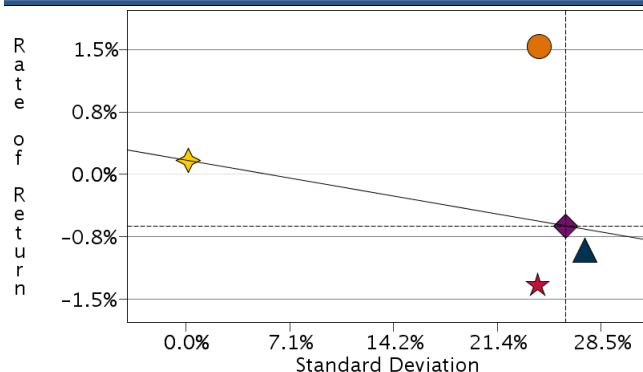
## % PROCESS BASED ON

- 10 Country Weightings
- 0 Currency Decision
- 0 Currency Hedge
- 15 Industry/Sector Selection
- 0 Asset Allocation
- 75 Issue Selection

^As of 03/31/2008. Information as of 06/30/2013 is not yet available.

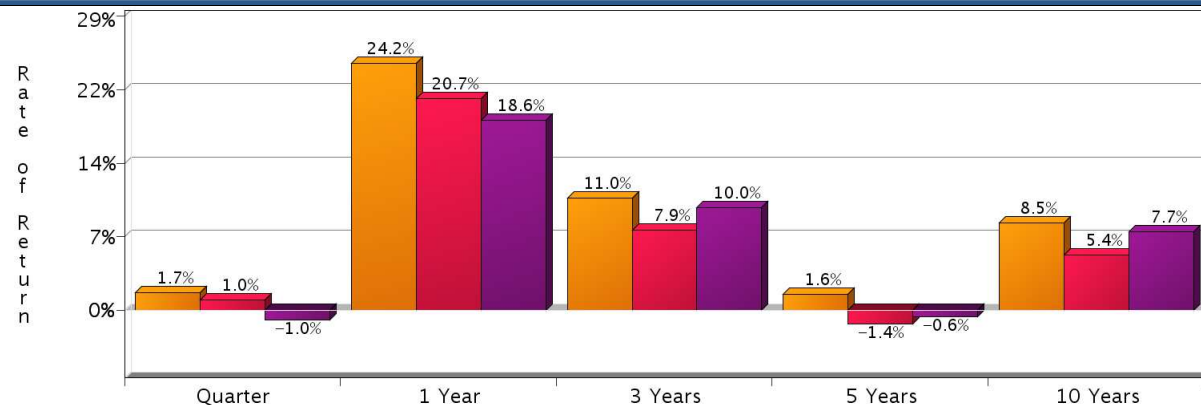
\*Total may not equal 100% due to rounding.

## RISK/RETURN ANALYSIS – 5 YEARS ENDING 06/30/13



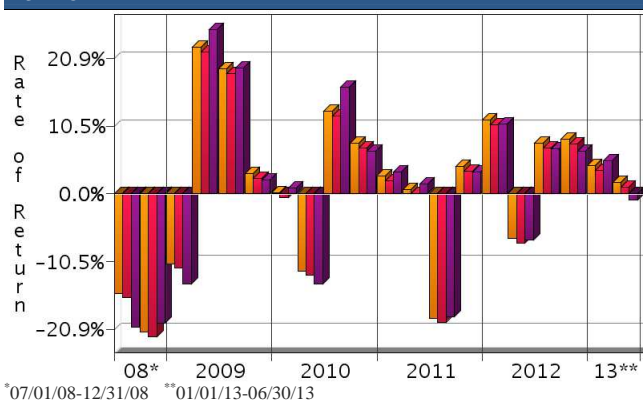
	STD	ROR
ClearBridge (Gross)	24.22	1.56
ClearBridge (Net)	24.13	-1.36
MSCI EAFE Net	26.04	-0.63
MSCI EAFE VI Net	27.39	-0.93
90-Day T-Bills	0.15	0.17

## AVERAGE ANNUAL TOTAL RETURN (%) – PERIODS ENDING 06/30/13



INVESTMENT RESULTS	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	10 Year - Ending 06/30/13 Annualized	Std. Dev.
ClearBridge (Gross)	49.52	17.82	15.82	23.11	8.79	-40.75	34.77	7.40	-12.83	21.36	8.55	19.33
ClearBridge (Net)	45.43	14.42	12.45	19.69	5.69	-42.60	30.94	4.33	-15.27	17.92	5.44	19.26
MSCI EAFE Net	38.59	20.25	13.54	26.34	11.17	-43.38	31.78	7.75	-12.14	17.32	7.67	20.51

## RISK VOLATILITY



\*07/01/08-12/31/08 \*\*01/01/13-06/30/13

	Number Of	Up Qtrs.	Down Qtrs.
ClearBridge (Gross)	14	6	6
ClearBridge (Net)	13	7	6
MSCI EAFE Net	13	7	6

## PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter 1		Quarter 2		Quarter 3		Quarter 4	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
2003	-8.27	-8.95	26.35	25.53	10.72	9.95	16.53	15.73
2004	6.64	5.89	-0.42	-1.17	-2.62	-3.35	13.94	13.13
2005	0.62	-0.13	-1.04	-1.79	10.83	10.05	4.95	4.17
2006	8.97	8.23	-1.06	-1.75	4.95	4.19	8.81	8.03
2007	2.69	1.95	5.02	4.28	2.13	1.37	-1.23	-1.93
2008	-9.35	-10.07	-1.69	-2.38	-15.41	-16.04	-21.40	-22.13
2009	-10.79	-11.51	22.71	21.91	19.35	18.57	3.15	2.37
2010	0.18	-0.60	-11.90	-12.55	12.83	12.06	7.86	7.10
2011	2.79	2.05	0.70	0.00	-19.21	-19.81	4.23	3.54
2012	11.45	10.69	-6.94	-7.63	7.89	7.12	8.45	7.67
2013	4.34	3.61	1.72	1.01				

Select UMA

PORTFOLIO'S RISK STATISTICS – PERIODS ENDING 06/30/13<sup>1,2</sup>

	3 Year	5 Year
Standard Deviation	17.56%	24.22%
Standard Deviation of Primary Benchmark	18.03%	26.04%
Sharpe Ratio	0.62	0.06
Sharpe Ratio of Primary Benchmark	0.55	-0.03
Alpha	1.27%	1.96%
Beta	0.96	0.92
Downside Risk	2.34%	2.30%
R-Squared	0.97	0.98
Tracking Error	3.25%	4.03%
Information Ratio	0.28	0.54

PORTFOLIO DIVERSIFICATION - R<sup>2</sup> (10 YEARS ENDING 06/13)\*

	R <sup>2</sup>
ClearBridge vs. MSCI EAFE Net	0.97

\*Statistics are calculated using gross of fee performance only.

1. Statistics are calculated using gross of fee performance only.
2. MSCI EAFE Net 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.

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, 2013, unless otherwise noted. All data are subject to change.

## 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.

**Sources of Performance Results and Other Data:** The performance data and certain other information for this strategy (including the data on page 1 of this profile) reflect the investment manager's results in managing Morgan Stanley program accounts, or the investment manager's results in managing accounts and investment products, in the same or a substantially similar investment discipline. (For periods through June 2012, the Fiduciary Services program operated through two channels - Morgan Stanley channel and the Smith Barney channel - and any performance and other data relating to Fiduciary Services accounts shown here for these periods is calculated using accounts in only one of the these channels.) This information for the investment manager is presented solely to provide information about accounts that were managed according to investment objectives and strategies the same or substantially similar to the corresponding investment discipline in the Select UMA program. Although the Fiduciary Services and Select UMA programs are both Morgan Stanley managed account programs, the performance results and other features of similar investment disciplines in the two programs may differ due to investment and operational differences. For example, the individual investment disciplines in the Select UMA accounts may contain fewer securities, which would lead to a more concentrated portfolio. The automatic rebalancing, wash sale loss and tax-harvesting features of the Select UMA program, which are not available in Fiduciary Services, also could cause differences in performance. Accordingly, the performance of the accounts in the Fiduciary Services program is not, and may differ significantly from, the performance of the accounts in the Select UMA program and should not be considered indicative of or a substitute for Select UMA performance. Similarly, performance results of the investment manager's composites may differ from those of Select UMA accounts managed in the same or a substantially similar investment discipline.

#### Related Performance:

Composite dispersion measures the consistency of the firm's composite performance results with respect to the individual portfolio returns within a composite. It is an asset-weighted standard deviation calculation. The dispersion for this composite for 2008 is 0.74.

#### Select UMA Performance:

In this profile, the performance from 7/1/2000 through June 2012 consists of accounts in either the Morgan Stanley or the Smith Barney form of the Fiduciary Services program. From July 2012, performance consists of all Fiduciary Services accounts managed by the investment manager in the strategy, subject to any other limitations stated in this profile. Performance composites calculated by Morgan Stanley include all fee-paying portfolios with no investment restrictions. New accounts are included upon the first full quarter of performance. Terminated accounts are removed in the quarter in which they terminate. Performance is calculated on a total return basis and by asset weighting the individual portfolio returns using the beginning of period values.

**Gross Performance:** ClearBridge's gross results do not reflect a deduction of any investment advisory fees or program fees, charged by ClearBridge or Morgan Stanley, but are net of commissions charged on securities transactions.

**Net Performance for all Periods:** Net performance results reflect a deduction of 0.73% quarterly. This consists of three components: 0.625% maximum quarterly MS Advisory Fee and 0.03% maximum quarterly Program Overlay Fee (which, together cover the services provided by Morgan Stanley), plus .075% quarterly SMA Manager Fees (being the fee currently charged by ClearBridge to new clients for managing their assets in the Select UMA program). The SMA Manager Fees may differ from manager to manager, and managers may change their fee to new clients from time to time. If you select this manager for your account, check the SMA Manager Fees specified in the written client agreement, in case these have changed since you received this profile.

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](http://www.morganstanley.com/ADV) or on request from your Financial Advisor or Private Wealth Advisor.

#### 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 Morgan Stanley's Select UMA 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.

Morgan Stanley Smith Barney LLC Member SIPC.

## 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.

**MSCI EAFE Net**

The MSCI EAFE Index (Europe, Australasia, Far East) (gross) is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed markets, excluding US & Canada. The MSCI EAFE Index consists of the following 22 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom (as of May 2011). Net total return indices reinvest dividends after the deduction of withholding taxes, using (for international indices) a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties.

**MSCI EAFE VI Net**

The MSCI EAFE Index (Europe, Australasia, Far East) is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed markets, excluding the US & Canada. The MSCI EAFE Index consists of the following 22 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the United Kingdom (as of May 2011). Each security in an underlying MSCI index is given an overall style characteristic derived from its value and growth scores and is then placed into either a value or a growth index (or is partially allocated to both). Ultimately, the adjusted market capitalization of each constituent of the underlying index is fully represented in the combination of the value index and the growth index, with no "double counting". Net total return indices reinvest dividends after the deduction of withholding taxes, using (for international indices) a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties.

**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.

**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).

**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.

**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/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.

**R<sup>2</sup> (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.

**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.