

## Systematic Financial Management, L.P.

300 Frank W. Burr Blvd. - 7th Floor  
Teaneck, New Jersey 07666

Style: Large Cap Value

Firm Assets Under Management: \$7.3 billion<sup>^</sup>

Firm Strategy Assets Under Management: —

Year Founded: 1982

Professional Staff: 44<sup>^</sup>

Firm Ownership: Affiliate of AMG (majority stake) with employee ownership comprising the balance

CG IAR Status: Approved

## PRODUCT OVERVIEW

Systematic's Large Cap Value product is predicated on the belief that investing in companies with a combination of attractive valuations and a positive earnings catalyst will generate superior long-term investment results versus its benchmark. The strategy may include stocks that are generally consistent with the market capitalization range of the Russell 1000® Index. Systematic's investment process combines both quantitative screening and extensive fundamental equity research. The portfolio generally holds between 65 and 90 securities and has flexibility allocating its investments across economic sectors, industries and individual stocks.

## PORTFOLIO STATISTICS

	-----06/11-----		12/10	
	Systematic	R1000 Val	S&P 500 Index	Systematic
Number of stock holdings	—	655	500	—
Weighted average dividend yield	1.3%	2.3%	2.0%	—
Weighted average P/E ratio <sup>1</sup>	15.70x	13.01x	14.79x	—
Weighted average portfolio beta	—	1.03	1.01	—
Mega capitalization <sup>+</sup>	0.0%	30.6%	33.8%	0.0%
Large capitalization <sup>+</sup>	0.0%	46.1%	51.8%	0.0%
Medium capitalization <sup>+</sup>	0.0%	21.0%	14.1%	0.0%
Small capitalization <sup>+</sup>	0.0%	2.2%	0.2%	0.0%
Micro capitalization <sup>+</sup>	0.0%	0.0%	0.0%	0.0%

PORTFOLIO'S EQUITY SECTOR WEIGHTINGS<sup>+</sup>

Sector	-----06/11-----		12/10	
	Systematic	R1000 Val	S&P 500 Index	Systematic
Energy	13.80	12.39	12.67	0.00
Materials	6.90	2.86	3.66	0.00
Industrials	8.40	9.43	11.25	0.00
Consumer Discretionary	4.20	9.04	10.65	0.00
Consumer Staples	10.20	7.17	10.64	0.00
Health Care	13.20	12.22	11.71	0.00
Financials	24.70	26.71	15.15	0.00
Information Technology	9.90	8.65	17.79	0.00
Telecomm Services	3.90	4.71	3.09	0.00
Utilities	3.10	6.81	3.38	0.00
Cash/Cash Equivalents	1.00	0.00	0.00	0.00

## TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	65 to 90
Average dividend yield:	Similar to the S&P 500 Index
P/E ratio:	Below the S&P 500 Index
Cash level over market cycle:	0 to 5%
Risk (standard deviation):	Similar to the S&P 500 Index
Average turnover rate:	135 to 155%
Use ADRs:	—
Capitalization:	—

## RISK CONSIDERATIONS

Investing in securities entails risks, including: 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.

## MANAGER'S INVESTMENT PROCESS

- Buy value at the "right time" (as defined by the identification of a confirmed earnings catalyst)
- Initial Quantitative Screening (50% Valuation - 50% Earnings Catalyst Model)
- Gauge Investor Expectations - focus on companies with genuine positive earnings surprise
- Perform Financial Statement Analysis and Assess Company Valuation
- Portfolio construction - 65-90 companies that exhibit characteristics such as P/E lower than index, earnings surprise higher than index and estimate revisions higher than index.

## 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  
10 Industry or sector weighting  
90 Stock Selection

PORTFOLIO'S ALLOCATION HISTORY (%)<sup>\*</sup>

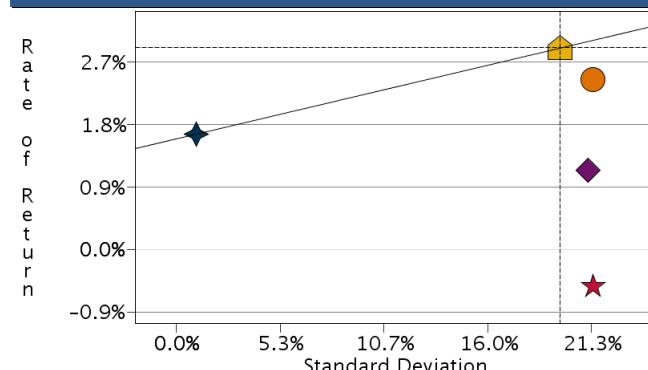
	06/11	03/11	12/10	09/10
U.S. Stocks	99	99	0	0
Cash/Cash Equivalents	1	1	0	0

## PORTFOLIO'S TOP FIVE EQUITY HOLDINGS %

Chevron Corp	4.0
UnitedHealth Group Inc	3.6
JPMorgan Chase & Co	3.2
AT&T Inc	2.7
Pfizer Inc	2.7

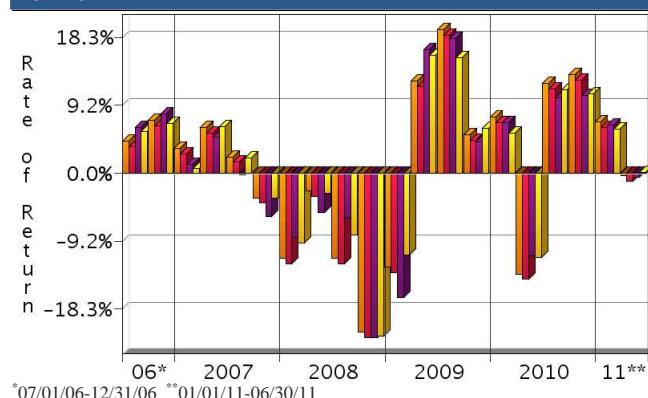
<sup>\*</sup>As of 06/30/2010. Information as of 06/30/2011 is not yet available.<sup>1</sup>The P/E used here is calculated by the harmonic mean.<sup>+</sup>Total may not equal 100% due to rounding.

## RISK/RETURN ANALYSIS – 5 YEARS ENDING 06/30/11



	STD	ROR
Systematic (Gross)	21.39	2.48
Systematic (Net)	21.39	-0.54
Russell 1000 Value Index	21.12	1.15
S&P 500 Index	19.70	2.94
90-Day T-Bills	1.01	1.69

## RISK VOLATILITY

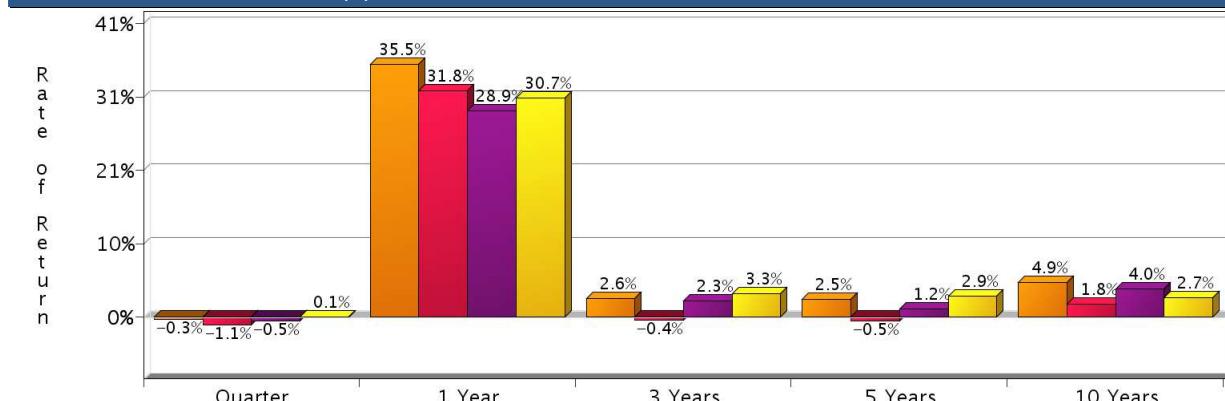


\*07/01/06-12/31/06 \*\*01/01/11-06/30/11

Number Of Up Qtrs. Down Qtrs.

Systematic (Gross)	12	8
Systematic (Net)	12	8
Russell 1000 Value Index	11	9
S&P 500 Index	13	7

## AVERAGE ANNUAL TOTAL RETURN (%) – PERIODS ENDING 06/30/11



INVESTMENT RESULTS	Annual Rates of Return (%)							10 Year - Ending 06/30/11	Annualized Std. Dev.
	2001	2002	2003	2004	2005	2006	2007		
Systematic (Gross)	-7.69	-16.29	35.49	16.46	11.07	17.60	8.43	-39.97	23.41
Systematic (Net)	-10.47	-18.88	31.77	13.15	7.88	14.27	5.30	-41.98	19.93
Russell 1000 Value Index	-5.59	-15.52	30.03	16.49	7.05	22.25	-0.17	-36.85	19.69
S&P 500 Index	-11.88	-22.10	28.68	10.88	4.91	15.80	5.49	-37.00	26.46

## PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter 1		Quarter 2		Quarter 3		Quarter 4	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
2001	-3.88	-4.62	3.97	3.22	-14.04	-14.78	7.46	6.72
2002	3.48	2.74	-8.64	-9.38	-16.67	-17.42	6.26	5.52
2003	-2.45	-3.20	18.54	17.79	2.84	2.09	13.93	13.18
2004	2.60	1.86	2.12	1.38	-0.06	-0.80	11.22	10.48
2005	1.30	0.56	2.05	1.30	6.33	5.58	1.05	0.31
2006	5.53	4.78	-0.29	-1.04	4.33	3.58	7.12	6.38
2007	3.35	2.61	6.16	5.42	2.21	1.46	-3.31	-4.06
2008	-11.52	-12.26	-2.39	-3.14	-11.46	-12.20	-21.49	-22.24
2009	-12.67	-13.42	12.45	11.70	19.42	18.68	5.23	4.49
2010	7.58	6.84	-13.60	-14.35	12.13	11.39	13.33	12.58
2011	6.95	6.21	-0.33	-1.08				

Related Select UMA

PORTFOLIO'S RISK STATISTICS – PERIODS ENDING 06/30/11<sup>1,2</sup>

	3 Year	5 Year
Standard Deviation	26.31%	21.39%
Standard Deviation of Primary Benchmark	25.89%	21.12%
Sharpe Ratio	0.09	0.04
Sharpe Ratio of Primary Benchmark	0.08	-0.03
Alpha	0.43%	1.40%
Beta	0.99	0.98
Downside Risk	4.38%	3.70%
R-Squared	0.96	0.94
Tracking Error	5.56%	5.06%
Information Ratio	0.06	0.26

1. Statistics are calculated using gross of fee performance only.

2. Russell 1000 Value Index was used as the primary benchmark and the 90-Day U.S. T-Bill Index as the risk-free benchmark.

PORTFOLIO DIVERSIFICATION - R<sup>2</sup> (10 YEARS ENDING 06/11)<sup>1</sup>

	R <sup>2</sup>
Systematic vs. S&P 500 Index	0.96
Systematic vs. Russell 1000 Value Index	0.95

<sup>1</sup>Statistics are calculated using gross of fee performance only.

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.

## 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 Smith Barney Fiduciary Services program accounts in the Morgan Stanley channel or the Smith Barney channel, or the investment manager's results in managing accounts and investment products, in the same or a substantially similar investment discipline. 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:

This composite represents 100% of the firm's large cap value pension wrap broker/dealer sponsored managed assets under management of \$5 million, and 0.1% of the firm's total large cap value under management of \$3.1 billion. All data shown prior to 2004 is that of the Large Cap Value Pension Composite, which did not include any wrap accounts. Systematic Financial Management, L.P.'s Large Cap Value strategy, initiated in July of 1996, seeks to invest in companies (U.S. Equity, REITS, ADRs and foreign securities traded on U.S. markets) generally consistent with the market capitalization range of the Russell 1000® Index with a combination of attractive valuations and a positive earnings catalyst. Systematic Financial Management, L.P.'s Large Cap Value Wrap composite is measured against the Russell 1000® Value Index for comparison purposes. The minimum account size for inclusion into this composite is \$50,000. Prior to January 1, 2009, the minimum account size for inclusion into this composite was \$100,000. Composite policy requires a portfolio to be revalued on the date of a significant cash flow that exceeds 10%. Composite policy also requires the temporary exclusion of any portfolio incurring a client-initiated restriction of greater than two securities such as limitations on foreign issuers or socially responsible investments. A portfolio will re-enter the composite when the restriction no longer applies. Additionally, composite policy requires the temporary removal of any portfolio with client initiated tax-loss selling. The temporary removal of such accounts occur at the beginning of the month in which the tax-loss selling was initiated and will re-enter the composite the first full month after tax loss restrictions no longer apply. For the period July 1, 2002 through April 1, 2007, composite policy required the temporary exclusion of any portfolio incurring a client initiated significant cash flows of 10% or more of portfolio assets. The temporary removal of such accounts occurred at the beginning of the quarter in which the significant cash flow occurred and the accounts re-entered the composite according to the firm's policy defining the grace period for new accounts, which is the first full quarter after the cash flow. Additional information regarding the treatment of significant cash flows, inclusions and exclusions is available upon request. The Large Cap Value Pension Wrap Composite was created January 1, 2004. Effective January 2006, the Systematic Large Cap Value Pension Wrap Composite return includes broker/dealer sponsored managed account composite returns not shadowed on Systematic Financial Management, L.P.'s portfolio management system. Broker dealer sponsored managed account performance returns may not use the same inclusion and exclusion criteria used by Systematic as defined above. A complete description and list of <firmname>'s composites is available upon request. Returns: "Pure" Gross returns do not

reflect the deduction of any fees or expenses, including trading expenses. Net returns reflect payment of a maximum hypothetical 3% comprehensive "wrap" fee, which includes all charges for trading costs, portfolio management, custody and other administrative fees. For the purpose of calculating net returns, one quarter of the annual 3% comprehensive wrap fee is deducted from the gross quarterly rates of return, which are then linked to calculate the net annual return. The computations of gross and net returns both assume the reinvestment of all dividends, interest, and capital gains. Non-fee-paying accounts are not included in this composite.

### Select UMA Performance:

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

**Net Performance for all Periods:** Net performance results reflect a deduction of .745% quarterly. This consists of three components: 0.625% maximum quarterly MSSB Advisory Fee and 0.03% maximum quarterly Program Overlay Fee (which, together cover the services provided by Morgan Stanley Smith Barney), plus .09% quarterly SMA Manager Fees (being the fee currently charged by Systematic 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 Smith Barney program fees are usually deducted quarterly, and have a compounding effect on performance. The Morgan Stanley Smith Barney program fee, which differs among programs and clients, is described in the applicable Morgan Stanley Smith Barney ADV brochure, which is available at [www.smithbarney.com/ADV](http://www.smithbarney.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 Smith Barney 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 Smith Barney or elsewhere, and may cost an investor more or less than this strategy in Morgan Stanley Smith Barney'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 Smith Barney 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.

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.

### Russell 1000 Value Index

The Russell 1000 Value Index is representative of the U.S. market for large capitalization stocks containing those companies in the Russell 1000 Index with lower price-to-book ratios and lower forecasted growth.

### S&P 500 Index

Widely regarded as the best single gauge of the U.S. equities market, this world-renowned index includes a representative sample of 500 leading companies in leading industries of the U.S. economy. Although the S&P 500 focuses on the large-cap segment of the market, with over 80% coverage of U.S. equities, it is also an ideal proxy for the total market.

**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 Depository 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 (\$50.0 billion and Above), Large (\$11.0 - \$50.0 billion), Medium (\$2 - \$11.0 billion), Small (\$500m - \$2 billion) and Micro (below \$500 million).

**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.