

Berkshire Asset Management

46 Public Square

Wilkes Barre, Pennsylvania 18701

Style: Large Cap Core

Firm Assets Under Management: —

Firm Strategy Assets Under Management: —

Year Founded: 1986

Professional Staff: —

Firm Ownership: No Firm Ownership Selected

CG IAR Status: Approved

PRODUCT OVERVIEW

Berkshire employs a disciplined, bottom-up out equity selection process. Our firm invests in high quality growing businesses selling at prices well below our estimate of intrinsic value. Our key profitability metric is to identify companies generating a high, sustainable return on shareholders' equity. Our evaluation criteria centers around a two-stage, discounted free cash flow model. Other important characteristics may include:

Consistent sales and earnings growth with low volatility. Self funding balance sheet. Enduring competitive advantage. Low cost producers. Management with significant equity ownership. This process generally results in a portfolio of high quality businesses with significant appreciation potential.

TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	—
Average dividend yield:	—
P/E ratio:	—
Cash level over market cycle:	0 to 0%
Risk (standard deviation):	—
Average turnover rate:	25 to 35%
Use ADRs:	—
Capitalization:	—

RISK CONSIDERATIONS

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.

MANAGER'S INVESTMENT PROCESS

- Remain fully invested, market timing is not utilized.
- Long-term expected time horizon on each holding: at least 3 years.
- Excess diversification produces mediocre returns.
- Consistently applied sell discipline: when company reaches estimate of intrinsic value or deterioration in fundamentals.
- Capitalization: no capitalization mandate, with a bias toward established companies.

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
- 0 Industry or sector weighting
- 0 Stock Selection

PORTFOLIO STATISTICS

	-----06/11-----	12/10
	Berkshire Asset Management	S&P 500 Index
Number of stock holdings	—	500
Weighted average dividend yield	—	2.0%
Weighted average P/E ratio ¹	—	14.79x
Weighted average portfolio beta	—	1.01
Mega capitalization ⁺	0.0%	33.8%
Large capitalization ⁺	0.0%	51.8%
Medium capitalization ⁺	0.0%	14.1%
Small capitalization ⁺	0.0%	0.2%
Micro capitalization ⁺	0.0%	0.0%

PORTFOLIO'S EQUITY SECTOR WEIGHTINGS ⁺

	-----06/11-----	12/10
Sector	Berkshire Asset Management	S&P 500 Index
Energy	—	12.67
Materials	—	3.66
Industrials	—	11.25
Consumer Discretionary	—	10.65
Consumer Staples	—	10.64
Health Care	—	11.71
Financials	—	15.15
Information Technology	—	17.79
Telecomm Services	—	3.09
Utilities	—	3.38

PORTFOLIO'S ALLOCATION HISTORY (%)⁺

	06/11	03/11	12/10	09/10
U.S. Stocks	0	98	0	0
Cash/Cash Equivalents	0	2	0	0

PORTFOLIO'S TOP FIVE EQUITY HOLDINGS⁺

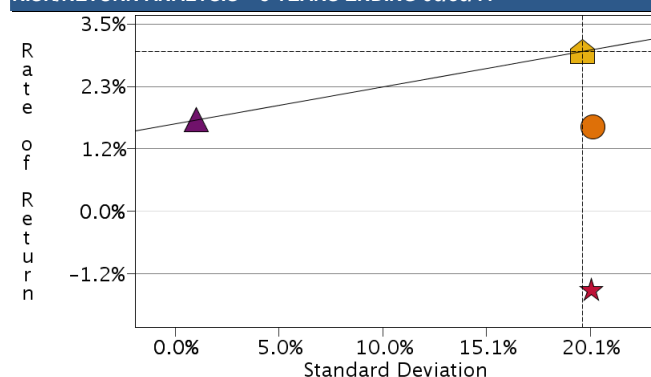
	%
JPMorgan Chase	5.7
Johnson & Johnson	5.3
Marshall & Ilsley	5.0
Abbott Labs	4.9
M&T Bank	4.5

¹The P/E used here is calculated by the harmonic mean.

⁺Total may not equal 100% due to rounding.

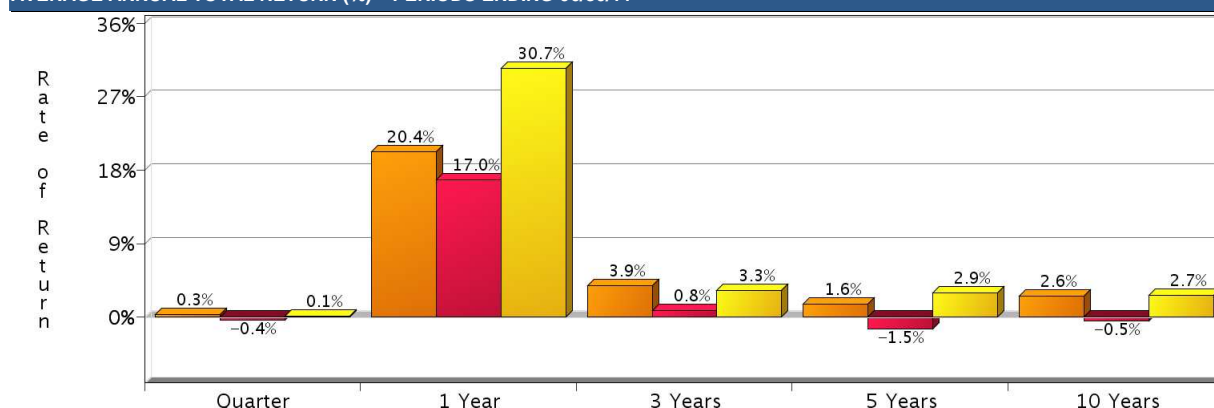
⁺Based on investment manager's representative account as calculated by FactSet.

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



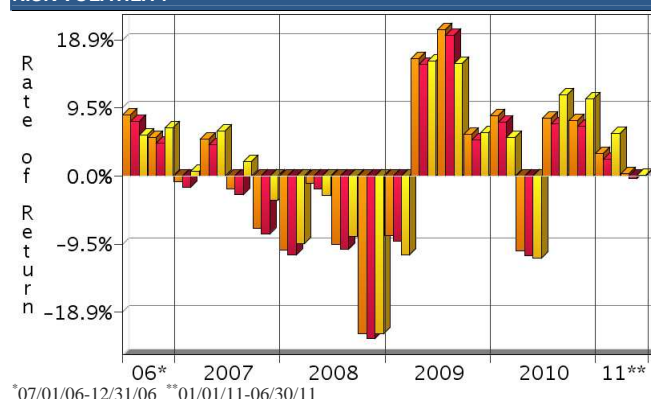
	STD	ROR
● Berkshire Asset Management (Gross)	20.22	1.56
★ Berkshire Asset Management (Net)	20.14	-1.46
▲ S&P 500 Index	19.70	2.94
▲ 90-Day T-Bills	1.01	1.69

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



INVESTMENT RESULTS	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	10 Year - Ending 06/30/11 Annualized	Std. Dev.
Berkshire Asset Management (Gross)	-1.46	-15.79	28.12	15.84	-3.40	16.13	-5.08	-37.28	35.92	12.98	2.55	18.88
Berkshire Asset Management (Net)	-4.42	-18.41	24.44	12.41	-6.32	12.72	-7.89	-39.24	31.92	9.70	-0.50	18.82
S&P 500 Index	-11.88	-22.10	28.68	10.88	4.91	15.80	5.49	-37.00	26.46	15.06	2.72	18.24

RISK VOLATILITY



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

	Number Of	Up Qtrs.	Down Qtrs.
● Berkshire Asset Management (Gross)	11	9	9
★ Berkshire Asset Management (Net)	10	10	10
▲ S&P 500 Index	13	7	7

PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter 1		Quarter 2		Quarter 3		Quarter 4	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
2001	-8.69	-9.44	11.17	10.42	-14.95	-15.70	14.14	13.39
2002	-0.81	-1.56	-10.02	-10.77	-14.99	-15.74	10.99	10.24
2003	-3.50	-4.24	15.41	14.62	2.90	2.15	11.79	10.99
2004	5.02	4.25	4.59	3.80	-5.64	-6.38	11.77	10.96
2005	-5.88	-6.63	2.30	1.51	-1.60	-2.34	1.97	1.20
2006	4.73	3.96	-2.95	-3.68	8.43	7.62	5.38	4.61
2007	-0.83	-1.57	5.12	4.36	-1.77	-2.54	-7.31	-8.00
2008	-10.24	-10.95	-1.07	-1.79	-9.54	-10.22	-21.92	-22.62
2009	-8.28	-9.04	16.33	15.53	20.36	19.53	5.85	5.02
2010	8.36	7.53	-10.45	-11.10	8.07	7.30	7.74	6.95
2011	3.07	2.31	0.34	-0.38				

Related

Fiduciary Services

PORTFOLIO'S RISK STATISTICS – PERIODS ENDING 06/30/11^{1,2}

	3 Year	5 Year
Standard Deviation	24.39%	20.22%
Standard Deviation of Primary Benchmark	24.25%	19.70%
Sharpe Ratio	0.15	-0.01
Sharpe Ratio of Primary Benchmark	0.13	0.06
Alpha	0.64%	-1.28%
Beta	0.98	1.00
Downside Risk	3.25%	3.71%
R-Squared	0.96	0.94
Tracking Error	5.00%	4.89%
Information Ratio	0.11	-0.28

PORTFOLIO DIVERSIFICATION - R² (10 YEARS ENDING 06/11)*

	R ²
Berkshire Asset Management vs. S&P 500 Index	0.93

*Statistics are calculated using gross of fee performance only.

1. Statistics are calculated using gross of fee performance only.
2. S&P 500 Index 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, 2011, 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.

Related Performance (Manager's Composite):

For periods before the date on which Morgan Stanley Smith Barney begins to calculate an applicable performance composite for actual Morgan Stanley Smith Barney Fiduciary Services 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 Smith Barney Fiduciary Services 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 Smith Barney accounts due to differences such as the availability and weighting of securities, trading implementation or client objectives. Morgan Stanley Smith Barney 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 Smith Barney 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:

Performance results are presented gross of management fees. A fee schedule is available upon request. Results are calculated using time-weighted total return, with use of accrual accounting for fixed income securities since inception. Accrual accounting for equity securities began August 1994. Client liquidity and cash flow needs determine whether or not dividends and interest are reinvested back into the portfolio. All index data assumes reinvestment of interest and dividends at the rate of return of the Index. The composites are constructed on an asset-weighted basis using beginning of the quarter market values. Balanced portfolio segments are included in single asset composites and include an allocation of cash to the performance of the segments. Cash was allocated to the carve-out segment returns on a pro-rata basis depending on the proportion of the carve-out assets to total assets in the portfolio. Performance results presented are calculated quarterly with geometrically linked annual returns. Trade date accounting is used. Berkshire does not place a minimum size restriction as to inclusion into composites. No non-fee paying portfolios are included. All fee paying fully discretionary accounts are included in at least one composite. Two full quarters must pass from the client's start date before a new account is included in the composite. Accounts no longer under management of Berkshire Asset Management, Inc. will cease to be included in future quarterly composites after the last full quarter preceding the termination date.

Fiduciary Services Performance:

Equity Account (Gross): Berkshire Asset Management's gross results do not reflect a deduction of the investment advisory fees charged by Berkshire Asset Management, 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 Smith Barney'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 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 or on request from your Financial Advisor or Private Wealth Advisor.

For periods for which sufficient data is available, the profile shows a composite of client accounts managed by the investment manager in either the Fiduciary Services program in the Morgan Stanley channel (previously called the Morgan Stanley Access program) or the Fiduciary Services program in the Smith Barney channel. Fiduciary Services is a separately managed account program sponsored by Morgan Stanley Smith Barney. If the strategy or similar strategies are available in both the Morgan Stanley and Smith Barney forms of the program, this profile presents the composite for the strategy that is closest to the strategy currently offered in the Fiduciary Services program. If both strategies are equally close, this profile shows the longer of the two composites. Performance and other data for composites for both forms of the program may vary from each other and from composites in other Morgan Stanley Smith Barney programs due to differences such as the availability and weighting of securities, trading implementation or client objectives.

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 the Morgan Stanley Smith Barney 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 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.

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 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 (\$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.

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.

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.