

**Buckhead Capital Management, LLC**3330 Cumberland Boulevard - Suite 650  
Atlanta, Georgia 30339**PRODUCT OVERVIEW**

Buckhead Capital Management's ("Buckhead") small/mid cap value equity strategy is designed to identify what they believe are high quality, attractively valued companies that have a market capitalization generally between \$500 million and \$10 billion. Through the firm's fundamental, bottom up investment process, Buckhead seeks to identify those stocks that: currently trade at what the manager believes are attractive valuation multiples, have solid underlying business fundamentals, and have catalysts that will likely drive both the company's financial prospects and its stock price. The investment team completes a thorough review of every investment candidate by reviewing the company's financial statements, assessing the company's business strategy and industry competitiveness, interviewing senior management, and reviewing available Wall Street research. Portfolios typically hold between 40 and 50 positions, with the largest weighting focused on our "highest conviction" names. A stock is sold when there is a change to the investment thesis, when the security is considered to be fully valued, or a more attractive investment is identified.

**TARGET PORTFOLIO CHARACTERISTICS**

Number of stock holdings:	40 to 50
Average dividend yield:	Below the S&P 500
P/E ratio:	Similar to/Below the S&P 500
Cash level over market cycle:	0 to 10%
Risk (standard deviation):	Above the S&P 500
Average turnover rate:	40 to 60%
Use ADRs:	0 to 10%
Capitalization:	Medium, Small and Micro companies

**RISK CONSIDERATIONS**

Investing in securities entails risks, including: 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.

**MANAGER'S INVESTMENT PROCESS**

- Identify the investable universe (\$500 million to \$10 billion dollar market cap & low P/E, P/B, or P/S)
- Apply the "Value Catalyst" Multifactor Model to score and rank attractive candidate stocks
- Conduct thorough, fundamental, bottom up investment analysis on all candidate securities
- Build diversified portfolios of 40-50 securities, where no one security is more than 5% of the total portfolio
- A stock is sold if there is a change to the manager's investment thesis, once the manager believes the stock reaches intrinsic value, or a more attractive investment is identified by the manager

**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
15 Industry or sector weighting
85 Stock Selection

Style: Small/Mid Cap Value  
Firm Assets Under Management: \$1.4 billion<sup>^</sup>  
Firm Strategy Assets Under Management: \$150.0 million  
Year Founded: 1995  
Professional Staff: 22<sup>^^</sup>  
Firm Ownership: Employee-Owned  
CG IAR Status: Not Applicable

**PORTFOLIO STATISTICS<sup>\*</sup>**

	-----03/13-----		09/12	
	Buckhead	Russell 2500 VI	S&P 500	Buckhead
Number of stock holdings	60	1,790	500	54
Weighted average dividend yield	1.0%	1.9%	2.1%	1.3%
Weighted average P/E ratio <sup>†</sup>	15.30x	15.17x	15.92x	12.80x
Weighted average portfolio beta	1.10	1.16	0.94	0.90
Mega capitalization <sup>+</sup>	0.0%	0.0%	38.6%	0.0%
Large capitalization <sup>+</sup>	0.0%	0.0%	50.4%	0.0%
Medium capitalization <sup>+</sup>	0.0%	57.4%	10.9%	0.0%
Small capitalization <sup>+</sup>	0.0%	35.6%	0.0%	0.0%
Micro capitalization <sup>+</sup>	0.0%	7.0%	0.0%	0.0%

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

	-----03/13-----		09/12	
Sector	Buckhead	Russell 2500 VI	S&P 500	Buckhead
Energy	3.10	7.19	10.92	3.40
Materials	3.20	6.70	3.43	4.50
Industrials	11.80	13.83	10.11	10.70
Consumer Discretionary	13.80	11.48	11.63	11.90
Consumer Staples	1.80	2.30	10.96	4.00
Health Care	5.20	6.33	12.53	4.80
Financials	27.50	33.45	15.92	30.20
Information Technology	21.20	9.30	18.02	21.60
Telecomm Services	3.70	0.94	2.97	2.70
Utilities	0.90	8.47	3.51	0.00
Cash/Cash Equivalents	7.80	0.00	0.00	6.20

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

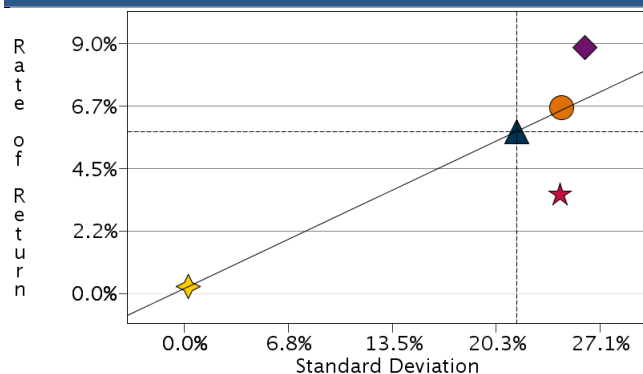
	03/13	12/12	09/12	06/12
U.S. Stocks	92	92	94	99
Cash/Cash Equivalents	8	8	6	1

**PORTFOLIO'S TOP FIVE EQUITY HOLDINGS<sup>\*</sup>**

	%
Rock-Tenn	3.2
Tidewater	3.1
Towers Watson	3.0
HCC Holdings	2.9
Brown & Brown	2.7

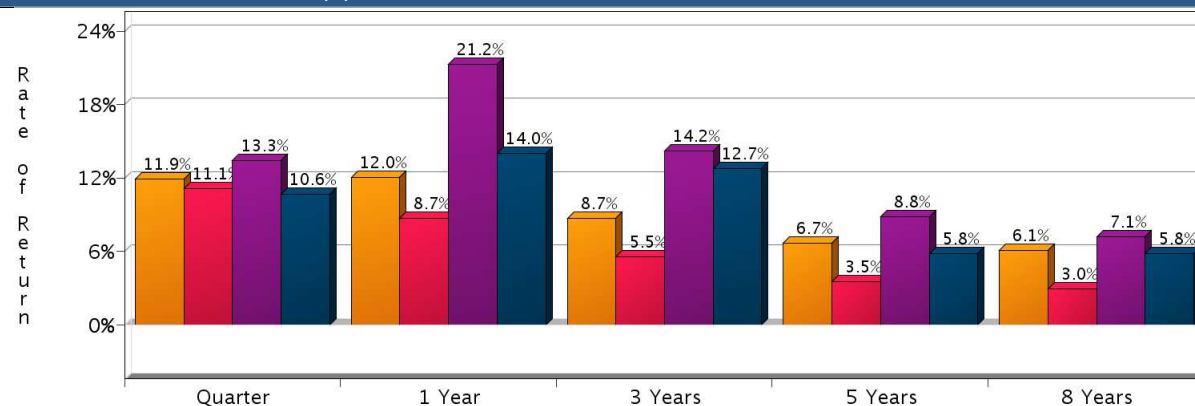
<sup>^</sup>As of 12/31/2012. Information as of 03/31/2013 is not yet available.<sup>^^</sup>As of 06/30/2011. Information as of 03/31/2013 is not yet available.<sup>†</sup>The P/E used here is calculated by the harmonic mean.<sup>\*</sup>Total may not equal 100% due to rounding.<sup>\*</sup>As represented by Buckhead Capital Management.

## RISK/RETURN ANALYSIS – 5 YEARS ENDING 03/31/13



	STD	ROR
● Buckhead (Gross)	24.56	6.67
★ Buckhead (Net)	24.46	3.54
◆ Russell 2500 VI	26.10	8.81
▲ S&P 500	21.63	5.81
★ 90-Day T-Bills	0.22	0.25

## AVERAGE ANNUAL TOTAL RETURN (%) – PERIODS ENDING 03/31/13

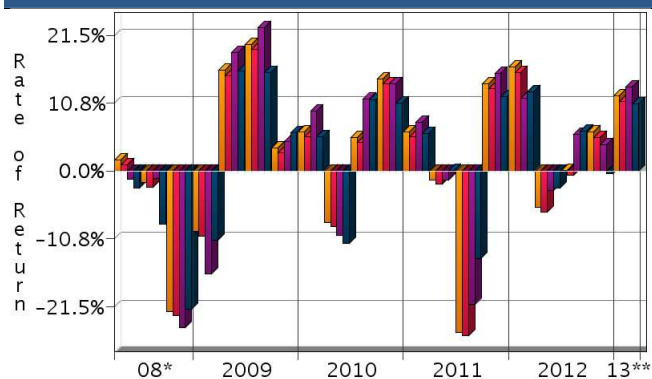


## INVESTMENT RESULTS

INVESTMENT RESULTS		Annual Rates of Return (%)									8 Year - Ending 03/31/13	
	2004*	2005	2006	2007	2008	2009	2010	2011	2012	Annualized	Std. Dev.	
Buckhead (Gross)	12.28	8.07	19.29	-6.34	-26.77	30.53	17.73	-11.26	16.59	6.06	20.93	
Buckhead (Net)	11.53	4.93	15.89	-9.13	-29.05	26.70	14.36	-13.82	13.17	2.95	20.85	
Russell 2500 VI	13.64	7.74	20.18	-7.27	-31.99	27.68	24.82	-3.36	19.22	7.14	21.67	
S&P 500	9.23	4.91	15.80	5.49	-37.00	26.46	15.06	2.11	16.00	5.83	17.81	
*10/01/2004-12/31/2004												

\*10/01/2004-12/31/2004

## RISK VOLATILITY



\*04/01/08-12/31/08 \*\*01/01/13-03/31/13

	Number Of	Up Qtrs.	Down Qtrs.
● Buckhead (Gross)		13	7
★ Buckhead (Net)		12	8
◆ Russell 2500 VI		12	8
▲ S&P 500		12	8

## PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter 1		Quarter 2		Quarter 3		Quarter 4	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
2004							12.28	11.53
2005	-1.75	-2.50	2.52	1.77	2.79	2.04	4.38	3.63
2006	12.79	12.04	-3.21	-3.96	0.69	-0.06	8.52	7.77
2007	5.37	4.61	6.30	5.53	-5.12	-5.87	-11.87	-12.55
2008	-5.68	-6.41	1.71	0.98	-1.83	-2.57	-22.24	-22.94
2009	-9.60	-10.35	15.94	15.17	20.11	19.29	3.68	2.86
2010	6.22	5.41	-8.17	-8.80	5.28	4.53	14.63	13.81
2011	6.19	5.41	-1.40	-2.12	-25.52	-26.12	13.80	13.05
2012	16.47	15.67	-5.76	-6.48	0.08	-0.68	6.14	5.35
2013	11.87	11.08						

Related Fiduciary Services

PORTFOLIO'S RISK STATISTICS – PERIODS ENDING 03/31/13<sup>1,2</sup>

	3 Year	5 Year
Standard Deviation	23.97%	24.56%
Standard Deviation of Primary Benchmark	22.18%	26.10%
Sharpe Ratio	0.36	0.26
Sharpe Ratio of Primary Benchmark	0.63	0.33
Alpha	-5.12%	-1.32%
Beta	1.04	0.91
Downside Risk	6.17%	5.28%
R-Squared	0.92	0.93
Tracking Error	6.66%	6.79%
Information Ratio	-0.83	-0.32

PORTFOLIO DIVERSIFICATION - R<sup>2</sup> (INCEPTION THROUGH 03/13)\*

	R <sup>2</sup>
Buckhead vs. S&P 500	0.80
Buckhead vs. Russell 2500 VI	0.92

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

1. Statistics are calculated using gross of fee performance only.  
 2. Russell 2500 VI 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 March 31, 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.

#### 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:

Buckhead Capital Management's ("Buckhead") small mid cap value strategy composite was created October 1, 2004 and contains fully discretionary, institutional small to mid cap equity portfolios. The composite is size-weighted and consisted of 3 accounts with a market value of \$101.0 million as of 3/31/2013.

#### Fiduciary Services Performance:

**Equity Account (Gross):** Buckhead's gross results do not reflect a deduction of the investment advisory fees charged by Buckhead, 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](http://www.morganstanley.com/ADV) or on request from your Financial Advisor or Private Wealth Advisor.

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.

#### 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.

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 2500 VI**

The Russell 2500 Value Index is representative of the U.S. market for smaller to medium capitalization stocks containing those companies in the Russell 2500 Index with lower price-to-book ratios and lower forecasted growth.

**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 US\$ 5.58 trillion benchmarked, with index assets comprising approximately US\$ 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.