

## ClearBridge Advisors, LLC

620 Eighth Avenue  
New York, New York 10018

Style: Multi Cap Core

Firm Assets Under Management: \$66.1 billion

Firm Strategy Assets Under Management: \$23.6 million<sup>^</sup>

Year Founded: 2005

Professional Staff: 162

Firm Ownership: Legg Mason, Inc.

CG IAR Status: Not Applicable

## PRODUCT OVERVIEW

Clearbridge Capital Portfolios investment philosophy is predicated on the belief that over a reasonable time horizon, real economic returns – as determined by a company's current and prospective cash flow characteristics – are the key determinants of stock valuations. While basic in concept, the process of understanding and quantifying those returns – absolute and relative to the expectations imbedded in a stock's current valuation – depends on careful, thoughtful, thorough fundamental and valuation analysis. Clearbridge Capital Portfolios is a professionally managed fund of their best ideas, which is not constrained by typical style box restrictions. They seek to add value by relying on bottom-up, proprietary research to identify companies that they believe are attractively priced relative to their current or prospective free cash flow. In addition, they are focused on valuing future cash flows and compounding returns as opposed to having a "short-term," rapid turnover trading strategy.

## TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	37
Average dividend yield:	—
P/E ratio:	—
Cash level over market cycle:	—
Risk (standard deviation):	—
Average turnover rate:	127.00
Use ADRs:	0 to 25%
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. The stocks of small and medium-sized companies are often associated with higher risk than stocks of larger companies, including higher volatility.

PORTFOLIO STATISTICS<sup>\*</sup>

	03/13-	09/12		
	ClearBridge	Russell 3000	S&P 500	ClearBridge
Number of stock holdings	37	2,957	500	39
Weighted average dividend yield	1.8%	2.0%	2.1%	1.0%
Weighted average P/E ratio <sup>†</sup>	17.21x	15.89x	15.92x	17.21x
Weighted average portfolio beta	1.25	0.98	0.94	1.84
Mega capitalization <sup>+</sup>	0.0%	31.3%	38.6%	0.0%
Large capitalization <sup>+</sup>	0.0%	42.1%	50.4%	0.0%
Medium capitalization <sup>+</sup>	0.0%	19.0%	10.9%	0.0%
Small capitalization <sup>+</sup>	0.0%	6.5%	0.0%	0.0%
Micro capitalization <sup>+</sup>	0.0%	1.1%	0.0%	0.0%

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

Sector	03/13-	09/12		
	ClearBridge	Russell 3000	S&P 500	ClearBridge
Energy	9.36	9.93	10.92	12.58
Materials	2.85	3.86	3.43	6.78
Industrials	13.16	11.27	10.11	11.98
Consumer Discretionary	19.21	12.53	11.63	15.43
Consumer Staples	0.00	9.55	10.96	0.00
Health Care	14.53	12.30	12.53	13.08
Financials	10.90	17.20	15.92	10.85
Information Technology	29.94	17.30	18.02	28.34
Telecomm Services	0.00	2.55	2.97	0.00
Utilities	0.00	3.51	3.51	0.00
Cash/Cash Equivalents	0.05	0.00	0.00	0.96

## MANAGER'S INVESTMENT PROCESS

- managed portfolio of best ideas, which is not constrained by typical style box restrictions.
- Added value by relying on bottom-up, proprietary research to identify companies that the managers believe are attractively priced relative to their current or prospective free cash flow.

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

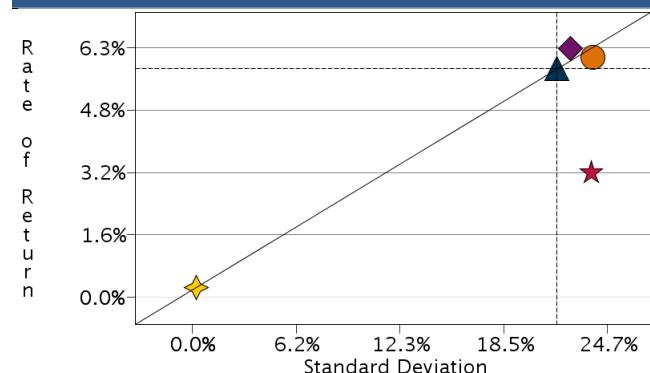
	03/13	12/12	09/12	06/12
U.S. Stocks	0	80	0	0
Non-U.S. Stocks	0	13	0	0
Equity	100	0	99	96
Cash/Cash Equivalents	0	8	1	4

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

	%
Pioneer Natural Resources Co.	5.1
Joy Global Inc.	4.5
Signet Jewelers Ltd.	4.4
Check Point Software Technologies Ltd.	4.3
Apple Inc.	4.0

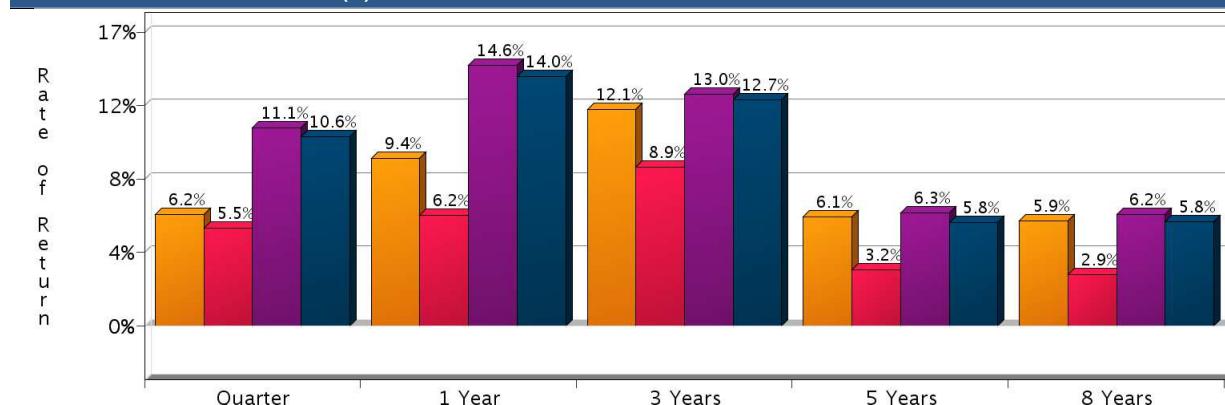
<sup>\*</sup>As of 09/30/2012. Information as of 03/31/2013 is not yet available.<sup>†</sup>The P/E used here is calculated by the harmonic mean.<sup>\*</sup>Total may not equal 100% due to rounding.<sup>\*</sup>As represented by ClearBridge Invest-LeggMasonRETAIL.

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



	STD	ROR
ClearBridge (Gross)	23.79	6.10
ClearBridge (Net)	23.68	3.16
Russell 3000	22.45	6.32
S&P 500	21.63	5.81
90-Day T-Bills	0.22	0.25

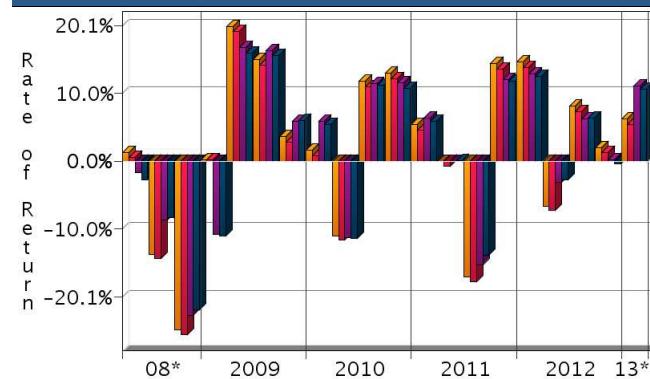
## AVERAGE ANNUAL TOTAL RETURN (%) – PERIODS ENDING 03/31/13



## INVESTMENT RESULTS

	Annual Rates of Return (%)					8 Year - Ending 03/31/13		
	2005	2006	2007	2008	2009	2010	2011	2012
ClearBridge (Gross)	10.35	12.74	3.05	-40.14	43.22	14.29	-0.12	18.12
ClearBridge (Net)	7.03	9.46	0.02	-42.02	40.18	10.96	-2.96	14.68
Russell 3000	6.12	15.72	5.14	-37.31	28.34	16.93	1.02	16.43
S&P 500	4.91	15.80	5.49	-37.00	26.46	15.06	2.11	16.00

## RISK VOLATILITY



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

	Number Of	Up Qtrs.	Down Qtrs.
ClearBridge (Gross)	14	6	
ClearBridge (Net)	14	6	
Russell 3000	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
2005	-0.20	-0.97	2.54	1.75	6.31	5.54	1.44	0.65
2006	4.49	3.73	-5.35	-6.06	4.95	4.15	8.63	7.85
2007	0.41	-0.34	6.15	5.38	0.70	-0.07	-3.99	-4.69
2008	-8.68	-9.40	1.32	0.61	-13.76	-14.42	-24.98	-25.67
2009	0.20	0.20	19.93	19.13	15.03	14.23	3.60	2.80
2010	1.62	0.83	-11.02	-11.68	11.79	11.01	13.05	12.24
2011	5.41	4.64	-0.02	-0.75	-17.16	-17.79	14.40	13.66
2012	14.70	13.90	-6.61	-7.31	8.10	7.29	2.01	1.24
2013	6.23	5.49						

Related Fiduciary Services

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

	3 Year	5 Year
Standard Deviation	20.81%	23.79%
Standard Deviation of Primary Benchmark	19.12%	22.45%
Sharpe Ratio	0.58	0.25
Sharpe Ratio of Primary Benchmark	0.67	0.27
Alpha	-1.36%	0.05%
Beta	1.06	1.01
Downside Risk	3.81%	4.49%
R-Squared	0.96	0.91
Tracking Error	4.56%	7.30%
Information Ratio	-0.19	-0.03

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

2. Russell 3000 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> (INCEPTION THROUGH 03/13)\*

	R <sup>2</sup>
ClearBridge vs. S&P 500	0.90
ClearBridge vs. Russell 3000	0.91

\*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.

*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 manager's 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 manager's 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 ClearBridge Capital composite consists of fully discretionary portfolios with a minimum net asset value of US \$25,000 (prior to June 2008 the minimum is \$5,000). "Sleeves" of multi-style portfolios and segments of balanced accounts are excluded. Accounts within the composite are invested in cash, equity and equity-related (i.e., convertible) securities with all levels of market capitalization. Up to 20% of a portfolio's assets may be invested in each of ADRs and convertible securities. Portfolio assets may also be invested in investment-grade fixed-income securities. New accounts enter the composite during the third full month under management, except for seed capital accounts which are included during the first month the assets are under management and fully invested. Accounts with external cash flows during a month that are equal to or greater than 10% of an account's market value will cause that account to be excluded from the composite during the month in which the flows occurred. Accounts will be added back to the composite in the following month. Closed accounts are included in the composite rate of return calculations through the completion of the last full month under management. All accounts are valued at calendar month end based on principal market values plus cash and cash accrued income. Account returns are calculated in U.S. dollars and utilize the Daily Time Weighted methodology. The composite's monthly rates of return are the asset-weighted averages of the accounts' monthly results, which are then linked to determine the composite's quarterly and annual returns. Net of fee composite returns are calculated by reducing each monthly composite pure gross rate of return by the highest "bundled" fee charged (3.0%) annually, prorated to a monthly ratio. The "bundled" fee includes transaction costs, investment management, custodial, and other administrative fees. Pure gross returns shown do not reflect the deduction of "bundled" fees and are presented as supplemental information to net returns. Account quarterly and annual returns are calculated by linking individual monthly returns. Composite dispersion measures represent the consistency of a firm's composite performance results with respect to the individual account returns within a composite. CBA utilizes the Equal-Weighted Standard Deviation measure of dispersion. Only accounts that have been managed within the composite style for a full year are included in the Equal-Weighted Standard Deviation calculation.

#### Fiduciary Services Performance:

In this profile, the performance from 8/1/2011 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.

**Equity Account (Gross):** ClearBridge's gross results do not reflect a deduction of the investment advisory fees charged by ClearBridge, 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 3000

The Russell 3000 Index measures the performance of the 3,000 largest U.S. companies based on total market capitalization, which represents approximately 98% of the investable U.S. equity market.

### 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 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.

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**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.