

## Fox Asset Management LLC

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## PRODUCT OVERVIEW

Fox Asset Management's (Fox) Small Cap Value equity strategy employs a disciplined "bottom-up" approach to identify what the manager believes are undervalued stocks with an emphasis on capital preservation. Securities with capitalizations between \$200 million and \$2.5 billion are screened. Fox seeks to identify growing companies whose stocks the manager believes sell at discounted price-to-earnings (P/E) and/or price-to-cash flow (P/CF) multiples, favoring such companies that maintain strong balance sheets. Rigorous fundamental analysis, from both a quantitative and qualitative standpoint, is applied to all investment candidates. Fox's process may, at times, result in portfolios that will be over/underweighted in particular sectors/industries versus the S&P 500 Index.

## TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	40 to 60
Average dividend yield:	Similar to the S&P 500
P/E ratio:	Below the S&P 500
Cash level over market cycle:	0 to 15%
Risk (standard deviation):	Above the S&P 500
Average turnover rate:	25 to 35%
Use ADRs:	0 to 20%
Capitalization:	Medium, Small and Micro companies

## MANAGER'S INVESTMENT PROCESS

- Initial universe screen based on valuation and capitalization
- Perform quantitative and qualitative analysis, focusing on companies in growing markets with strong management teams, competitive products and strong financials, to generate between 125-175 portfolio candidates
- Establish a valuation target for each holding; construct small cap equity portfolios to consist of a minimum of 40 stocks, representing no less than some 20 industries
- Sell stocks when value targets are reached or fundamentals deteriorate
- Trim positions exceeding 6% of portfolio

## 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
100 Stock Selection

## RISK CONSIDERATIONS

Equity securities' prices may fluctuate in response to specific situations for each company, industry, market conditions and general economic environment. Companies paying dividends can reduce or cut payouts at any time. Strategies that invest a large percentage of assets in only one industry sector (or in only a few sectors) are more vulnerable to price fluctuation than portfolios that diversify among a broad range of sectors. Investing in securities entails risks, including: Small-cap stocks may be subject to a higher degree of risk than more established companies' securities, including higher volatility. The illiquidity of the small-cap market may adversely affect the value of these investments. 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. Value investing involves the risk that the market may not recognize that securities are undervalued and they may not appreciate as anticipated. Growth investing does not guarantee a profit or eliminate risk. The stocks of these companies can have relatively high valuations. Because of these high valuations, an investment in a growth stock can be more risky than an investment in a company with more modest growth expectations. Value investing does not guarantee a profit or eliminate risk. Not all companies whose stocks are considered to be value stocks are able to turn their business around or successfully employ corrective strategies which would result in stock prices that do not rise as initially expected.

Style: Small Cap Value  
Firm Assets Under Management: \$707.8 million  
Firm Strategy Assets Under Management: \$346.6 million  
Year Founded: 1985  
Professional Staff: 6<sup>^</sup>  
Firm Ownership: Eaton Vance Corp., Majority Ownership  
CG IAR Status: Approved

PORTFOLIO STATISTICS<sup>\*</sup>

	-----03/15-----		09/14
	Fox	Russell 2000 VI	Fox
Number of stock holdings	54	1,357	54
Weighted average dividend yield	1.0%	2.0%	1.0%
Weighted average P/E ratio <sup>1</sup>	22.93x	17.90x	21.11x
Weighted average portfolio beta	—	—	—
Mega capitalization <sup>+</sup>	0.0%	0.0%	0.0%
Large capitalization <sup>+</sup>	0.0%	0.0%	0.0%
Medium capitalization <sup>+</sup>	0.0%	25.3%	0.0%
Small capitalization <sup>+</sup>	0.0%	63.2%	0.0%
Micro capitalization <sup>+</sup>	0.0%	11.4%	0.0%

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

	-----03/15-----		09/14
Sector	Fox	Russell 2000 VI	Fox
Energy	2.89	3.76	4.64
Materials	4.66	4.42	5.69
Industrials	16.35	12.80	17.53
Consumer Discretionary	15.24	12.22	11.05
Consumer Staples	5.30	2.78	4.27
Health Care	8.29	5.99	6.59
Financials	27.27	40.72	31.20
Information Technology	12.10	9.65	10.80
Telecomm Services	0.00	0.77	0.00
Utilities	2.61	6.89	1.32
Cash/Cash Equivalents	5.29	0.00	6.91

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

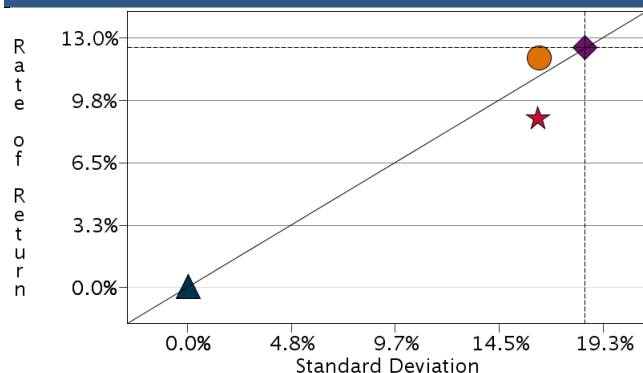
	03/15	12/14	09/14	06/14
U.S. Stocks	90	91	89	94
Non-U.S. Stocks	5	0	0	0
ADRs/Non-U.S. Stocks	0	4	4	2
Cash/Cash Equivalents	5	5	7	4

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

	%
ConnectOne Bancorp Inc	4.0
Federated National Holding Co	3.3
Covenant Transportation Group Inc	3.0
Core-Mark Holding Co Inc	3.0
Prestige Brands Holdings Inc	2.9

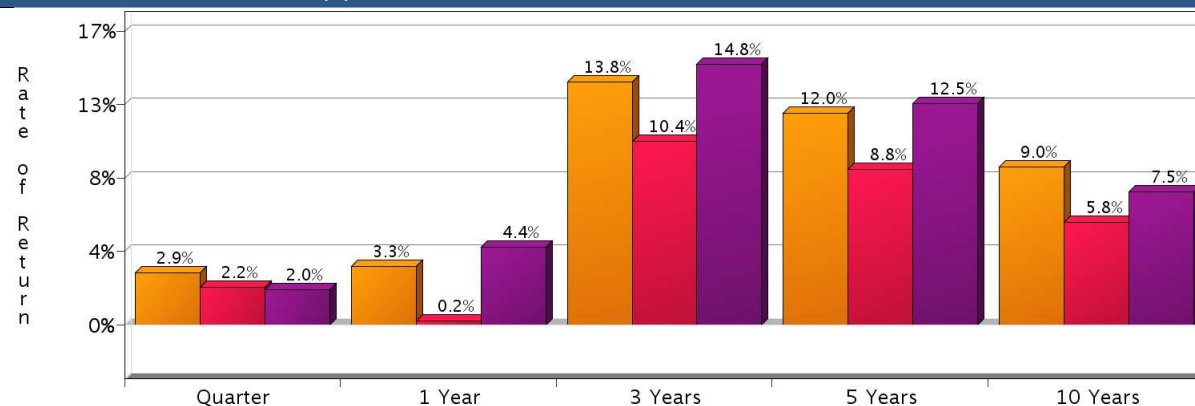
<sup>^</sup>As of 09/30/2014. Information as of 03/31/2015 is not yet available.<sup>1</sup>The P/E used here is calculated by the harmonic mean.<sup>\*</sup>Total may not equal 100% due to rounding.<sup>\*</sup>As represented by Fox Asset Management.

## RISK/RETURN ANALYSIS – 5 YEARS ENDING 03/31/15



	STD	ROR
● Fox (Gross)	16.35	12.01
★ Fox (Net)	16.28	8.83
◆ Russell 2000 VI	18.48	12.53
▲ 90-Day T-Bills	0.02	0.07

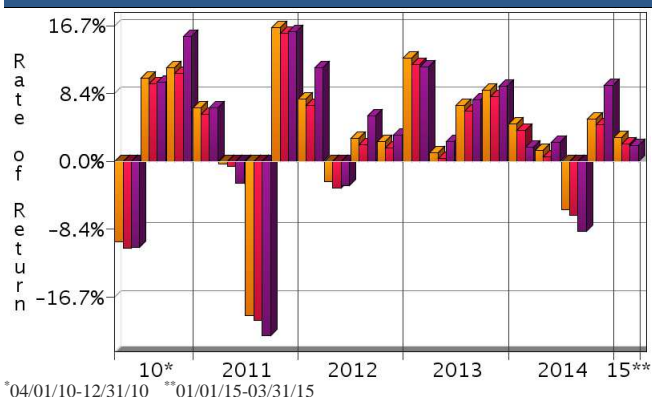
## AVERAGE ANNUAL TOTAL RETURN (%) – PERIODS ENDING 03/31/15



## INVESTMENT RESULTS

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	10 Year - Ending 03/31/15 Annualized	Std. Dev.
Fox (Gross)	6.27	16.39	5.57	-25.45	25.65	20.00	0.30	10.61	32.53	5.06	8.95	17.62
Fox (Net)	3.17	13.06	2.48	-27.84	22.09	16.58	-2.13	7.35	28.72	1.89	5.81	17.59
Russell 2000 VI	4.71	23.48	-9.78	-28.93	20.57	24.50	-5.50	18.05	34.50	4.22	7.53	20.46

## RISK VOLATILITY



\*04/01/10-12/31/10 \*\*01/01/15-03/31/15

	Number Of	Up Qtrs.	Down Qtrs.
● Fox (Gross)	15	5	5
★ Fox (Net)	15	5	5
◆ Russell 2000 VI	15	5	5

## PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter 1		Quarter 2		Quarter 3		Quarter 4	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
2005	-0.97	-1.72	2.85	2.10	4.60	3.85	-0.25	-1.00
2006	9.95	9.20	-1.20	-1.95	0.55	-0.20	6.56	5.81
2007	5.15	4.40	6.37	5.62	-2.89	-3.64	-2.80	-3.55
2008	-6.46	-7.21	1.84	1.09	0.45	-0.30	-22.09	-22.84
2009	-15.75	-16.50	18.59	17.84	17.71	16.96	6.83	6.08
2010	8.24	7.50	-9.90	-10.65	10.30	9.55	11.56	10.81
2011	6.58	5.83	-0.29	-0.61	-18.99	-19.61	16.51	15.75
2012	7.68	6.91	-2.51	-3.24	2.88	2.11	2.42	1.64
2013	12.71	11.91	1.12	0.36	6.95	6.18	8.73	7.94
2014	4.66	3.85	1.34	0.57	-5.89	-6.64	5.25	4.50
2015	2.94	2.15						

Fiduciary Services

PORTFOLIO'S RISK STATISTICS – PERIODS ENDING 03/31/15<sup>1,2</sup>

	3 Year	5 Year
Standard Deviation	9.82%	16.35%
Standard Deviation of Primary Benchmark	11.31%	18.48%
Sharpe Ratio	1.40	0.73
Sharpe Ratio of Primary Benchmark	1.30	0.67
Alpha	1.69%	0.99%
Beta	0.81	0.86
Downside Risk	3.26%	3.52%
R-Squared	0.87	0.95
Tracking Error	4.10%	4.32%
Information Ratio	-0.25	-0.12

PORTFOLIO DIVERSIFICATION - R<sup>2</sup> (10 YEARS ENDING 03/15)\*

	R <sup>2</sup>
Fox vs. Russell 2000 VI	0.94

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

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

2. Russell 2000 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, 2015, 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:

Fox Asset Management's (Fox) small cap value equity performance prior to 10/1/2002 represents a composite of all fully discretionary taxable institutional small cap value equity accounts. The composite was size-weighted and consisted of 22 accounts with a market value of \$158.3 million as of 9/30/2002.

#### Fiduciary Services Performance:

In this profile, the performance from 10/1/2002 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):** Fox's gross results do not reflect a deduction of the investment advisory fees charged by Fox, 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.

Document approval date February 2013.

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.

Diversification does not guarantee a profit or protect against a loss.

#### No obligation to notify

Morgan Stanley has no obligation to notify you when information in this profile changes.

#### Sources of information

Material in this profile has been obtained from sources that we believe to be reliable, but we do not guarantee its accuracy, completeness or timeliness. Third party data providers make no warranties or representations relating to the accuracy, completeness or timeliness of the data they provide and are not liable for any damages relating to this data.

#### No tax advice

Morgan Stanley and its affiliates do not render advice on legal, tax and/or tax accounting matters to clients. Each client should consult his/her personal tax and/or legal advisor to learn about any potential tax or other implications that may result from acting on a particular recommendation.

#### Not an ERISA fiduciary

Morgan Stanley is not acting as a fiduciary under either the Employee Retirement Income Security Act of 1974, as amended, or under section 4975 of the Internal Revenue Code of 1986, as amended, in providing the information in this profile.

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## 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 2000 VI

The Russell 2000 Value Index is representative of the U.S. market for smaller capitalization stocks containing those companies in the Russell 2000 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 \$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.

**Beta** is a measure of the sensitivity of a portfolio's rates of return to changes in the market return. It is the coefficient measuring a stock or a portfolio's relative volatility.

**Bottom-Up Stock Selection** Emphasis primarily on individual stock selection. Considerations of economic and industry factors are of secondary importance in the investment decision-making process.

**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).

**Dividend** a portion of a company's profit paid to common and preferred shareholders.

**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.

**High Grade Corporate Bonds** corporate bonds from issuers with credit ratings of AA or AAA.

**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/Book Ratio (P/B)** weighted average of the stocks' price divided by book value per share. Book value per share is defined as common equity, including intangibles, divided by shares outstanding times the adjustment factor.

**Price/Cash Flow Ratio** a ratio used to compare a company's market value to its cash flow. It is calculated by dividing the company's market cap by the company's operating cash flow in the most recent fiscal year (or the most recent four fiscal quarters); or, equivalently, divide the per-share stock price by the per-share operating cash flow.

**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.

**Price/Sales Ratio** determined by dividing current stock price by revenue per share (adjusted for stock splits). Revenue per share for the P/S ratio is determined by dividing revenue for past 12 months by number of shares outstanding.

**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.

**Top-Down/Economic Analysis** Emphasis primarily on macroeconomic trends as opposed to bottom-up stock selection.

**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.

**U.S. Treasury Bonds** a marketable, fixed interest U.S. government debt security with a maturity of more than 10 years. Treasury bonds make interest payments semi-annually and the income that holders receive is only taxed at the federal level.

**Volatility** a measure of risk based on the standard deviation of the asset return. Volatility is a variable that appears in option pricing formulas, where it denotes the volatility of the underlying asset return from now to the expiration of the option. There are volatility indexes. Such as a scale of 1-9; a higher rating means higher risk.