

## PENN Capital Management Company Inc.

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### PRODUCT OVERVIEW

**NOTE:** The due diligence review of this strategy was performed by Smith Barney Investment Advisor Research (IAR), not by Morgan Stanley Global Advisor Research (GAR). For a description of the IAR and GAR due diligence processes, see the applicable Morgan Stanley Smith Barney LLC Disclosure Document.

PENN Capital Management ("PENN") Small to Mid Cap Equity strategy seeks to achieve capital appreciation from investments primarily in small to mid capitalization equity securities. PENN seeks to accomplish this objective by investing in the common stock of undervalued small to mid capitalization U.S. companies identified by the fundamental, bottom-up, value-driven investment research. PENN will purchase securities within the market capitalization range of the Russell 2500 benchmark.

### TARGET PORTFOLIO CHARACTERISTICS

Number of stock holdings:	50 to 80
Average dividend yield:	Below the S&P 500 Index
P/E ratio:	Similar to/Above the S&P 500 Index
Cash level over market cycle:	0 to 5%
Risk (standard deviation):	Above the S&P 500 Index
Average turnover rate:	75 to 100%
Use ADRs:	0 to 25%
Capitalization:	Medium, Small and Micro companies

### MANAGER'S INVESTMENT PROCESS

- PENN draws equity ideas from the universe of securities with a market capitalization up to \$7.0 billion.
- New ideas are first put through a rigorous test of fundamental financial analysis including financial ratios. (EV/cash flow, Price/Earnings, Price/Book, etc.) relative to competitors, Free cash flow analysis and private market analysis, bank loan facility & covenant analysis, equity liquidity analysis, and 50% return potential in 12 to 18 months.
- Once an idea meets PENN's initial fundamental financial screens, PENN's qualitative analysis determines the ability of a company to execute its business plan and maintain stable cash flow on a forward basis
- Macro-Economic analysis overlays PENN's standard grass roots analysis of a company's entire capital structure, and is used to confirm PENN's assumptions on industry themes.
- PENN employs a team approach to portfolio management in which each member is equally responsible for analytics and is required to thoroughly understand the entire capital structure of every company they follow. At PENN, the investment team covers companies, not components of the capital structure.

### 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.

### MANAGER'S INVESTMENT STRATEGY

- Top-down / portfolio structures based on economic trends
- Bottom-up / portfolio structure based on individual securities

### % PROCESS BASED ON

5 Asset allocation - cash vs. stock  
30 Industry or sector weighting  
65 Stock Selection

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

	06/11	03/11	12/10	09/10
U.S. Stocks	98	96	95	95
Cash/Cash Equivalents	2	4	4	5

### PORTFOLIO'S TOP FIVE EQUITY HOLDINGS

	%
Hologic Inc	3.2
Owens-Illinois Inc	2.9
Nabors Industries Inc DU	2.7
Brocade Communications Sys	2.6
NII Holdings Inc	2.5

<sup>\*</sup>As of 03/31/2009. Information as of 06/30/2011 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.

Style: Small Mid Cap Core  
Sub-Style: Value Oriented  
Firm Assets Under Management: \$6.5 billion  
Firm Strategy Assets Under Management: \$1.7 billion  
Year Founded: 1987  
Professional Staff: 13<sup>†</sup>  
Firm Ownership: Employee-Owned  
Research Status: Focus

### PORTFOLIO STATISTICS

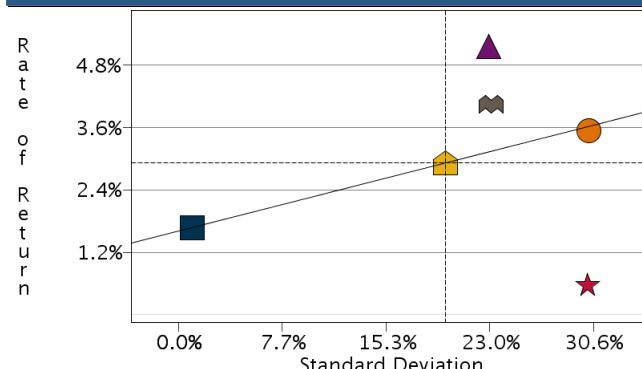
	06/11	12/10		
	PENN	Russell 2000	S&P 500 Index	PENN
Number of stock holdings	64	1,985	500	64
Weighted average dividend yield	0.7%	1.3%	2.0%	0.6%
Weighted average P/E ratio <sup>†</sup>	17.90x	16.66x	14.79x	17.04x
Weighted average portfolio beta	—	1.35	1.01	1.38
Mega capitalization <sup>‡</sup>	0.0%	0.0%	33.8%	0.0%
Large capitalization <sup>‡</sup>	0.0%	0.0%	51.8%	0.0%
Medium capitalization <sup>‡</sup>	0.0%	6.3%	14.1%	56.3%
Small capitalization <sup>‡</sup>	0.0%	76.8%	0.2%	40.7%
Micro capitalization <sup>‡</sup>	0.0%	16.9%	0.0%	1.8%

### PORTFOLIO'S EQUITY SECTOR WEIGHTINGS <sup>†</sup>

Sector	06/11	12/10		
	PENN	Russell 2000	S&P 500 Index	PENN
Energy	7.41	7.04	12.67	6.24
Materials	9.43	4.77	3.66	5.87
Industrials	14.92	15.44	11.25	12.85
Consumer Discretionary	11.88	13.33	10.65	12.08
Consumer Staples	2.39	3.34	10.64	5.24
Health Care	16.02	12.50	11.71	14.31
Financials	16.73	20.64	15.15	22.12
Information Technology	11.57	18.42	17.79	12.46
Telecomm Services	7.36	1.08	3.09	7.66
Utilities	0.00	3.14	3.38	0.00
Miscellaneous	0.00	0.00	0.00	0.00
Cash/Cash Equivalents	2.29	0.00	0.00	0.00

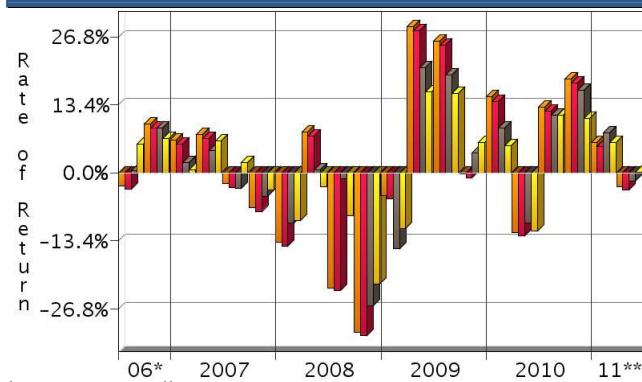
PENN Capital Management

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



	STD	ROR
PENN (Gross)	30.29	3.57
PENN (Net)	30.17	0.57
Russell 2000 Index	23.09	4.08
Russell 2500 Index	22.89	5.20
S&P 500 Index	19.70	2.94
90-Day Treasury Bills	1.01	1.69

RISK VOLATILITY



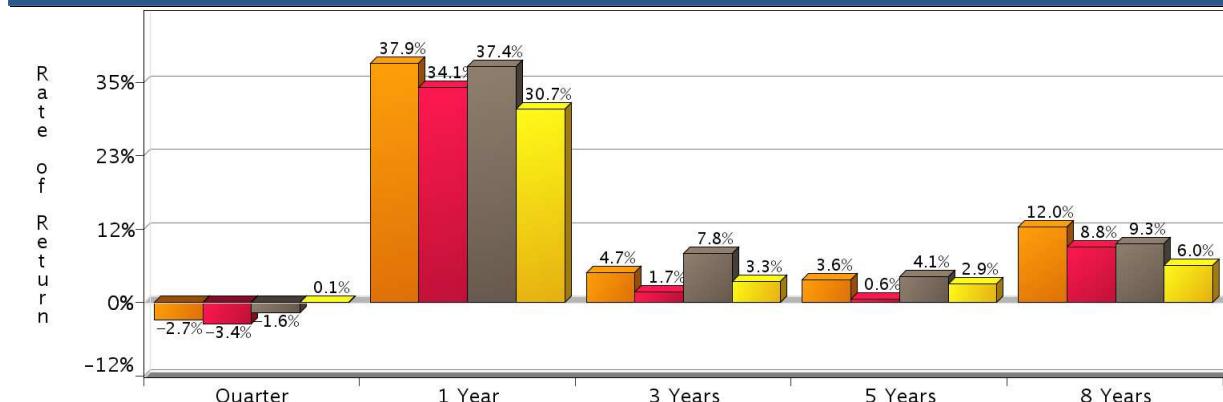
\*07/01/06-12/31/06 \*\*01/01/11-06/30/11

	Number Of	Up Qtrs.	Down Qtrs.
PENN (Gross)	10	10	
PENN (Net)	10	10	
Russell 2000 Index	12	8	
S&P 500 Index	13	7	

Style: Small Mid Cap Core

Sub-Style: Value Oriented

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



INVESTMENT RESULTS

	Annual Rates of Return (%)								8 Year - Ending 06/30/11	Annualized Std. Dev.
	2003	2004	2005	2006	2007	2008	2009	2010		
PENN (Gross)	55.75	23.93	20.58	19.23	4.29	-50.58	54.66	35.66	12.03	25.51
PENN (Net)	51.67	20.34	17.02	15.87	1.30	-52.15	50.32	31.88	8.81	25.42
Russell 2000 Index	47.25	18.33	4.55	18.37	-1.57	-33.79	27.17	26.85	9.34	20.23
S&P 500 Index	28.68	10.88	4.91	15.79	5.49	-37.00	26.46	15.06	5.97	16.32

PORTFOLIO'S QUARTERLY RETURNS (%)

	Quarter 1		Quarter 2		Quarter 3		Quarter 4		3 Year	5 Year
	Gross	Net	Gross	Net	Gross	Net	Gross	Net		
2003	-9.57	-10.30	37.88	37.15	7.61	6.88	16.08	15.35		
2004	7.97	7.24	-1.38	-2.15	-1.80	-2.56	18.53	17.69		
2005	-0.02	-0.78	7.30	6.48	8.56	7.81	3.53	2.74		
2006	13.14	12.37	-1.43	-2.12	-2.50	-3.25	9.66	8.89		
2007	6.47	5.72	7.53	6.77	-2.16	-2.92	-6.90	-7.56		
2008	-13.74	-14.42	7.96	7.24	-22.64	-23.24	-31.41	-32.07		
2009	-4.44	-5.18	28.82	28.04	25.91	25.08	-0.22	-1.01		
2010	14.97	14.12	-11.81	-12.42	12.91	12.14	18.49	17.66		
2011	5.92	5.15	-2.67	-3.36						

Related      Select UMA

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

	3 Year	5 Year
Standard Deviation	37.37%	30.29%
Standard Deviation of Primary	28.65%	23.09%
Benchmark	0.12	0.06
Sharpe Ratio	0.26	0.10
Sharpe Ratio of Primary		
Benchmark		
Alpha	-2.21%	0.49%
Beta	1.18	1.18
Downside Risk	13.71%	10.72%
R-Squared	0.82	0.82
Tracking Error	16.87%	13.73%
Information Ratio	-0.18	-0.04

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

2. Russell 2000 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> (INCEPTION THROUGH 06/11)\*

	R <sup>2</sup>
PENN vs. S&P 500 Index	0.81
PENN vs. Russell 2000 Index	0.82

\*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 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.

**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:**

PENN Capital Management's ("PENN") Small to Mid Cap Equity performance represents a composite of all fully discretionary, fee-paying Small to Mid Cap Equity separately managed accounts under management by PENN. The composite size minimum is \$500,000 and was created 12/31/2002. The composite is asset-weighted and consists of 42 fee-paying (not in Morgan Stanley Fiduciary Services program) accounts with a market value of \$638.7 million as of 6/30/2011.

### **Select UMA Performance:**

**Gross Performance:** PENN's gross results do not reflect a deduction of any investment advisory fees or program fees, charged by PENN 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 .73% 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 .075% quarterly SMA Manager Fees (being the fee currently charged by PENN 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 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 Treasury 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 Index**

The Russell 2000 Index consists of the 2,000 smallest companies in the Russell 3000 Index, which generally has represented approximately 10% of the total market capitalization of the Russell 3000 Index.

#### **Russell 2500 Index**

The Russell 2500 Index measures the performance of the 2,500 smallest companies in the Russell 3000 Index, which represents approximately 16% of the total market capitalization of the Russell 3000 Index.

#### **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.