

# Qualified Retirement Plan Disclosure Document

As of June 8, 2012

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## Important Information Concerning Your Morgan Stanley Smith Barney Qualified Retirement Plan Account(s)

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*Pursuant to the U.S. Department of Labor's regulations under Section 408(b)(2) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), Morgan Stanley Smith Barney LLC ("MSSB"), as a service provider to your ERISA-covered retirement plan, is required to provide certain information regarding our services and compensation to assist you — as a plan fiduciary/sponsor — in assessing the reasonableness of your plan's contracts or arrangements with us, including the reasonableness of our compensation. These disclosure requirements are commonly referred to as "408(b)(2)."*

This disclosure document is being provided to you, as the plan fiduciary/sponsor, to meet the requirements of 408(b)(2) and to help you clearly understand both the services offered to you and the compensation MSSB may receive in connection with your qualified retirement plan. This document and the documents referenced herein provide an overview of the services MSSB offers its qualified retirement plan account holders and details the associated compensation earned by the firm. The documentation is structured by account and/or investment type (e.g., retirement account types, mutual funds, alternatives) and within each such category by compensation type (direct or indirect compensation), as applicable.

Please note, however, that although we are providing you with disclosures regarding the full range of accounts, services and investments made available to MSSB qualified retirement plan clients, actual MSSB compensation will be determined by those accounts, services and/or investments utilized under the plan through MSSB. This is due to the fact that 408(b)(2) requires prospective disclosure at a time when, in many instances, we do not know the specific services and investments that will be selected by you, as plan fiduciary/sponsor, or the underlying plan participants in the future. In particular, many of the fees described in this documentation do not apply if your account is subject to an Advisory Contract or Agreement. **Your brokerage agreements(s) and/or advisory contract/agreement(s) with MSSB provide more detail about the specific services/fees that apply to you. Please review your agreements with us for more information (and ask your Financial Advisor for copies if you need them).**

The following details are provided for each service/compensation stream:

- **Account or Service Fee Type** - High level description of the compensation
- **Fee Description** - More detailed description of the compensation
- **Manner of Receipt** - The manner in which the compensation will be paid (e.g., whether the plan will be billed or the compensation will be deducted directly from the plan's account)
- **For Fixed Rate Fees** - The value of the rate of the compensation, including the value of the rate if it varies

based on client Tier (e.g., Standard, Reserved)

- **For Variable Rate Fees** - The methodology or formula used to determine the compensation
- **Additional Disclosures / Reference to Disclosure Document** - Additional details with respect to the service and/or compensation, or a reference to a separate disclosure document where further details are included. In order to disclose all of the required information, this disclosure document will in some cases reference other separate documents (e.g., your MSSB contracts and MSSB's disclosure documents) or websites with service and compensation disclosures. These documents are being made available to you along with this disclosure document to make sure you receive a complete description of all the required information

We would also like to inform you that going forward, as a plan fiduciary/sponsor, you will be receiving communications that will provide information about service or compensation changes that could potentially impact your plan. Please remember that you can look up information and updates related to MSSB's mutual fund portfolio offerings and related compensation through the Mutual Fund Search Tool on the following website: [www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp](http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp). Please note that this disclosure document, any addendum hereto and any subsequent communication will not include any information with respect to a particular fund or fund family.

Please also note that the latest disclosure documents (referenced in some cases in the fee table(s) below) including the latest version of this document, can be accessed by logging onto your account on **ClientServ**, available on the following website: [www.morganstanleyclientserv.com](http://www.morganstanleyclientserv.com). The Qualified Retirement Plan Disclosure Document is currently available on ClientServ while the Supplement to the Qualified Retirement Plan Disclosure Document will become available by July 1, 2012, the effective date of the regulation. These documents will be made available to you for download on ClientServ's *Help & Support page*, in *General Resources, Forms & Documents*, under *New Account Documents & Disclosures*. If you are not yet a registered ClientServ user, you can also access these disclosure documents on the following website: [www.morganstanleyindividual.com/ourcommitment/2648956700178/qrpdiscdocs/download/PDF/QRPDA.asp](http://www.morganstanleyindividual.com/ourcommitment/2648956700178/qrpdiscdocs/download/PDF/QRPDA.asp). Furthermore, you also have the option to request that hard copies be sent to you.

#### **Advisory Programs and MSSB's Role as Fiduciary/Investment Advisor**

MSSB reasonably expects to provide services as a fiduciary under ERISA (within the meaning of Section 3(21) of ERISA and the regulations there under), as well as an investment advisor registered under the Investment Advisers Act of 1940, under all of MSSB's Advisory Programs (listed in this disclosure document under Advisory Programs).

#### **Brokerage Accounts and MSSB's Role as Non-Fiduciary Broker**

MSSB intends to act as a non-fiduciary broker or "service provider" with respect to any services provided in our various brokerage accounts, and does not agree to act as a fiduciary (under ERISA, the Investment Advisers Act or otherwise) with respect to such services.

Please note that the disclosure documents and mutual fund information may also be helpful to you in meeting your responsibility of providing participant disclosures in connection with Department of Labor Regulation Section 404a-5, which requires plan sponsors/administrators to provide certain information to plan participants.

If you have any questions regarding our services or compensation in connection with your qualified retirement plan(s), or you would like to request hard copies of the referenced disclosure documents, please reach out to your MSSB Financial Advisor or call the MSSB Client Support line toll free at 866-227-7273 Monday through Friday 8:00 am - 6:30 pm EST.

Thank you for choosing Morgan Stanley Smith Barney

**Retirement Accounts**

Listed below are details concerning the direct Retirement Accounts fees that MSSB may charge to its retirement plan account holders for various services:

Account or Service Fee Type	Fee Description	Manner of Receipt	Fixed Rate		Variable Rate Formula/Methodology	Additional Disclosures Related to the Fee, or Reference to a Disclosure Document(s) Where Further Details Are Included
			Standard	Reserved		
VIP Basic Account	Annual Maintenance Fee	Client Election	\$60 per account. Accounts with balances < \$60 will be charged the amount of the remaining balance	\$60 per account. Accounts with balances < \$60 will be charged the amount of the remaining balance	n/a	
VIP Basic Account	Annual Prototype Plan Document Fees	Client Election	For new plans as of 10/10/11: \$100 per year	For new plans as of 10/10/11: \$100 per year	n/a	These rates apply to new plans as of 10/10/11. Existing plans (incepted before 10/10/11) using the Ascensus prototype document(s) will continue to be charged \$150 for either ""Basic"" or ""Plus"" plans until Ascensus plans are converted to McKay Hochman in 2013 or later. (Basic: Simplified Document used for VIP Plus Individual(k) and VIP Basic plans -- Plus: More Flexible Document used for other VIP Plus plans)
VIP Plus Account	Annual Maintenance Fee	Client Election	\$50 per account. Accounts with balances < \$50 will be charged the amount of the remaining balance	\$50 per account. Accounts with balances < \$50 will be charged the amount of the remaining balance	n/a	
VIP Plus Account	Annual Prototype	Client Election			n/a	These rates apply to new plans as of 10/10/11. Existing plans (incepted before

	Plan Document Fees		For new plans as of 10/10/11: \$150 per year	For new plans as of 10/10/11: \$150 per year		10/10/11) using the Ascensus prototype document(s) will continue to be charged \$150 for either ""Basic"" or ""Plus"" plans until Ascensus plans are converted to McKay Hochman in 2013 or later. (Basic: Simplified Document used for VIP Plus Individual(k) and VIP Basic plans -- Plus: More Flexible Document used for other VIP Plus plans)
VIP Plus Account	Termination Fee	Client Election	\$50 per account	\$50 per account	n/a	
RPM Account	Annual Maintenance Fee	Client Election	\$50 per account. Accounts with balances < \$50, will be charged the amount of the remaining balance	\$50 per account. Accounts with balances < \$50, will be charged the amount of the remaining balance	n/a	
RPM Account	Termination Fee	Client Election	\$50 per account	\$50 per account	n/a	
Miscellaneous Fee(s)	Limited Partnership Reregistration Fee	Deducted	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	The Limited Partnership Reregistration Fee is a fee that is sometimes charged by a general partner or transfer agent to change the ownership name on a limited partnership investment. This fee would only be incurred if an account that is holding a limited partnership requested that the asset be moved to a new account or name and that request necessitated a change in the asset registration. If an investor requested transaction results in a Limited Partnership Reregistration Fee, MSSB would pass this fee on to the account for which it was incurred and disclose fee prior to charge
Miscellaneous Fee(s)		Client Election	n/a	n/a	\$500 (nonrefundable) review fee per investment	

	Non-Traditional Investment Fee				-- \$250 annual fee per investment, maximum of \$500 per account	
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## Employee Benefit Trust Accounts

Listed below are details concerning the direct Employee Benefit Trust Accounts fees that MSSB may charge to its retirement plan account holders for various services:

Account or Service Fee Type	Fee Description	Manner of Receipt	Fixed Rate		Variable Rate Formula/Methodology	Additional Disclosures Related to the Fee, or Reference to a Disclosure Document(s) Where Further Details Are Included
			Standard	Reserved		
Active Assets Account	Annual Account Fee	Deducted	\$150 per year	Waived	n/a	Important Information About Your Morgan Stanley Smith Barney Account-Important Information & Disclosures - Your Account & Service Fees-May 2011
Business Active Assets Account Service Fee(s)	Annual Account Fee	Deducted	\$150 per year	Waived	n/a	Important Information About Your Morgan Stanley Smith Barney Account-Important Information & Disclosures - Your Account & Service Fees-May 2011
Basic Securities Account	Annual Account Fee	Deducted	\$95 per year	Waived	n/a	
Business Basic Securities Account Service Fee(s)	Annual Account Fee	Deducted	\$95 per year	Waived	n/a	
BusinesScape Account Service Fee(s)	Monthly Account Fee	Deducted	\$25 per month (includes BusinesScape Online Transaction Service)	n/a	n/a	Important Information About Your Morgan Stanley Smith Barney Account-Important Information & Disclosures - Your Account & Service Fees-May 2011

## **Account Service Fees**

Listed below are details concerning the direct Account Service Fees fees that MSSB may charge to its retirement plan account holders for various services:

<b>Account or Service Fee Type</b>	<b>Fee Description</b>	<b>Manner of Receipt</b>	<b>Fixed Rate</b>		<b>Variable Rate Formula/Methodology</b>	<b>Additional Disclosures Related to the Fee, or Reference to a Disclosure Document(s) Where Further Details Are Included</b>
			<b>Standard</b>	<b>Reserved</b>		
Account Service Fee(s)	Daily Accumulated Income Service Fee	Deducted	Waived	Waived	Applicable to all account types	Daily Income/Pay Immediately service enables an investor to automatically receive payment of the income, or of the income plus return of principal, that their account generates. The payment can be electronically deposited in a bank account or mailed as a paper check
Account Service Fee(s)	Monthly Accumulated Income Service Fee	Deducted	Waived	Waived	Applicable to all account types	
Account Service Fee(s)	Cancelled Check Copy Fee	Deducted	\$5 per copy	Waived	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	
Account Service Fee(s)	Client Requested Check Disbursement (Overnight) Fee	Deducted	\$25 per check	\$25 per check	Applicable to all account types	
Account Service Fee(s)	Client Requested	Deducted	\$25 per check	\$25 per check	Applicable to all account types except as	

	Check Disbursement (Certified) Fee				superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	
Account Service Fee(s)	Check Imaging Service for Statements	Deducted	\$25 per year	Waived	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	
Account Service Fee(s)	Returned Items include: Check (Insufficient Funds), Deposited Check, Paid Check, Rejected Incoming Funds Transfer, Rejected ACH, Directed or Online Bill Payment	Deducted	\$25 per transaction	Waived	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	
		Deducted	\$5 each	Waived		

Account Service Fee(s)	Additional Confirms Fee				Applicable to all account types	
Account Service Fee(s)	Additional Statements Fee	Deducted	\$5 each	Waived	Applicable to all account types	
Account Service Fee(s)	Check Stop Payment Fee	Deducted	\$25 per stop payment	Waived	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	
Account Service Fee(s)	Legal Transfer - Estate Processing Fee	Deducted	\$25 per transfer. Additional fees charged by transfer agents may apply	Waived	Applicable to all account types	
Account Service Fee(s)	Stock Certificates - Private Name Change/Transfer Request Fee	Deducted	Waived	Waived	Applicable to all account types	
Account Service Fee(s)	Voluntary Reorganization Fee	Deducted	\$25 per event	Waived	Applicable to all account types	
Account Service Fee(s)	Outgoing Wire Transfer (USD) Fee	Deducted	\$25 per wire transfer	Waived	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business	

					Active Assets and Business Basic Securities Account type fee information included in this table below	
Account Service Fee(s)	Outgoing Wire Transfer (non-USD) Fee	Deducted	\$50 per wire transfer	Waived	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	Important Information About Your Morgan Stanley Smith Barney Account-Important Information & Disclosures - Your Account & Service Fees-May 2011
Account Service Fee(s)	Late Payment Fee	Deducted	\$25 or highest rate on margin schedule, whichever is greater	\$25 or highest rate on margin schedule, whichever is greater	Applicable to all account types	For current margin interest rate schedule refer to <a href="http://www.morganstanleyindividual.com/customerservice/disclosures/#5">http://www.morganstanleyindividual.com/customerservice/disclosures/#5</a>
Account Service Fee(s)	Cash Account Prepayment Fee (Fee assessed for investors who access funds before they are available)	Deducted	\$25 or highest rate on margin schedule, whichever is greater	\$25 or highest rate on margin schedule, whichever is greater	Applicable to all account types	For current margin interest rate schedule refer to <a href="http://www.morganstanleyindividual.com/customerservice/disclosures/#5">http://www.morganstanleyindividual.com/customerservice/disclosures/#5</a>
Account Service Fee(s)	Returned Stock Certificate Fee	Deducted	Waived	Waived	Applicable to all account types	
Account Service Fee(s)	Physical Certificate Collection Fee	Deducted	\$25 per collection	Waived	Applicable to all account types	
		Deducted		Waived		

Account Service Fee(s)	Dividend Reinvestment for Basic Securities Accounts. Waived for Active Assets Accounts and Investment Advisory Accounts		Dividends \$10-\$100 =5.3% -- Dividends \$100.01-\$500=\$ 5.30 or 2.7% whichever is greater -- Dividends greater than \$500=\$13.50 or 2%, whichever is greater		Applicable to all account types	Important Information About Your Morgan Stanley Smith Barney Account-Active Asset Account Client Agreement-May 2011
Account Service Fee(s)	ACAT or Non-ACAT Outgoing Transfer Fee	Deducted	\$95 per transfer	\$95 per transfer	Applicable to all account types	
Account Service Fee(s)	World MasterCard Annual Fee	Deducted	Waived	Waived	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	
Account Service Fee(s)	World Elite MasterCard Annual Fee	Deducted	\$295 per year	\$295 per year	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	

Account Service Fee(s)	World MasterCard Automated Teller Machine (ATM) Withdrawal Fee	Deducted	Unlimited ATM withdrawals at participating JPMorgan Chase Bank ATMs and fee rebates up to \$100 annually for all other US ATMs	Unlimited ATM withdrawals at participating JPMorgan Chase Bank ATMs and fee rebates up to \$100 annually for all other US ATMs	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	
Account Service Fee(s)	World Elite MasterCard Automated Teller Machine (ATM) Withdrawal Fee	Deducted	Unlimited ATM withdrawals at participating JPMorgan Chase Bank ATMs and fee rebates up to \$200 annually for all other US ATMs	Unlimited ATM withdrawals at participating JPMorgan Chase Bank ATMs and fee rebates up to \$200 annually for all other US ATMs	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and Business Basic Securities Account type fee information included in this table below	
Account Service Fee(s)	Express Order for Checks and/or Debit Card (via overnight delivery - US addresses only)	Deducted	\$25 for Checks per delivery / \$25 for Debit Card per delivery	\$25 for Checks per delivery / \$25 for Debit Card per delivery	Applicable to all account types	
Account Service Fee(s)	Checkbook Orders (Wallet Size Checks)	Deducted	Initial Order: Waived (50 wallet size checks) -- Reorder: One reorder waived per year (200 wallet size checks) -- Other Reorders:	Free wallet size -- Non-wallet size: \$20 and up depending on style and number of checks	Applicable to all account types except as superseded for a particular Business Account type. Please refer to the BusinesScape, Business Active Assets and	Prior to the selection and purchase of check reorders, MSSB furnishes clients with the available styles and the corresponding fees

			\$20 and up depending on style and number of checks		Business Basic Securities Account type fee information included in this table below	
BusinesScape Account Service Fee(s)	MasterCard Business Card - Daily Debit	Deducted	Waived (up to 99 cards)	n/a	n/a	
BusinesScape Account Service Fee(s)	MasterCard Business Card - Delayed Debit with Rewards Fee	Deducted	\$75 annually per account	n/a	n/a	Delayed debit feature allows cardholders to make purchases at any time and funds remain invested in their account until the second-to-last business day of each month
BusinesScape Account Service Fee(s)	ATM Withdrawal Fee	Deducted	Waived	n/a	n/a	
BusinesScape Account Service Fee(s)	Remote Deposit Service	Deducted	\$50 per month (includes all accounts enrolled and first 100 checks) \$1 per deposit Per Check Charges: (101-500 = \$0.10); COMMIT; (501-1,500 = \$0.08); COMMIT; (1,501+ = \$0.07)	n/a	n/a	
BusinesScape Account Service Fee(s)	Checkwriting Fee	Deducted	200 waived per month; COMMIT; \$0.15 each thereafter	n/a	n/a	
BusinesScape Account Service Fee(s)	Cancelled Check Copy Fee	Deducted	\$5 per copy	n/a	n/a	
BusinesScape Account Service Fee(s)	Client Requested	Deducted	First 5 waived per year; COMMIT;	n/a	n/a	

	Certified Check Fee		\$25 per check thereafter			
BusinesScape Account Service Fee(s)	Check Stop Payment Fee	Deducted	\$25 per stop payment	n/a	n/a	
BusinesScape Account Service Fee(s)	Returned Items include: Check (Insufficient Funds), Deposited Check, Paid Check, Rejected Incoming Funds Transfer, Rejected ACH, Directed or Online Bill Payment	Deducted	\$25 per transaction	n/a	n/a	
BusinesScape Account Service Fee(s)	Check Imaging Service for Statements	Deducted	\$25 per year	n/a	n/a	
BusinesScape Account Service Fee(s)	Outgoing Wire Transfer (non-USD) Fee	Deducted	\$50 per wire transfer	n/a	n/a	Important Information About Your Morgan Stanley Smith Barney Account-Important Information & Disclosures - Your Account & Service Fees-May 2011
BusinesScape Account Service Fee(s)	Outgoing Wire Transfer (USD) Fee	Deducted	\$15 per wire transfer	n/a	n/a	
BusinesScape Account Service Fee(s)	Checkbook Orders (Wallet Size Checks)	Deducted	Varies by quantity and size. Prior to the selection and purchase of check reorders, MSSB	n/a	n/a	

			furnishes clients with the available styles and the corresponding fees			
Business Active Assets Account Service Fee(s)	MasterCard Business Card - Daily Debit	Deducted	Waived (2 card maximum)	Waived (2 card maximum)	n/a	
Business Active Assets Account Service Fee(s)	MasterCard Business Card - Delayed Debit with Rewards Fee	n/a	n/a	n/a	Not applicable to Business AAA	
Business Active Assets Account Service Fee(s)	ATM Withdrawal Fee	Deducted	100 waived per year; COMMIT; \$1.00 each thereafter	100 waived per year; COMMIT; \$1.00 each thereafter	n/a	
Business Active Assets Account Service Fee(s)	Remote Deposit Service	n/a	n/a	n/a	Not applicable to Business AAA	
Business Active Assets Account Service Fee(s)	Checkwriting Fee	Deducted	3 waived per month; COMMIT; \$1 each thereafter	3 waived per month; COMMIT; \$1 each thereafter	n/a	
Business Active Assets Account Service Fee(s)	Cancelled Check Copy Fee	Deducted	\$5 per copy	Waived	n/a	
Business Active Assets Account Service Fee(s)	Client Requested Certified Check Fee	Deducted	First 5 waived per year; COMMIT; \$25 per check thereafter	First 5 waived per year; COMMIT; \$25 per check thereafter	n/a	
Business Active Assets Account Service Fee(s)	Check Stop Payment Fee	Deducted	\$25 per stop payment	Waived	n/a	Important Information About Your Morgan Stanley Smith Barney Account-Important Information & Disclosures - Your Account & Service Fees-May 2011
		Deducted		Waived	n/a	

Business Active Assets Account Service Fee(s)	Returned Items include: Check (Insufficient Funds), Deposited Check, Paid Check, Rejected Incoming Funds Transfer, Rejected ACH, Directed or Online Bill Payment		\$25 per transaction			Important Information About Your Morgan Stanley Smith Barney Account-Important Information & Disclosures - Your Account & Service Fees-May 2011
Business Active Assets Account Service Fee(s)	Check Imaging Service for Statements	Deducted	\$25 per year	Waived	n/a	
Business Active Assets Account Service Fee(s)	Outgoing Wire Transfer (USD) Fee	Deducted	\$25 per wire transfer	Waived	n/a	
Business Active Assets Account Service Fee(s)	Outgoing Wire Transfer (non-USD) Fee	Deducted	\$50 per wire transfer	Waived	n/a	Important Information About Your Morgan Stanley Smith Barney Account-Important Information & Disclosures - Your Account & Service Fees-May 2011
Business Active Assets Account Service Fee(s)	Checkbook Orders (Wallet Size Checks)	Deducted	Initial Order: Waived (50 wallet size checks) -- Reorder: One reorder waived per year (150 wallet size checks) -- Other Reorders: \$20 and up depending on	Free wallet size -- Non-wallet size: \$20 and up depending on style and number of checks	n/a	Prior to the selection and purchase of check reorders, MSSB furnishes clients with the available styles and the corresponding fees

			style and number of checks			
Business Basic Securities Account Service Fee(s)	MasterCard Business Card - Daily Debit	n/a	n/a	n/a	Not applicable to Business BSA	
Business Basic Securities Account Service Fee(s)	MasterCard Business Card - Delayed Debit with Rewards Fee	n/a	n/a	n/a	Not applicable to Business BSA	
Business Basic Securities Account Service Fee(s)	ATM Withdrawal Fee	n/a	n/a	n/a	Not applicable to Business BSA	
Business Basic Securities Account Service Fee(s)	Remote Deposit Service	n/a	n/a	n/a	Not applicable to Business BSA	
Business Basic Securities Account Service Fee(s)	Checkwriting Fee	n/a	n/a	n/a	Not applicable to Business BSA	
Business Basic Securities Account Service Fee(s)	Cancelled Check Copy Fee	n/a	n/a	n/a	Not applicable to Business BSA	
Business Basic Securities Account Service Fee(s)	Client Requested Certified Check Fee	Deducted	\$25 per check	First 5 waived per year; COMMIT; \$25 per check thereafter	n/a	
Business Basic Securities Account Service Fee(s)	Check Stop Payment Fee	n/a	n/a	n/a	Not applicable to Business BSA	
Business Basic Securities Account Service Fee(s)	Returned Items include: Check (Insufficient Funds),	n/a	n/a	n/a	Not applicable to Business BSA	

	Deposited Check, Paid Check, Rejected Incoming Funds Transfer, Rejected ACH, Directed or Online Bill Payment					
Business Basic Securities Account Service Fee(s)	Check Imaging Service for Statements	n/a	n/a	n/a	Not applicable to Business BSA	
Business Basic Securities Account Service Fee(s)	Outgoing Wire Transfer (USD) Fee	Deducted	\$25 per wire transfer	Waived	n/a	
Business Basic Securities Account Service Fee(s)	Outgoing Wire Transfer (non-USD) Fee	Deducted	\$50 per wire transfer	Waived	n/a	Supplement to the QRP Disclosure Document--Apr 2012
Business Basic Securities Account Service Fee(s)	Checkbook Orders (Wallet Size Checks)	n/a	n/a	n/a	Not applicable to Business BSA	Prior to the selection and purchase of check reorders, MSSB furnishes clients with the available styles and the corresponding fees
Lending Service Fee(s)	Issuance Fee charged for Standby Letter of Credit	Deducted	1.5% Issuance Fee on loans \$100K - \$1MM -- 1.0% Issuance Fee on loans > \$1MM	1.5% Issuance Fee on loans \$100K - \$1MM -- 1.0% Issuance Fee on loans > \$1MM	n/a	
Lending Service Fee(s)	Lending Prepayment Penalty Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	
		Deducted	n/a	n/a		

Choice Select Program	Choice Select Monthly Fee				Refer to "Additional Disclosures" to understand how this fee is determined	
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## **Account Service Fees**

Listed below are details concerning the direct Account Service Fees fees that MSSB may charge to its retirement plan account holders for various services:

Account or Service Fee Type	Fee Description	Manner of Receipt	Fixed Rate		Variable Rate Formula/Methodology	Additional Disclosures Related to the Fee, or Reference to a Disclosure Document(s) Where Further Details Are Included
			Standard	Reserved		
Bank Deposit Program (BDP)	MSSB earns income on BDP deposits, calculated as the income it receives from the MS Banks, minus the interest rate paid to clients on average daily balances.	n/a	n/a	n/a	n/a	The Bank Deposit Program ("BDP") automatically deposits client cash into bank deposit accounts established for the client by and in the name of Morgan Stanley Smith Barney LLC (.Morgan Stanley Smith Barney.) at: Morgan Stanley Bank, N.A.("MSBNA"), and Morgan Stanley Private Bank, National Association ("MSPBNA") (collectively the "MS Banks"). All client accounts are insured by the Federal Deposit Insurance Corporation (.FDIC.) for up to 50,000 per customer per depository institution. During an investor's relationship with MSSB, a client may hold deposits at MS Banks (affiliates of MSSB), through BDP. In accordance with the "Deposit Sweep Agreement" executed between the MS Banks, Citibank, NA and MSSB, MS Banks pay MSSB compensation based on a percentage rate applied to the average daily deposit balances. The percentage rate is calculated as the sum of (i) the daily Federal Funds Effective Rate plus (ii) 43 bps for the period January 1 - February 15, 2012 and 59 bps for the period February 16 . December 31, 2012. MSSB's compensation from the MS Banks represents a referral fee and reimbursement for administrative costs, including recordkeeping and account maintenance.MSSB does not retain any

						compensation from BDP deposits owned by "retirement" advisory accounts.
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## **Account Service Fees**

Listed below are details concerning the direct Account Service Fees fees that MSSB may charge to its retirement plan account holders for various services:

Account or Service Fee Type	Fee Description	Manner of Receipt	Fixed Rate		Variable Rate Formula/Methodology	Additional Disclosures Related to the Fee, or Reference to a Disclosure Document(s) Where Further Details Are Included
			Standard	Reserved		
Float Income	Float income (also known as free credit balances)	n/a	n/a	n/a	Refer to "Additional Disclosures" for formula and payor information regarding this income	Please refer to the "Important Terms and Disclosures" section at the end of this document (the Qualified Retirement Plans Disclosure Document) for information about how this income is determined
Mutual Fund Denetwork Fee(s)	Processing fee associated with denetworking of a mutual fund	Invoiced	\$75 per 6 months	\$75 per 6 months	Refer to "Additional Disclosures" to understand how this fee is determined	There is a \$75 processing fee associated with denetworking a mutual fund. The fee is assessed at the account level and is not based upon how many positions are denetworked. The fee covers all funds denetworked within the account for a 6 month period. For example: If there are 5 funds that are being denetworked, the investor will pay \$75 and not \$375 (5x\$75). The payment of \$75 allows the investor to denetwork as many networked funds as they wish within a 6 month period within that MSSB account. At the beginning of month 7, if the investor wants to denetwork any additional positions, the investor will have to pay an additional \$75 processing fee
12b-1 Fee(s)	Fee for right to distribute product at MSSB	Deducted	n/a	n/a	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>

Commissions earned for B Class shares	Back end load dealer commission on networking level "0" mutual fund purchase (associated with class B mutual fund shares)	Deducted	n/a	n/a	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Commissions earned for A Class shares	Front end load sales charge on subaccounting mutual fund purchase (often associated with class A shares of a mutual fund)	Deducted	n/a	n/a	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Commissions earned for C Class shares	Level load dealer commission on subaccounting mutual fund purchase	Deducted	n/a	n/a	n/a	Please refer TO the Supplement TO the QUALIFIED Retirement Plan Disclosure Document FOR additional information regarding this fee. Please also refer TO the online Mutual Fund Search Tool available ON the FOLLOWING website FOR the latest mutual fund portfolio offerings AND related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Recordkeeping Servicing Fee(s) - Networking	Servicing fee paid by the fund on networking level "3" positions	Deducted	n/a	n/a	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation:

						<a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Recordkeeping Servicing Fee(s) - Subaccounting	Servicing fee paid by the fund on subaccountin g fund positions	Deducted	n/a	n/a	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Revenue Sharing	Fee for right to distribute product at MSSB	Paid by 3rd party	n/a	n/a	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Shareholder Servicing Fee(s)	Shareholder servicing fee applicable to only Advisory/Man aged accounts under the TRAK Fund Solution program	Deducted	n/a	n/a	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Syndicate Selling Fee(s) for Closed End Funds	Syndicate Sel ling Fee is a percentage paid to MSSB from MS and Co. for	Paid by 3rd party	n/a	n/a	n/a	Supplement to the QRP Disclosure Document--Apr 2012

	MSSBs assistance in the underwriting of new closed end fund IPOs.					
401K Advisor	401K Advisor Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Alternative Investment Program	Alternative Investment Program (AIP) Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Consulting and Evaluation Services	Consulting and Evaluation Services (CES) (asset based fee) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Consulting and Evaluation Services	Consulting and Evaluation Services (CES) (commission based fee) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics

Consulting Group Advisor	Consulting Group Advisor Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Exchange Traded Funds	Exchange Traded Funds Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Fiduciary Asset Management	Fiduciary Asset Management Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Fiduciary Asset Management - Institutional	Fiduciary Asset Management - Institutional Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Fiduciary Services	Fiduciary Services Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected

						program. Please refer to the program agreement for specifics
Financial Planning Services	Financial Planning Services Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Global Investment Solutions	Global Investment Solutions Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Graystone Consulting	Graystone Consulting Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Institutional Consulting Services	Institutional Consulting Services (asset based fee) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics

## Advisory Programs

Listed below are details concerning the direct Advisory Programs fees that MSSB may charge to its retirement plan account holders for various services:

Account or Service Fee Type	Fee Description	Manner of Receipt	Fixed Rate		Variable Rate Formula/Methodology	Additional Disclosures Related to the Fee, or Reference to a Disclosure Document(s) Where Further Details Are Included
			Standard	Reserved		
Institutional Consulting Services	Institutional Consulting Services (commission based fee) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Investment Management Services	Investment Management Services (asset based fee) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Investment Management Services	Investment Management Services (commission based fee) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Legg Mason Private Portfolios	Legg Mason Private Portfolios (asset based fee) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected

						program. Please refer to the program agreement for specifics
Legg Mason Private Portfolios	Legg Mason Private Portfolios (commission based fee) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Portfolio Management	Portfolio Management (PM) Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Select UMA	Select UMA Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
TRAK Programs	TRAK 401K Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
TRAK Programs	TRAK CGCM Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the

						program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
TRAK Programs	TRAK Fund Solution Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Smith Barney Collective Fund Asset Allocation	Smith Barney Collective Fund Asset Allocation Program Fee	Client Election	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	Investors who choose to participate in a MSSB Advisory Program offering will receive the applicable program agreement, prior to enrollment in the program, that will delineate the fees and services associated with the selected program. Please refer to the program agreement for specifics
Processing Fee(s)	Processing Fee for Equity Investments	Deducted	\$6 per transaction	\$6 per transaction	n/a	
Processing Fee(s)	Processing Fee for Fixed Income	Deducted	\$6 per transaction	\$6 per transaction	n/a	
Processing Fee(s)	Processing Fee for Futures Investments	Deducted	\$5.25 per transaction	\$5.25 per transaction	n/a	

## **Brokerage Services**

Listed below are details concerning the direct Brokerage Services fees that MSSB may charge to its retirement plan account holders for various services:

Account or Service Fee Type	Fee Description	Manner of Receipt	Fixed Rate		Variable Rate Formula/Methodology	Additional Disclosures Related to the Fee, or Reference to a Disclosure Document(s) Where Further Details Are Included
			Standard	Reserved		
Service Fee(s)	Supplemental Transaction Fee	Deducted	n/a	n/a	The charge structure is: \$19.20 per million charged on sell transaction. Formula: Principal x 0.00001920 = charge	This is an additional fee charged by MSSB for the cost of processing trade transactions which may be applied to the sale of securities other than bonds, debentures, other evidences of indebtedness, security futures products, and options on securities indexes
Service Fee(s)	Foreign Ordinary Shares Fee	Deducted	\$50 fee for principal purchases less than \$15,000	Waived	n/a	
Trading Commission(s)	Commission	Deducted	n/a	n/a	Refer to "Additional Disclosures" to understand how this fee is determined	

Depending on the Account holder's Account Type or investment selection, MSSB may also receive certain indirect compensation from third parties which may include some (or all) of the following revenue sources:

Account or Service Fee Type	Fee Description	Manner of Receipt	Variable Rate Formula / Methodology	Additional Disclosures Related to the Fee, or Reference to the Disclosure Document(s) Where Further Details Are Included
Account Service Fees	MSSB earns income on BDP deposits, calculated as the income it receives from the MS Banks, minus the	n/a	n/a	The Bank Deposit Program ("BDP") automatically deposits client cash into bank deposit accounts established for the client by and in the name of Morgan Stanley Smith Barney LLC (.Morgan Stanley Smith Barney.) at: Morgan Stanley Bank, N.A.("MSBNA"), and Morgan Stanley Private Bank, National Association ("MSPBNA") (collectively the "MS Banks"). All client accounts are insured by the Federal

	interest rate paid to clients on average daily balances.			Deposit Insurance Corporation (.FDIC.) for up to 50,000 per customer per depository institution. During an investor's relationship with MSSB, a client may hold deposits at MS Banks (affiliates of MSSB), through BDP. In accordance with the "Deposit Sweep Agreement" executed between the MS Banks, Citibank, NA and MSSB, MS Banks pay MSSB compensation based on a percentage rate applied to the average daily deposit balances. The percentage rate is calculated as the sum of (i) the daily Federal Funds Effective Rate plus (ii) 43 bps for the period January 1 - February 15, 2012 and 59 bps for the period February 16 - December 31, 2012. MSSB's compensation from the MS Banks represents a referral fee and reimbursement for administrative costs, including recordkeeping and account maintenance. MSSB does not retain any compensation from BDP deposits owned by "retirement" advisory accounts.
Account Service Fees	Float income (also known as free credit balances)	n/a	Refer to "Additional Disclosures" for formula and payor information regarding this income	Please refer to the ""Important Terms and Disclosures"" section at the end of this document (the Qualified Retirement Plans Disclosure Document) for information about how this income is determined

Depending on the Account holder's Account Type or investment selection, MSSB may also receive certain indirect compensation from third parties which may include some (or all) of the following revenue sources:

Account or Service Fee Type	Fee Description	Manner of Receipt	Variable Rate Formula / Methodology	Additional Disclosures Related to the Fee, or Reference to the Disclosure Document(s) Where Further Details Are Included
Mutual Funds	Fee for right to distribute product at MSSB	Deducted	n/a	<p>Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation:</p> <p><a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a></p>
Mutual Funds	Back end load dealer commission on networking level "O" mutual fund purchase (associated with class B mutual fund shares)	Deducted	n/a	<p>Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation:</p> <p><a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a></p>
Mutual Funds	Front end load sales charge on subaccounting mutual fund purchase (often associated with class A shares of a mutual fund)	Deducted	n/a	<p>Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation:</p> <p><a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a></p>
Mutual Funds	Level load dealer commission on subaccounting	Deducted	n/a	<p>Please refer TO the Supplement TO the QUALIFIED Retirement Plan Disclosure Document FOR additional information regarding this fee. Please also refer TO the online Mutual Fund Search Tool available ON the</p>

	mutual fund purchase			FOLLOWING website FOR the latest mutual fund portfolio offerings AND related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Mutual Funds	Servicing fee paid by the fund on networking level "3" positions	Deducted	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Mutual Funds	Servicing fee paid by the fund on subaccounting fund positions	Deducted	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Mutual Funds	Fee for right to distribute product at MSSB	Paid by 3rd party	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Mutual Funds	Shareholder servicing fee applicable to only Advisory/Managed	Deducted	n/a	Please refer to the Supplement to the Qualified Retirement Plan Disclosure Document for additional information regarding this fee. Please also refer to the online Mutual Fund Search Tool available on the following website for the

	accounts under the TRAK Fund Solution program			latest mutual fund portfolio offerings and related compensation: <a href="http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp">www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp</a>
Mutual Funds	Syndicate Selling Fee is a percentage paid to MSSB from MS and Co. for MSSBs assistance in the underwriting of new closed end fund IPOs.	Paid by 3rd party	n/a	Supplement to the QRP Disclosure Document--Apr 2012

Depending on the Account holder's Account Type or investment selection, MSSB may also receive certain indirect compensation from third parties which may include some (or all) of the following revenue sources:

Account or Service Fee Type	Fee Description	Manner of Receipt	Variable Rate Formula / Methodology	Additional Disclosures Related to the Fee, or Reference to the Disclosure Document(s) Where Further Details Are Included
Brokerage Services	ARS Remarketing Fee	Deducted	Refer to "Additional Disclosures" to understand how this fee is determined	
Brokerage Services	ECN Credit on Equity and Fixed Income Transactions	Deducted	Refer to "Additional Disclosures" for formula and payor information regarding this income	
Brokerage Services	Foreign Exchange Servicing Fees	Deducted	Refer to "Additional Disclosures" to understand how this fee is determined	As a fee for servicing your foreign exchange account, MSSB retains 25% of the total interest payment on foreign currency holdings: MSSB Revenue = ((Interest Payout Received by Plan in relation to Foreign Currency Holdings divided by 0.75) - Payout Received in Relation to Foreign Currency Holdings)
Brokerage Services	Clients participating in the Short Interest Program may pay a fee or receive a portion of a rebate when shorting a stock depending on the interest rate environment and demand for the security.	Paid by 3rd party	n/a	Supplement to the QRP Disclosure Document--Apr 2012

Depending on the Account holder's Account Type or investment selection, MSSB may also receive certain indirect compensation from third parties which may include some (or all) of the following revenue sources:

Account or Service Fee Type	Fee Description	Manner of Receipt	Variable Rate Formula / Methodology	Additional Disclosures Related to the Fee, or Reference to the Disclosure Document(s) Where Further Details Are Included
Alternative Investments & Managed Futures	Fee charged by Fund Manager/General Partner to manage assets (applies to Managed Futures and Alternative Investment Funds)	Deducted	n/a	
Alternative Investments & Managed Futures	Fee paid to the Distributor for ongoing service to the investor on behalf of the Fund (applies to Managed Futures and Alternative Investment Funds)	Deducted	n/a	Supplement to the QRP Disclosure Document--Apr 2012
Alternative Investments & Managed Futures	Fee paid by a Fund Manager to the Distributor for introducing an investor to the Fund (applies to Alternative Investment Funds)	Paid by 3rd party	n/a	Supplement to the QRP Disclosure Document--Apr 2012
Alternative Investments & Managed Futures	Portion of Fund Manager revenue shared with the Distributor (applies to Alternative Investment Funds)	Paid by 3rd party	n/a	Supplement to the QRP Disclosure Document--Apr 2012
Alternative Investments & Managed Futures	Fee charged to cover various Management,	Deducted	n/a	Supplement to the QRP Disclosure Document--Apr 2012

	Trading, Operating or Distribution expenses (applies to Managed Futures)			
Alternative Investments & Managed Futures	Fee charged by Investment Advisor for performance greater than specified benchmarks or high water marks (applies to Managed Futures)	Paid by 3rd party	n/a	Supplement to the QRP Disclosure Document--Apr 2012

Depending on the Account holder's Account Type or investment selection, MSSB may also receive certain indirect compensation from third parties which may include some (or all) of the following revenue sources:

<b>Account or Service Fee Type</b>	<b>Fee Description</b>	<b>Manner of Receipt</b>	<b>Variable Rate Formula / Methodology</b>	<b>Additional Disclosures Related to the Fee, or Reference to the Disclosure Document(s) Where Further Details Are Included</b>
Insurance & Annuities	Commissions and service fees (trails)	Deducted	n/a	
Insurance & Annuities	MSSB agreement with annuity companies to share in a portion of the annuity company's profits	Paid by 3rd party	n/a	
Insurance & Annuities	Commissions and service fees (trails) and renewal compensation	Deducted	n/a	

Depending on the Account holder's Account Type or investment selection, MSSB may also receive certain indirect compensation from third parties which may include some (or all) of the following revenue sources:

Account or Service Fee Type	Fee Description	Manner of Receipt	Variable Rate Formula / Methodology	Additional Disclosures Related to the Fee, or Reference to the Disclosure Document(s) Where Further Details Are Included
Unit Investment Trusts	Dealer concession earned by Distributor at point of sale for UITs	Deducted	n/a	
Unit Investment Trusts	Fee for right to distribute product at MSSB	Paid by 3rd party	n/a	
Unit Investment Trusts	UIT volume concession based on total sales	Paid by 3rd party	n/a	

## Important Terms and Disclosures

**Morgan Stanley and Citigroup Joint Venture** On June 1, 2009, Morgan Stanley and Citigroup Inc. combined the Global Wealth Management Group of Morgan Stanley & Co. Incorporated (“Morgan Stanley”) and the Smith Barney division (“Smith Barney”) of Citigroup Global Markets Inc. (“CGMI”) into a new joint venture, which owns Morgan Stanley Smith Barney LLC (“MSSB”). This disclosure document covers compensation that is required to be disclosed by MSSB. Except as otherwise required by 408(b)(2) and/or specified herein, this document is not intended to cover compensation that may be earned by affiliates of MSSB.

**Final Regulation** This disclosure document was prepared to meet the requirements of the Department of Labor’s Final Regulation under Section 408(b)(2) of ERISA, which was published on February 3, 2012. Subsequent changes to the regulation and any supplemental guidance provided by the Department of Labor may of course change the applicable disclosure requirements.

**Direct Compensation** Direct compensation is generally defined as compensation received directly from the plan. Examples of direct compensation include annual account or advisory, document processing, and other fees that are charged to the plan and paid directly from plan assets.

**Indirect Compensation** Indirect compensation includes payments not paid directly by the plan or plan sponsor but received by the service provider from investment options in the plan or other third parties, including for example 12b-1 fees and revenue sharing. In certain circumstances, the payment of indirect compensation to MSSB may depend on several factors, including the elapsed time period during which securities are held.

**Float** MSSB may retain, as compensation for the performance of custodial services, your account’s proportionate share of any interest earned on aggregate cash balances held by MSSB with respect to “assets awaiting investment or other processing.” This amount, known as “float,” is earned by us through investment in a number of short-term investment products and strategies, with the amount of such earnings retained by us, due to the short-term nature of the investments, being generally at the prevailing Federal Funds interest rate (a publicly available average rate of all Federal Funds transactions entered into by traders in the Federal Funds market on a given date). “Assets awaiting investment or other processing” for these purposes includes, to the degree applicable: (i) new deposits to the account, including interest and dividends; (ii) any uninvested assets held by the account caused by an instruction to purchase or sell securities (which may, after the period described below, be automatically swept into a sweep vehicle); (iii) assets held in the Plan Account (where applicable); and (iv) withdrawals from the account, to the degree checkwriting privileges may be offered to the plan. With respect to assets awaiting investment or other processing: (i) where such assets are received by MSSB on a day generally on which the New York Stock Exchange and/or the Federal Reserve Banks are open (“Business Day”), float shall be earned by us through the end of that Business Day (known as the “Sweep Date”), with the client credited interest/dividends in such funds as of the next Business Day following the Sweep Date; or (ii) where such assets are received on a Business Day that is not followed by another Business Day, or on a day which is not a Business Day, float shall be earned by us through the end of the next Business Day. Delays in providing investment instruction would result in increased compensation in the form of float. Where MSSB facilitates a distribution from your plan, MSSB earns float on money set aside for payment of outstanding but uncashed checks, generally from the date on the face of the checks until the date that either the recipient cashes the check or the check is cancelled and the underlying funds are returned to the account.

For example: If \$10,000 is deposited into an MSSB account and those funds are awaiting investment (i.e., the funds are not swept into the MSSB Bank Deposit Program, a money market fund or otherwise invested), MSSB may earn interest or “float” on the funds at the prevailing Federal Funds interest rate (as further described above). Assuming the Federal Funds interest rate is 0.18%, MSSB would earn 5 cents per day ( $\$10,000 * 0.18\% / 360 = .05$ ). Please note, however, that uninvested cash typically does not await sweep for more than one day and MSSB does not invest, and therefore does not earn interest on, all uninvested client cash.

**External Sources** Certain compensation formulas and other information (e.g., mutual fund 12b-1 distribution payments) in this report were obtained from third-party sources that are believed to be reliable. There is no guarantee as to the accuracy or completeness of this information. Further, as the formulas indicated in this report have been derived as of a specific date, they may not reflect the actual formula pursuant to which MSSB will be paid while your plan holds the indicated investment product, or the formula pursuant to which MSSB will be paid throughout the entirety of your investment in such product, if the formula for such investment product fluctuates. MSSB will be maintaining and updating fund specific information for Mutual Funds offered by MSSB and its related compensation; please refer to our online search tool on the following website for such information and the latest updates: [www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp](http://www.morganstanleyindividual.com/ourcommitment/PreSaleDocSearchT.asp).

**No Tax/Legal Advice** MSSB, its affiliates and MSSB's Financial Advisors do not provide tax or legal advice, and are not "fiduciaries" (under ERISA, the Internal Revenue Code or otherwise) with respect to the services or activities described herein except as otherwise indicated in this document or agreed to in writing by MSSB. This material was not intended or written to be used for the purpose of avoiding tax penalties that may be imposed on the taxpayer. Individuals are urged to consult their tax or legal advisors before establishing a retirement plan and to understand the tax, ERISA and related consequences of any investments made under such plan.

**Held Away Assets** If your plan has assets that are held away from MSSB and MSSB is compensated on such assets, you may receive separate reports or other communications with respect to this portion of your plan's assets, either directly from MSSB or other parties, including insurance providers, mutual fund companies or record keepers. This may include certain companies that have specifically agreed to do reporting on our behalf with respect to assets held away from MSSB. Please remember to reconcile and incorporate this information when complying with your reporting responsibilities.

**Standard & Reserved Tiers** Fee charged by MSSB to certain retirement plan accounts not covered by ERISA (i.e., owner and/or spouse plans) may be waived or reduced based on certain thresholds, as further described below and in the "Fixed Rate" column of the tables above and any addendums to those tables. These plan accounts are eligible to be grouped within a client's personal household to receive benefits under the Standard Fee Cap or Reserved Tier. Refer to the information below and the Householding section of the "Supplement to the Qualified Retirement Plans Disclosure Document" to determine which Tier under the MSSB householding benefit program could be applicable to your plan's account(s):

- **Standard Tier:** Standard Tier is a designation for households/accounts that are not eligible for benefits offered through MSSB Reserved or the Standard Fee Cap program. Accounts will be subject to the standard account and service fees charged by MSSB. Within the Standard Tier, however, there is a fee cap tier ("Standard Fee Cap") that is set for households that have \$500,000 - \$999,999 in combined Eligible Assets and Liabilities (as described further below) or \$5,000 - \$9,999 in annual managed fees/commissions paid on a rolling 12 month basis. These households are eligible for a \$500 Fee Cap. Once the designated household has paid at least \$500 in eligible fees (i.e., met the Fee Cap) in a calendar year, all account and service fees will be waived for the rest of that calendar year
- **Reserved Tier:** There are two ways that clients can qualify for Reserved Tier status: 1) \$1,000,000 in Eligible Assets and Liabilities, or 2) \$10,000 in annual managed fees/commissions paid. Eligible Assets and Liabilities include equities, bonds, CDs, alternative investments (including managed futures), unit investment trusts, exchange-traded funds, mutual funds, 529 plans, insurance and annuities, as well as outstanding balances on securities based loans (including Margin, Non-Purpose Margin, and the Portfolio Loan Account) and mortgage loans available through the Home Loans program (if you have consented to share this balance information). Not all assets and liabilities qualify as Eligible Assets and Liabilities.

Please refer to the “Fixed Rate” column of the tables above and any addendums to those tables for more information about which fees are waived or reduced based on Standard Fee Cap or Reserved Tier status. If you have any questions regarding householding, the Standard or Reserved Tiers or Eligible Assets and Liabilities, including the status and/or eligibility of your plan’s account(s), please refer to the Householding section of the Supplement to the Qualified Retirement Plans Disclosure Document and/or contact your Financial Advisor.

**BRP Benefit Program** For the 2012 calendar year, qualified retirement plan clients will have the opportunity to qualify for a Business Retirement Plan (“BRP”) Benefit Program. The thresholds for meeting this program are plans that have at least \$1,000,000 in assets and an average account balance greater than \$100,000 as of the last business day in July. Plans that meet these thresholds will be eligible for a waiver of their 2012 annual account maintenance fees. Eligibility for the BRP Benefit Program will be determined on an annual basis, and the eligibility thresholds may change from year to year.

**Rebates, Waivers and Reversals** This report may reflect gross compensation amounts payable to MSSB that may ultimately be rebated, waived or reversed.

**Product Expenses** Except as otherwise disclosed herein, this report solely covers compensation received by MSSB. Among other things, this report does not cover items such as commissions or other charges resulting from transactions not effected through MSSB. Further, please be reminded that your plan bears a proportionate share of the fees and expenses incurred by any mutual funds or other investment products in which it is invested. The prospectus, descriptive brochure, offering memorandum or similar documents for such products describe these internal fees and expenses in detail.

**Payments from Other Service Providers** Other service providers (including companies that sponsor investment options made available to qualified retirement plans through MSSB) may participate in MSSB-sponsored internal training and education conferences and meetings, and may make payments to, or for the benefit of, MSSB or its Financial Advisors to reimburse for the expenses incurred for these events. MSSB provides sponsorship opportunities and access to our branch offices and Financial Advisors to such third party service providers for educational, marketing and other promotional efforts. Other service providers may also, from time to time, provide non-monetary compensation to MSSB employees by paying or reimbursing for the cost of items such as meals, travel, lodging, registration fees and entertainment, in connection with training events or conferences and otherwise. For more information about such service providers and the payments that they make, please refer to the Supplement to the Qualified Retirement Plan Disclosure Document.

