



*Tax laws are complex and subject to change. Morgan Stanley Smith Barney LLC ("Morgan Stanley"), its affiliates and Morgan Stanley's Financial Advisors and Private Wealth Advisors do not provide tax or legal advice and are not "fiduciaries" (under ERISA, the Internal Revenue Code or otherwise) with resp*

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# Qualified Retirement Plan Disclosure Document (Held-Away Assets: Wilmington Trust Recordkeeping Program)

Effective January 1, 2013

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## Important Information About Your Qualified Retirement Plan and ERISA Section 408(b)(2)

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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 ("Morgan Stanley"), 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)."

Morgan Stanley has entered into various distribution and service arrangements with insurance companies, mutual fund companies and other financial services companies and their affiliated retirement plan service and recordkeeping providers (collectively "Providers") in order to offer retirement programs to plan sponsor clients.

Under these retirement programs, Morgan Stanley Financial Advisors and Private Wealth Advisors can offer different mutual fund platforms or insurance-based platforms as investment vehicles for retirement plans qualified under Sections 401(a) and 501(a) of the Internal Revenue Code (the "Code").

Under these arrangements, Morgan Stanley receives various forms of compensation, some of which we pay to your Financial Advisor or Private Wealth Advisor.

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 Morgan Stanley may receive in connection with your qualified retirement plan. This document is structured to explain your investment type and compensation arrangements, including the associated compensation received by Morgan Stanley.

Please note that in addition to this document, the contract/agreement and/or additional disclosure documentation provided by your selected recordkeeper or in connection with your respective mutual fund investment (i.e. the mutual fund prospectus, statement of additional information and other documentation) may offer additional detail about the specific services/fees that apply to you.

Please also note that this disclosure document 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 are not the "responsible plan fiduciary" of the plan (as defined by 408(b)(2)), please forward this document to the "responsible plan fiduciary." Thank you for your cooperation.

**Morgan Stanley's Role as Non-Fiduciary Broker**

Morgan Stanley intends to act as a non-fiduciary broker or "service provider" with respect to any services provided in connection with your qualified retirement plan, and does not agree to act as a fiduciary (under ERISA, the Code, the Investment Advisers Act or otherwise) with respect to such services.

If you have any questions regarding our services or compensation in connection with your qualified retirement plan, or you would like to request hard copies of the referenced disclosure documents, please contact your Morgan Stanley Financial Advisor, Private Wealth Advisor or the Morgan Stanley Client Service Center toll free at 866-227-7273 Monday through Friday 8 am - 8 pm EST.

Thank you for choosing Morgan Stanley.

## Compensation Arrangements

This disclosure document relates to mutual fund and/or group annuity products that can be offered by Morgan Stanley Financial Advisors and Private Wealth Advisors as a result of various distribution and service arrangements with insurance companies, mutual fund companies and other financial services companies.

### Wilmington Trust Recordkeeping Program:

Please note that the fees associated with your product selection are termed as “Deposit Based Compensation” and “Asset Based Compensation.” To be more specific, the Provider pays Morgan Stanley compensation in the form of commissions based upon the product selected. The up-front commission (“Deposit Based Compensation”) is calculated as a percentage of the purchase payment, whereas Asset Based Compensation is determined based on the on-going asset value of the investment. Asset Based Compensation is payable either from the purchase date or after a specified time period from the purchase date.

In order to meet our disclosure obligations and to assist you in identifying the fee arrangements associated with your Provider selection, **Wilmington Trust**, please refer to the compensation schedules noted below related to your mutual fund and/or group annuity plan with **Wilmington Trust**.

Please also note that these schedules provide a fee range for the different compensation options **Wilmington Trust** allows in relation to Morgan Stanley’s selling agreement with Wilmington Trust. Your compensation arrangement will fall within one of the compensation options noted below. For more specific compensation information, please refer to the contract/agreement and additional disclosure documentation provided by **Wilmington Trust** and/or call your Morgan Stanley Financial Advisor or Private Wealth Advisor.

| Wilmington Trust: Standard, Flat Fee, Institutional Compensation Arrangements* |                            |                    |
|--------------------------------------------------------------------------------|----------------------------|--------------------|
| Investment Types                                                               | Compensation Type          | Compensation Range |
| Equities/Balance                                                               | Asset Based Compensation** | 0.22% - 2.05%      |
| MAP                                                                            | Asset Based Compensation** | 0.22% - 2.05%      |
| Bonds                                                                          | Asset Based Compensation** | 0.07% - 0.80%      |
| Money Market/GIC                                                               | Asset Based Compensation** | 0.20% - 1.50%      |
| Index Portfolios                                                               | Asset Based Compensation** | 0.00% - 0.60%      |

(\*) **Note:** Please note that depending on your investment, there are asset breakpoints that may apply.

(\*\*) **Note:** Depending on your agreed to compensation arrangement with your Morgan Stanley Financial Advisor or Private Wealth Advisor and Provider, the Asset Based Compensation may be charged all years of the life of your investment or for shorter effective time periods.

### **Mutual Fund Investments:**

In order to meet our disclosure obligations and to assist you in identifying the fee arrangements associated with your mutual fund investment selections, a **Mutual Fund Search Tool** is available online offering a searchable database of mutual fund products and their corresponding compensation information. Please note that if your product selection is not the current Recordkeeping Wilmington Trust Program, with compensation as noted in the table above, the **Mutual Fund Search Tool** must be used to facilitate the disclosure of compensation information corresponding to your mutual fund investment selections.

For your reference, you can access the service and related compensation information for your mutual fund portfolio 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 if in conducting your search on the **Mutual Fund Search Tool** a particular fund and/or CUSIP is not returned in the search result, please refer to and review the prospectuses and other disclosure documents for the particular mutual fund(s) for more details on fees, charges and expenses.

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 qualified retirement plan (the "Plan"). Please remember that you can look up information and updates related to Morgan Stanley's mutual fund portfolio offerings and related compensation through the **Mutual Fund Search Tool** on the link noted above. 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.

In its capacity as broker of record for your Plan, Morgan Stanley and other associated persons may provide certain services as required by the Department of Labor. These services may include providing education on general investment concepts such as asset allocation, diversification, and rebalancing; assisting in the selection of asset classes and investment options for the Plan menu; communicating with your recordkeeping service provider and/or investment provider to resolve issues related to the day-to-day servicing of your Plan; explaining reports on Plan metrics such as participation rates, vesting rates and diversification; helping to understand and review Plan fees and expenses; and providing education and resources to support Plan fiduciaries in managing their duties.

Please note that, as consideration for inclusion in and the services provided by Morgan Stanley through its retirement plan provider platform, as further described above, Morgan Stanley receives a Training Support Fee, on the same terms as described above, from the following Providers: American Funds, Fidelity Advisor, ING, John Hancock, Lincoln Financial Group, MassMutual, Nationwide, Principal Financial Group, Prudential, Putnam, and Transamerica Retirement Services.

Furthermore, for the opportunity to participate in training events and conferences hosted by Morgan Stanley the following “defined contribution investment only” Providers pay us a Training Support Fee of \$100,000: BlackRock, Columbia Management, Franklin Templeton, Goldman Sachs, INVESCO, Ivy Funds, Janus Funds, JP Morgan, LordAbbett, Nuveen, PIMCO, Pioneer Investments, and Thornburg.

### Role of Morgan Stanley and Financial Advisor or Private Wealth Advisor in Program Selection

Morgan Stanley offers plan sponsors access to a wide selection of retirement plan Providers on its retirement plan provider platform. In order to more effectively service our plan clients, Morgan Stanley provides retirement education, tools, access to certain plan account information, and other services to its Financial Advisors and Private Wealth Advisors.

Financial Advisors and Private Wealth Advisors provide guidance by reviewing plan needs and objectives, evaluating the capabilities of certain Providers and helping you to identify one or more Providers that meet your Plan's needs. The selection of any particular retirement plan program by the plan sponsor is not done at the recommendation of, at the discretion of, Morgan Stanley, or the Financial Advisor or Private Wealth Advisor. Unless otherwise stated under applicable law, neither Morgan Stanley nor the Financial Advisor or Private Wealth Advisor is subject to the Employee Retirement Income Security Act of 1974, as amended, the Internal Revenue Code, or any other law with respect to the selection of any retirement plan program made by the plan sponsor. This disclaimer only applies where your Plan is not covered by a consulting agreement with Morgan Stanley, its Financial Advisor or Private Wealth Advisor if you have a consulting agreement with Morgan Stanley, its Financial Advisor or Private Wealth Advisor.

Morgan Stanley offers various retirement plan programs that may pay more, or less, compensation to Morgan Stanley and the Financial Advisor or Private Wealth Advisor. 1.0000 0.0000 0.0000 1.0000 326.1500 -437.7500 Tm (y) T000 0.0000 1.

## Important Terms and Disclosures

**Morgan Stanley Affiliates** This disclosure document covers compensation that is required to be disclosed by Morgan Stanley. 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 Morgan Stanley.

**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.

**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 Morgan Stanley may depend on several factors, including the elapsed time period during which securities are held.

**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 Morgan Stanley will be paid while your plan holds the indicated investment product, or the formula pursuant to which Morgan Stanley will be paid throughout the entirety of your investment in such product, if the formula for such investment product fluctuates. Morgan Stanley will be maintaining and updating fund specific information for mutual funds offered by Morgan Stanley 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** Morgan Stanley, its affiliates and Morgan Stanley's Financial Advisors and Private Wealth 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 Morgan Stanley. 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 Morgan Stanley and Morgan Stanley 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 Morgan Stanley 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 Morgan Stanley. Please remember to reconcile and incorporate this information when complying with your reporting responsibilities.

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

**Product Expenses / Payments to Morgan Stanley Affiliated Product Providers** Except as otherwise disclosed herein, this report solely covers compensation received by Morgan Stanley. Among other things, this report does not cover items such as commissions or other charges resulting from transactions not effected through Morgan Stanley. 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. Finally, with respect to any “proprietary” mutual fund or other investment product (such as mutual funds or other investment products for which Morgan Stanley Investment Management, Inc. (“MSIM”) or other Morgan Stanley affiliate serves as an investment manager or investment adviser), the fees and expenses paid to any Morgan Stanley affiliate from those products (such as investment management or similar fees) are not included in this document. However, the specific payments to MSIM or other Morgan Stanley affiliates can be found in the prospectus, descriptive brochure, offering memorandum or similar documents issued for such products.

**Payments from Other Service Providers** Other service providers (including companies that sponsor investment options made available to qualified retirement plans through Morgan Stanley) may participate in Morgan Stanley-sponsored internal training and education conferences and meetings, and may make payments to, or for the benefit of, Morgan Stanley, its Financial Advisors or Private Wealth Advisors to reimburse for the expenses incurred for these events. Morgan Stanley provides sponsorship opportunities and access to our branch offices, Financial Advisors and Private Wealth Advisors to such third party service providers for educational, marketing and other promotional efforts. Certain service providers (referred to as “Emerging Partners” or “Global Partners” and, collectively, as “Partners”) dedicate significant financial and staffing resources to these activities. Partners may receive additional opportunities to sponsor Morgan Stanley events and promote their products to Financial Advisors, Private Wealth Advisors and clients. Morgan Stanley selects service providers to be Partners based on quantitative and qualitative criteria. Any payments made by other service providers could lead Financial Advisors or Private Wealth Advisors to focus on products managed by these providers (including in particular our Partners) when recommending products to clients instead of those from other service providers that do not commit similar resources to educational, marketing and other promotional efforts.

In 2012, when viewed in relation to total Morgan Stanley client assets of in excess of \$1.6 trillion, the payment made by each such service provider (including both those that qualify as Partners and those that do not) equaled an amount of not more than 47/10,000 of one basis point (otherwise expressed, 17/1,000,000 of one percent). We do not believe that such payments were made in connection with retirement plan business specifically, and were certainly not made in connection with any particular retirement plan, but, for perspective, the amount of retirement plan assets included in the total Morgan Stanley client asset number set forth above is approximately \$112 billion. In 2012, such service providers included the following financial institutions:

|                                            |                                         |
|--------------------------------------------|-----------------------------------------|
| Alliance Bernstein Investments             | Jackson National Life Insurance Company |
| American Century                           | Janus Capital Group                     |
| American Funds                             | John Hancock                            |
| AMG-Managers Investment Group & Affiliates | JPMorgan Asset Management               |
| AQR                                        | Lazard Asset Management                 |
| Axa Equitable                              | Legg Mason Global Asset Management      |
| BlackRock                                  | Lincoln Life & Annuity                  |
| Brandes                                    | Lord Abbett                             |
| Columbia Management                        | Metropolitan Life Insurance Company     |
| Congress Asset Management                  | Morgan Stanley Investment Management    |

Other providers may have made similar payments. On request, your Financial Advisor or Private Wealth Advisor can provide you with additional detail on these payments and inform you if they have attended and/or plan to attend the Morgan Stanley-sponsored conferences/meetings. Furthermore, we believe that payments will be made by a similar list of institutions during 2013 and thereafter. On request, your Financial Advisor or Private Wealth Advisor can provide you with additional detail on whether a provider makes such payments during a particular year, and the amount of such payments.

Other service providers may also sponsor their own educational conferences and pay expenses of Financial Advisors or Private Wealth Advisors attending these events. Morgan Stanley's policies require that the training or educational portion of these con

conditions for each of these types of payments, and do not permit any gifts or entertainment conditioned on achieving a sales target. On request, your Financial Advisor or Private Wealth Advisor can provide you with an annual estimate of the aggregate value of gifts or entertainment that service providers pay or provide to Morgan Stanley or particular Financial Advisors or Private Wealth Advisors. You should, of course, also feel free to ask your Financial Advisor or Private Wealth Advisor if they have attended any events sponsored by other service providers and/or plan to do so in the future.

We address conflicts of interest by ensuring that any payments described in this "Payments from Other Service Providers" section do not relate to any particular transactions or investment made by Morgan Stanley clients with service providers. Service providers participating in programs described in this document are not required to make any of these types of payments. The payments described in this section comply with FINRA rules relating to such activities.