

Quality Dividend Strategy, Series 12

INVESTMENT THESIS

This basket will invest in companies that Morgan Stanley Wealth Management Global Investment Office ("MSWM GIO") believes have high current dividend yields, as well as certain fundamental valuation, quality, growth and price characteristics that may generate relative and total returns through varied market environments competitive with those anticipated for the Selection Universe.

PORTFOLIO SELECTION

To make its selections, MSWM GIO utilized a proprietary stock scoring system that seeks to provide a quantitative methodology to identify companies with strong fundamental characteristics.



Ranking criteria	Calculation	Factors
Dividend Yield	Current indicated dividend yield as of the selection date	Value
Dividend Growth	Three-year annualized growth rate in dividend levels	Growth & Quality
Estimated Returns	Estimated by MSWM GIO "Proprietary Tool	Growth, Momentum, Quality & Value
Free Cash Flow Yield	Ratio of free cash flow to price over the last 12 months	Quality & Value
Estimated Long-Term Growth	Median long-term earnings growth forecast	Growth
Estimated Near-Term Value	Estimated by MSWM GIO Proprietary Tool	Momentum & Value
Quality	Estimated by MSWM GIO Proprietary Tool	Quality
Return on Equity	Reported earnings to common equity divided by the average of the most recent reported shareholders' equity and the reported shareholders' equity from the prior year	Quality

PORTFOLIO CHARACTERISTICS

Selection Universe	Russell 1000 Value Index®
No. of Stocks	65
Dividend Yield	≥ 1.3x of Selection Universe yield as of the selection date
Sector Weights	± 5% of Selection Universe's weights as of the selection date
Anticipated Volatility	Intended not to be materially more volatile than the broader market
Anticipated Tracking Error	Predicted not to deviate more than 5% from that of Selection Universe

1. Based on a \$10.00 Unit price.

2. There is no initial sales charge if the Unit price is \$10.00 per Unit or less. If the Unit price exceeds \$10.00 per Unit an initial sales charge is paid at the time of purchase.

3. Unitholders also pay organizational fees and ongoing operating expenses. Please see the prospectus for more information regarding fees and expenses.

4. Advisory accounts are charged an annual asset-based fee. See the disclosure page for more information.

UNIT INVESTMENT TRUST PORTFOLIO INFORMATION

Sponsor:	Morgan Stanley Smith Barney LLC
Asset class:	U.S. Equities
Initial date of deposit:	April 12, 2024
Termination date:	July 16, 2025
Securities:	65
CUSIPs	
Cash accounts	61776D105
Fee accounts	61776D113
MORGAN STANLEY SYMBOLS	
Cash accounts	MSQD12
Fee accounts	MSQD12F
NASDAQ ticker	MSQDLX
SALES CHARGES FOR BROKERAGE ACCOUNTS^{1,2,3}	
Retail/Brokerage Accounts	
Initial Sales Charge ²	0.00%
Deferred Sales Charge	1.50%
Maximum Sales Charge	1.50%
SALES CHARGES FOR CGA/PM ADVISORY ACCOUNTS^{3,4}	
Maximum Sales Charge	0.00%

AS OF APRIL 12, 2024

TICKER	SECURITY	WEIGHT	TICKER	SECURITY	WEIGHT
COMMUNICATIONS SERVICES		2.46%	HEALTH CARE		16.53%
CMCSA	Comcast Corporation	2.46	ABT	Abbott Laboratories	2.72
CONSUMER DISCRETIONARY		4.76%	A	Agilent Technologies Inc.	0.94
BBY	Best Buy Co., Inc.	0.94	BMY	Bristol-Myers Squibb Company	1.20
DRI	Darden Restaurants, Inc.	1.07	DHR	Danaher Corporation	2.38
TPR	Tapestry, Inc.	0.88	GILD	Gilead Sciences, Inc.	0.98
MTN	Vail Resorts, Inc.	1.03	JNJ	Johnson & Johnson	3.57
WSM	Williams-Sonoma, Inc.	0.84	MRK	Merck & Co., Inc.	2.77
CONSUMER STAPLES		4.09%	UNH	UnitedHealth Group Inc.	1.97
MO	Altria Group, Inc.	1.96	INDUSTRIALS		17.02%
CPB	Campbell Soup Company	1.00	ADP	Automatic Data Processing, Inc.	1.99
CAG	Conagra Brands, Inc.	1.13	CMI	Cummins Inc.	2.09
ENERGY		7.78%	EME	EMCOR Group, Inc.	1.00
CVX	Chevron Corporation	2.83	FERG	Ferguson Plc	1.33
XOM	Exxon Mobil Corporation	3.91	GD	General Dynamics Corporation	2.46
MPC	Marathon Petroleum Corp.	1.04	LECO	Lincoln Electric Holdings, Inc.	1.68
FINANCIALS		20.67%	SSNC	SS&C Technologies Holdings, Inc.	1.35
AIG	American International Group, Inc.	1.33	SWK	Stanley Black & Decker, Inc.	1.59
COF	Capital One Financial Corp.	1.20	UNP	Union Pacific Corporation	2.02
DFS	Discover Financial Services	0.95	UPS	United Parcel Service, Inc.	1.51
EVR	Evercore Inc.	1.11	INFORMATION TECHNOLOGY		10.75%
FNF	Fidelity National Financial, Inc.	1.01	AMAT	Applied Materials, Inc.	1.39
GS	Goldman Sachs Group, Inc.	3.07	CDW	CDW Corporation	1.31
HIG	Hartford Financial Services Group, Inc.	1.50	CSCO	Cisco Systems, Inc.	2.41
OMF	OneMain Holdings, Inc.	0.77	CTSH	Cognizant Technology Solutions Corp.	1.18
RF	Regions Financial Corporation	1.44	HPE	Hewlett Packard Enterprise Co.	0.92
SF	Stifel Financial Corp.	1.35	LRCX	Lam Research Corporation	1.20
TRV	Travelers Companies, Inc.	2.15	MCHP	Microchip Technology Inc.	1.34
WFC	Wells Fargo & Company	2.21	QCOM	QUALCOMM Incorporated	1.00
WRB	W.R. Berkley Corporation	1.47	MATERIALS		4.44%
ZION	Zions Bancorporation, N.A.	1.11	HUN	Huntsman Corporation	0.98
REAL ESTATE		6.21%	NUE	Nucor Corporation	1.04
CCI	Crown Castle Inc.	1.34	RS	Reliance, Inc.	1.08
MAA	Mid-America Apartment Communities, Inc	1.56	RPM	RPM International Inc.	1.34
NSA	National Storage Affiliates Trust	0.93	UTILITIES		5.29%
OHI	Omega Healthcare Investors, Inc.	1.06	CWEN	Clearway Energy, Inc.	0.88
REG	Regency Centers Corporation	1.32	VST	Vistra Corp.	0.70
			WEC	WEC Energy Group Inc.	2.16
			XEL	Xcel Energy Inc.	1.55

The composition of the Trust's portfolio was determined as of the initial date of deposit and may differ from that shown due to the requirement that only whole shares be purchased for the portfolio. Sector weightings will likely vary thereafter due to market fluctuations in the underlying securities. Please refer to the prospectus for important disclosures regarding Morgan Stanley's and its affiliates' business relationships related to the Trust's securities holdings.

ABOUT UITs

Morgan Stanley UITs offer numerous benefits for clients:

Disciplined approach: Takes the emotion out of the investment process by eliminating the need for buy and sell decisions

Fully transparent: Clients know what the UIT holds for the duration of the UIT's life

Defined life: UITs have a defined maturity date

Convenience: UITs offer one ticket exposure to various asset classes, market sectors, thought leadership and/or investment themes.

Exclusivity: Offered only to Morgan Stanley clients.

Disclosures

The portfolio is designed to remain fixed over its 15-month term. There is no guarantee it will achieve its objective.

This communication shall not constitute an offer to sell or a solicitation of an offer to buy; nor shall there be any sale of these securities in any state in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Investors should consider the investment objectives, risks, and charges and expenses carefully before investing.

Clients should contact their Financial Advisor to request a prospectus, which contains this and other information about the Trust. Clients should read it carefully before investing.

Risk Considerations | Choosing a unit investment trust ("UIT") depends on a client's tolerance for risk, among other things. As with any equity investment, unit prices will fluctuate and there is no assurance that prices will appreciate and not decline over the life of a UIT. Stock prices can be volatile and holders can lose money by investing in a UIT. In addition, the amount of dividends a client receives depends on each issuer's dividend policy, the financial condition of the securities and general economic conditions. Clients should understand the potential risks associated with common stocks. In addition, the Trust may invest significantly in one or more sectors. Because of their narrow focus, sector investments tend to be more volatile than investments that diversify across many sectors.

The portfolio is a UIT, which uses a buy and hold strategy that is designed to remain fixed over its 15 month term. The Trust issues redeemable securities or "units" at prices based on net asset value. Units can be sold at any time, in accordance with the prospectus, at a price that will reflect the net asset value less any remaining deferred sales charge and/or other charges as applicable. The proceeds may be more or less than the original value of a client's investment. Clients can opt for dividends to be reinvested in additional units or paid out in cash. The Trust is part of a long-term strategy and clients should consider their ability to remain invested until the Trust reaches maturity. Clients should also consider the tax implications of investing in successive portfolios if one is available. Morgan Stanley Smith Barney LLC and its affiliates do not provide tax or legal advice. Clients should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

Investors will pay the full amount of any organizational charge, and in brokerage, also the full amount of any sales charge, if the investor redeems their investment in a UIT prior to the termination date.

You should note that the Trust will continue to purchase or hold securities, notwithstanding the fact that MSWM GIO may revise its opinion with respect to any individual security based on the selection process employed by MSWM GIO or any subsequent analysis. In particular, any subsequent creation of a similar type of list of securities or an update of any above referenced selection process by MSWM GIO will not affect the composition of the Trust. Although MSWM GIO identified the securities based upon a 12-month outlook, the Trust has a maximum duration of 15 months and does not intend to change its composition prior to termination.

This material may contain forward-looking statements based on assumptions as of the date noted and there can be no guarantee that they will come to pass.

Consulting Group Advisor or Portfolio Manager Accounts – Units may be purchased through a Consulting Group Advisor ("CGA") non-discretionary investment advisory account or a Portfolio Manager ("PM") discretionary investment advisory account. Units that are eligible for purchase through CGA/PM accounts are not assessed sales charges, but CGA/PM accounts are subject to an annual asset-based program fee of up to 2.00% and clients pay UIT organizational and other expenses. Clients should see the CGA/PM program disclosure brochure (available online at www.morganstanley.com/ADV) for more information on the CGA/PM program, including the conflicts of interest associated with offering a proprietary UIT in the CGA/PM program.

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