

# Form ADV Wrap Fee Program Brochure

## Morgan Stanley Smith Barney LLC

Consulting Group Advisor Program

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**This Wrap Fee Program Brochure provides information about the qualifications and business practices of Morgan Stanley Smith Barney LLC (“MSWM”). If you have any questions about the contents of this Brochure, please contact us at (914) 225-1000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.**

**Additional information about MSWM also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Registration with the SEC does not imply a certain level of skill or training.**

## **Item 2: Material Changes**

This section identifies and discusses material changes to the ADV Brochure since the version of this Brochure dated March 28, 2025. For more details on any particular matter, please see the item in this ADV Brochure referred to in the summary below.

### **Digital Assets**

Updates were made to reflect the addition of risks related to Digital Assets.

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## Item 4: Services, Fees and Compensation

Morgan Stanley Smith Barney LLC (“Morgan Stanley Wealth Management,” “MSWM,” “we,” “us” or “our”) is a registered investment adviser and a registered broker-dealer. MSWM is one of the largest financial services firms in the United States with branch offices in all 50 states and the District of Columbia.

MSWM offers clients (“client,” “you” or “your”) many different advisory programs. Many of MSWM’s advisory services are provided by its Consulting Group (“CG”) business unit. You can obtain ADV Brochures for other MSWM investment advisory programs at [www.morganstanley.com/adv](http://www.morganstanley.com/adv) or by asking your Financial Advisor or, for Morgan Stanley Private Wealth Management clients, your Private Wealth Advisor. Throughout the rest of this Brochure, “Financial Advisor” means either your Financial Advisor or your Private Wealth Advisor, as applicable.

We reasonably expect to provide services as a “fiduciary” (as that term is defined in Section 3(21)(A) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and/or Section 4975 of the Internal Revenue Code of 1986, as amended (the “Code”)), with respect to “Retirement Accounts”. For purposes of this Brochure (including the Exhibit), the term “Retirement Account” will be used to cover (i) “employee benefit plans” (as defined under Section 3(3) of ERISA), which include pension, defined contribution, profit-sharing and welfare plans sponsored by private employers, as well as similar arrangements sponsored by governmental or other public employers, which arrangements are generally not subject to ERISA; (ii) individual retirement accounts or “IRAs” (as described in Section 4975 of the Code); and (iii) Coverdell Educational Savings Accounts (“CESAs”).

Clients’ assets are custodied at MSWM (except for “sweep” assets custodied at the Sweep Banks (as defined in Item 4.C below) pursuant to the Bank Deposit Program) and Alternative Investments (as defined in Item 4.A below). *Please see Item 4.C (Services, Fees and Compensation -- Additional Fees – Cash Sweeps) and Item 4.A (General Description of the Program and Services – Consulting Group Advisor Program -- Alternative Investments) below, for more information.*

### A. General Description of the Program and Services

CG administers and oversees the Consulting Group Advisor (“CGA”) program as discussed below. This section then discusses various general matters applying to this program.

#### Consulting Group Advisor Program

CGA is an investment advisory program designed to assist you in devising and implementing a reasoned, systematic, long-term investment strategy tailored to your financial circumstances. CGA assists clients in evaluating their investment objectives and risk tolerances and enables them to invest in a broad array of eligible assets. CGA is a non-discretionary investment program in which all investment decisions are made by you, other than the investment of free credit balances and the conversion of mutual fund shares to shares of a different share class as discussed below. **Neither**

**MSWM nor any affiliated entity has any investment discretion over your CGA account.**

**Investment Process.** MSWM shall assist with the review and evaluation of your investment objectives, financial goals and risk tolerance based on the information you provided to Morgan Stanley at account opening that reflects your individual situation. In this review MSWM may consider your assets at MSWM outside the CGA account. When opening a new CGA account, the Financial Advisor will create a portfolio for you (“Client Portfolio”) and, upon your instruction, may also include in your Client Portfolio your related MSWM accounts, including your MSWM brokerage accounts and your assets outside MSWM. MSWM will not act as investment adviser with respect to any brokerage assets and any assets in your Client Portfolio other than MSWM advisory assets.

Based on your investor profile, MSWM will prepare asset allocation and other recommendation for you, with investment concepts that are consistent with your investment objectives and may provide specific advice about implementing investment decisions, which cover a spectrum of investments. In the event that you notify MSWM in writing or orally of a change in your investment objectives, financial goals or risk tolerance, MSWM may revise your asset allocation, and if necessary, suggest rebalancing of the CGA account’s asset allocation in accordance with the updated information and the investment guidelines described below. You may contact MSWM at any time to obtain additional information or to give further instructions with respect to the asset allocation of your account.

If you request any change to the account, and subsequent account statements or other communications indicate that the requested change has not been implemented, you should promptly notify your Financial Advisor.

**Investment Services.** MSWM shall periodically provide you with investment advice, which may include recommendations regarding investing in available eligible assets in a manner consistent with your investment objectives, subject to investment guidelines described below, and pursuant to your consent, which shall be obtained prior to each transaction, in order to accept transactions in the CGA account.

The investment guidelines specify diversification and concentration criteria with respect to eligible investments in the CGA program, including diversification requirements across industry sectors and asset classes. The investment guidelines also specify percentage and duration limitations on account holdings in cash and cash equivalents (which include money market funds and cash sweeps as further described below), as well as percentage limitations on holdings of annuities in CGA accounts. At the CGA program management’s discretion, certain Financial Advisors have greater latitude in recommending securities and diversification. Therefore, the availability of investment strategies and securities and the applicability of investment limitations varies depending on your Financial Advisor. You should consult with your Financial Advisor for more information about the Financial Advisor’s approach to investing, available investment strategies and eligible asset types. Depending on the investment strategy the Financial Advisor uses, investments may include, but are not

limited to, equity and debt securities, and cash and cash equivalents. Where approved, Financial Advisors may use certain option strategies, such as covered call writing and protective put buying. Investments may also include shares of eligible closed-end funds, open-end funds ("mutual funds") and exchange traded funds ("ETFs") and in a future state, alternative investments, as described below.

MSWM offers a variety of mutual funds and generally reviews and considers factors such as the number and variety of funds offered; length of track record and historic appeal to MSWM clients and Financial Advisors; performance of the funds offered; size of assets under management; and level of interest and demand among clients and Financial Advisors.

MSWM offers a variety of annuities and generally reviews and considers factors such as the financial condition and the ownership structure of the issuing insurance company, the product's design and its features with a focus on cost and appropriateness, and the level of interest and demand among clients and Financial Advisors.

Financial Advisors are prohibited from using certain investments or investment strategies in CGA accounts, including, but not limited to, commodities, futures, short sales, certain partnerships, derivatives, and certain securities on MSWM's restricted list. Your Financial Advisor may make investment decisions that are contrary to research ratings issued by Morgan Stanley research.

On occasion, the investment guidelines may require a Financial Advisor to recommend the sale of certain securities from CGA accounts. Although these sales of securities may result in capital gains or losses and thus in additional taxes and/or tax reporting for you, these tax consequences will not prevent us from recommending the sale of these securities in your account. The investment guidelines are subject to change without notice. You should consult with your Financial Advisor for further details.

Morgan Stanley reserves the right to change the definition of assets eligible for investment in the CGA program at any time and without notice to you, and to decline to include any security for any reason in your CGA account. Any such addition or deletion of eligible assets may change the amount of your fee and any asset in your CGA account may be or become subject to the fee.

Once an investment product becomes an eligible asset for investment in the CGA program, we will include such investment product in the Plan Review (as defined below), periodic account reviews (as referenced below) and in the account asset value for purposes of calculating your fee and shall provide the other services specified herein with respect to that investment product.

**Alternative Investments.** Once available, which we anticipate will be on or about the third quarter of 2025, certain pooled investment vehicles approved by Morgan Stanley ("Alternative Investments") shall be eligible for investment in the CGA program. After reviewing your investor profile, Morgan Stanley may make recommendations to participate in Alternative Investments. Alternative Investments include: (1) -affiliated and unaffiliated single manager pooled investment vehicles, such as certain hedge funds, real-estate funds and private credit funds and (2) affiliated and unaffiliated pooled investment vehicles, such as fund of funds

or managed futures funds, that allocate money to other investment funds and/or investment managers or commodity trading advisors who in turn invest in other alternative investment asset classes. Certain types of alternative investments are not available in the CGA program.

Morgan Stanley acts as a non-discretionary investment adviser with respect to Alternative Investments. You will also pay a separate fee to the manager of each Alternative Investment in which you decide to invest. The costs of investment management fees and other expenses charged by Alternative Investments are excluded from the MSWM Fee, as further described below.

Alternative Investments offered through the CGA program are subject to change by Morgan Stanley. From time to time, we may downgrade the status of an Alternative Investment and set a "Coverage Termination Date". Please see Item 6.A of this Brochure for more information about what happens when an Alternative Investment's status is changed to "Terminate".

You are solely responsible for any decision to remain invested in the Alternative Investment after such status change. If you continue to remain invested in such Alternative Investment, you will continue to pay the fund fees and expenses of the Alternative Investment in which your assets are invested, which are separate and in addition to the MSWM Fee.

If you choose to redeem the Alternative Investment, it may take some time to fully redeem or withdraw your investment and you may not be able to receive the entirety of your redemption proceeds. You are solely responsible for terminating any agreement entered into by you with a manager or with respect to an Alternative Investment and arranging for delivery of your assets managed by that manager, or withdrawing your assets from the Alternative Investment.

Morgan Stanley is authorized to debit your CGA account for the amount of any capital contribution or other payment required to be made by you in relation to each Alternative Investment for which you may subscribe on the dates such amounts are due (without any further action required on your part). Morgan Stanley is also authorized to receive distribution or redemption proceeds when paid for further credit to your account unless otherwise instructed in writing.

Certain types of Alternative Investments, including but not limited to hedge funds, have capital commitment requirements and/or may not be liquidated at the time of your choosing due to restrictions imposed by the terms of the investment and/or the lack of a secondary market. There may be penalties and/or restrictions on the liquidation, transfer or termination of the investment for periods of several years or for the life of the investment. Accordingly, you may not be able to sell your investment when and/or in the amount that you desire.

You are responsible for determining whether to invest in, subscribe and qualify for a participation interest in any Alternative Investment. If you decide to invest in an Alternative Investment, you will be required to execute all documents relating to investing in the Alternative Investment you selected, including the Morgan Stanley Wealth Management Subscription

and Exchange Agreement or a separate subscription agreement and representation letter.

Generally, we will not maintain custody of your Alternative Investments, which will be custodied with such custodians as selected by the manager of the applicable Alternative Investment. However, we will receive and credit to your account all interest, dividends and other distributions we receive on the Alternative Investments in your account and will include reports of your ownership of the Alternative Investments on your account statements. Notwithstanding the foregoing, to the extent your account is a Morgan Stanley IRA, the Alternative Investment positions will be held by Morgan Stanley Smith Barney LLC as the custodian of your Morgan Stanley IRA.

***Ineligible Securities and Investment Restrictions.*** Morgan Stanley reserves the right to determine which assets are eligible for investment in the CGA program and, accordingly, may at any time and without notice to you, decline to include any security for any reason in your accounts (“Ineligible Security”). Additionally, Morgan Stanley may restrict a security and deem such security ineligible if it becomes subject to any type of sanctions or trading restrictions imposed by a specific country or regulatory authority (“Sanctioned Security”). If you are holding a Sanctioned Security, you may face additional limitations, including the inability to trade on it or transfer it. Morgan Stanley retains discretion over enforcement and compliance with applicable sanctions-related regulations and laws. If we determine that a security in your account is an Ineligible Security or Sanctioned Security: (a) Morgan Stanley will not provide advice on, make recommendations with respect to, or manage, as applicable, and therefore does not act as a fiduciary with respect to such security; (b) such security will not be included in the billable market value of your account and, as a result, your Fee may change; (c) such security will not be included in the performance calculation of your account; and (d) you may not receive trade confirmations for transactions you make with regard to such security. If we determine that a security that was previously determined to be an Ineligible Security or Sanctioned Security is now eligible: (a) we will provide investment advice on it, make recommendations with respect to, or manage, as applicable, and therefore act as a fiduciary with respect to such security; (b) such security will be included in the billable market value of your account and as a result, your Fee may change; (c) such security will be included in the performance calculation of your account; and (d) you may receive trade confirmations for transactions you make with regard to such security.

We may automatically apply restrictions on equity securities of companies with which we believe you are an affiliate under the federal securities laws. If you hold these securities in your account, they will be characterized as ineligible securities and subject to the terms described above. In addition, the restriction will prevent additional shares of these equity securities from being purchased in your account. MSWM may liquidate such equity securities at your direction, after they have been appropriately cleared. Such restrictions may cause your account’s composition and performance to deviate from the model or investment strategy in which your account is invested. Any applicable restrictions will be removed, without notice to you, when the affiliation has been removed from our records, which may result in the securities being included in the billable market value or performance calculation of your account.

***Plan Review.*** Generally, your Financial Advisor will contact you at least annually to review your account (“Plan Review”) to help ensure that it remains within appropriate asset allocation parameters. The Plan Review may be waived at the discretion of CGA program management in certain limited circumstances. If your Financial Advisor created a Client Portfolio as described above, your Plan Review will be replaced by a periodic client summary review of your Client Portfolio. See “Trade Confirmations, Account Statements and Performance Reviews” below. Please contact your Financial Advisor for additional information.

## **Account Opening**

To enroll in the CGA program, you must enter into the MSWM Single Advisory Contract (the “Single Advisory Contract”). The Single Advisory Contract governs the terms of your existing and future investment advisory accounts and relationships with Morgan Stanley.

MSWM has discontinued use of the CGA client agreement for opening new CGA accounts (however, some existing CGA accounts may have previously been opened using the CGA client agreement or similar client agreement). The CGA client agreement and any similar client agreement and the Single Advisory Contract shall be collectively referred to as the “Account Agreement”.

You may also be required to execute a brokerage account agreement. All the terms of the Account Agreement and the brokerage agreement will set forth our mutual obligations regarding the CGA program.

## **Trading and Execution Services**

The services for your account also include execution services and you will not be charged separate brokerage commissions if you execute through MSWM or its affiliates. In general, transactions in your account should occur in connection with investment recommendations made by your Financial Advisor (which will take place only upon your approval). Generally, trade orders initiated by you and investments for which you are not seeking your Financial Advisor’s advice should not be executed in this account. Below are some features that we offer in the program described in this Brochure.

***Agency Cross Transactions.*** MSWM has the authority to effect “agency cross” transactions (i.e., transactions for which we, or one of our affiliates, act as broker for both the account and the counterparty to the transaction) for the account when so permitted by applicable law. We, or one of our affiliates, may receive compensation from the other party to such transaction, and thus, we may have a potentially conflicting division of loyalties and responsibilities. You may revoke the authorization to effect agency cross transactions at any time by providing MSWM with written notice as specified in the Account Agreement.

***Time and Price Discretion.*** For the program described in this Brochure, MSWM and/or its affiliates can exercise limited discretion as to the price or time at which they can execute an order for a transaction in an account (“time and price discretion”), so long as such discretion is exercised on the same day that the order is given and is consistent with MSWM’s duty



to seek the best execution reasonably available under the circumstances. In addition, MSWM and/or its affiliates may aggregate orders for the sale or purchase of securities in such accounts with orders for the same security for MSWM's and/or its affiliates' other clients (other than accounts of its employees or related persons) without prior authorization, if the transaction is effected on the same day in which the order is received, and is in accordance with law and with the obligation to seek the best execution reasonably available under the circumstances. In such cases, generally, each affected account in the aggregated transaction will be charged with the average price per share or unit and, when applicable, it's pro rata share of any fees.

## **Trade Confirmations, Account Statements and Performance Reviews**

When MSWM is acting as the custodian for your account, it provides you with written confirmation of securities transactions, and account statements at least quarterly. You will also receive mutual fund, UIT and annuity prospectuses, contract summaries or disclosure documents, where appropriate.

We will provide periodic reviews of your account. These reviews show how your account investments have performed, both on an absolute basis and on a relative basis compared to recognized indices (such as Standard & Poor's indices). If your Financial Advisor created a Client Portfolio as described above, we will also provide periodic reviews of your Client Portfolio. You can access these reports through MSWM's online account services site ("Morgan Stanley Online"). To access these reports in Morgan Stanley Online, go to <https://www.morganstanleyclientserv.com>, log on and select "Accounts". If, however, you would like to receive these reports by mail, please call 1-888-454-3965 or contact your Financial Advisor.

Performance information of Alternative Investments may be based on a preliminary estimate of an Alternative Investment's performance for that period. The final performance results may be higher or lower than the data reflected in the periodic report provided by MSWM or its affiliate. You are responsible for reviewing these reports and promptly reporting any discrepancies to MSWM.

## **Other Features**

**Cash Management Services.** As a client of MSWM, you may be able to select certain cash management services such as margin loans, ATM/Debit Cards and check writing which are offered by MSWM or its affiliates. These services are provided on a brokerage basis, are subject to separate agreements and have different eligibility requirements. MSWM will not act as your investment adviser with respect to the use of such services. Your ability to meet your investment objectives may be negatively affected by the use of checks and debit cards. For further information on any of these services, please refer to your account opening materials or contact your Financial Advisor.

**Check writing and ATM/Debit Cards.** The program described in this Brochure offers check writing and ATM/Debit card services. For additional information about these features and the fees associated with their use, please refer to your account opening materials and your brokerage account agreement.

**Margin Loans.** Margin loans are offered to eligible CGA clients. These margin loans enable clients to borrow money from MSWM against the value of qualifying securities in a CGA account to purchase securities. The securities in the CGA account serve as collateral for the margin loan. For additional details, please refer to the account opening materials and the Margin Disclosure Statement included therein.

**Dividend Reinvestment Program.** As a client of MSWM, you may be able to enroll in the Dividend Reinvestment Program at no additional fee. Please contact your Financial Advisor for more information and the current Dividend Reinvestment Program Terms and Conditions.

**Systematic Withdrawals/Deposits of Mutual Funds.** Systematic withdrawals/deposits of mutual funds may be available for your account. Please contact your Financial Advisor for more information.

## **Risks**

All trading in an account is at your risk. The value of the assets held in an account is subject to a variety of factors, such as the liquidity and volatility of the securities markets. Investment performance of any kind is not guaranteed, and MSWM's or a Financial Advisor's past performance with respect to other accounts does not predict future performance with respect to any particular account. In addition, certain investment strategies that Financial Advisors may use in the CGA program have specific risks, including those associated with investments in common stock, fixed income securities, American Depositary Receipts, Funds and the investments below. You should consult with your Financial Advisor regarding the specific risks associated with the investments in your account.

Neither MSWM nor its affiliates will have any responsibility for (i) your assets not in your MSWM account, or (ii) any act done or omitted on the part of any third party.

MSWM shall not be responsible for any misstatement or omission or for any loss attributable to such misstatement or omission contained in any Fund prospectus, fact sheet or any other disclosure document provided to us for distribution to clients. You understand that the use of performance benchmarks in client reports or profiles is intended only for reference purposes, and we shall not be liable to you or to any third party for selecting any particular benchmark or for failing to meet or outperform any benchmark.

**Risks Relating to ETFs.** There may be a lack of liquidity in certain ETFs which can lead to a large difference between the bid-ask prices (increasing the cost to you when you buy or sell the ETF). A lack of liquidity can cause an ETF to trade at a large premium or discount to its net asset value. Additionally, an ETF may suspend issuing new shares and this could result in an adverse difference between the ETF's publicly available share price and the actual value of its underlying investment holdings. At times when underlying holdings are traded less frequently, or not at all, an ETF's returns also may diverge from the benchmark it is designed to track.

**Risks Relating to Alternative Investments.** Alternative Investments have different features and risks than other types of

investment products. As further described in the offering documents of any particular Alternative Investment, alternative investments can be highly illiquid, are speculative and not appropriate for all investors. For example, alternative investments may place substantial limits on liquidity and the redemption rights of investors, including only permitting withdrawals on a limited periodic basis and with a significant period of notice and may impose early withdrawal fees. Alternative Investments are intended for experienced and sophisticated investors who are willing to bear the high economic risks of the investment. Investors should carefully review and consider potential risks before investing. Certain of these risks may include: loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative practices; lack of liquidity, in that there may be no secondary market for the fund and none expected to develop; volatility of returns; restrictions on transferring interests in the Alternative Investment, including only permitting withdrawals on a limited periodic basis upon significant written notice and restricting withdrawals through “gates,” “side-pockets,” and other mechanisms; potential lack of diversification and resulting higher risk due to concentration of trading authority when a single advisor is utilized; absence of information regarding valuations and pricing; complex tax structures and delays in tax reporting; less regulation and higher fees than mutual funds; advisor risk; indemnities; and “clawbacks” or other restrictions that may require the return of capital previously distributed to you or the payment of additional capital. Alternative Investments may also have higher fees (including multiple layers of fees) compared to other types of investments and may charge an asset-based fee as well as incentive fees based on net profits which may create an incentive for a manager to make investments which are riskier or more speculative than those which might have been made in the absence of such an incentive. Alternative Investments are generally not limited in the markets in which they may invest, either by location or type, such as large capitalization, small capitalization, or non-U.S. markets. Individual funds will have specific risks related to their investment strategies that vary from fund to fund. For more details on these and other features and risks, please carefully read the documentation (including risk disclosures) relating to any Alternative Investment, as well as your Account Agreement.

***Risks Relating to Money Market Funds.*** An investment in a money market fund is neither insured nor guaranteed by the Federal Deposit Insurance Corporation (“FDIC”) or any other government agency.

You could lose money in money market funds. Although many money market funds classified as government funds (i.e., money market funds that invest 99.5% of total assets in cash and/or securities backed by the U.S. government) and retail funds (i.e., money market funds open to natural person investors only) seek to maintain a stable \$1.00 per share, they cannot guarantee they will do so. The price of other money market funds will fluctuate and when you sell shares they could be worth more or less than originally paid. Money market funds may, and in certain circumstances will, impose a fee upon the redemption of fund shares. Please review your money market fund’s prospectus to learn more about the use of redemption or liquidity fees. In addition, if a money market fund that seeks to maintain a stable \$1.00 per share experiences negative yields, it also has the option of converting its stable share price to a floating share price, or to

cancel a portion of its shares (which is sometimes referred to as a “reverse distribution mechanism” or “RDM”). Investors in money market funds that cancel shares will lose money and may experience tax consequences.

Moreover, in some circumstances, money market funds may cease operations when the value of a fund drops below \$1.00 per share. In that event, the fund’s holdings will likely be liquidated and distributed to the fund’s shareholders. This liquidation process can be prolonged in nature and last for months. During this time, these funds would not be available to you to support purchases, withdrawals and, if applicable, check writing or ATM debits from your account.

***Risks Relating to Master Limited Partnerships.*** Master Limited Partnerships (“MLPs”) are limited partnerships or limited liability companies whose interests (limited partnership or limited liability company units) are generally traded on securities exchanges like shares of common stock. Investment in MLPs entails different risks, including tax risks, than is the case for other types of investments.

Currently, most MLPs operate in the energy, natural resources or real estate sectors. Investments in such MLP interests are subject to the risks generally applicable to companies in these sectors (including commodity pricing risk, supply and demand risk, depletion risk and exploration risk). Depending on the ownership vehicle, MLP interests are subject to varying tax treatment. Please see “Tax and Legal Considerations” in Item 4.A below and any mutual fund or ETF prospectus, for more information. You can obtain any mutual fund or ETF prospectus by asking your Financial Advisor.

***Risks Relating to Mutual Funds and ETFs that Primarily Invest in Master Limited Partnerships.*** In addition to the risks outlined above relating to Master Limited Partnerships, mutual funds and ETFs that primarily invest in MLPs generally accrue deferred tax liability. The fund’s deferred tax liability (if any) is reflected each day in the fund’s net asset value. As a result, the fund’s total annual operating expenses may be significantly higher than those of funds that do not primarily invest in Master Limited Partnerships. Please see the fund prospectus for additional information.

***Risks Relating to Mutual Funds, ETFs, Closed-End Funds and Annuities that Pursue Complex or Alternative Investment Strategies or Returns.*** These mutual funds, ETFs, closed-end funds and annuities utilize non-traditional, alternative or complex investment strategies and/or derivatives for both hedging and more speculative purposes, which can increase volatility and the risk of investment loss. Certain of these funds and certain annuity investment options (“subaccounts”) are sometimes referred to as “liquid alternatives.” These funds and annuity subaccounts often present higher costs and expenses, with certain of these funds and annuities charging fees that fluctuate with their performance. Please refer to the fund or annuity subaccount prospectus for additional information on expenses and descriptions of the specific non-traditional and complex strategies utilized by such fund or annuity subaccount. Alternative investment strategies are not appropriate for all investors.



While mutual funds, ETFs, closed-end funds and annuities may at times utilize non-traditional investment options and strategies, they have different characteristics than unregistered privately offered alternative investments. Because of regulatory limitations, these funds or annuity subaccounts that seek alternative-like investment exposure must utilize a more limited spectrum of investments. As a result, investment returns and portfolio characteristics of alternative mutual funds, ETFs, closed-end funds and certain annuity subaccounts may materially vary from those of privately offered alternative investments pursuing similar investment objectives. They are also more likely to have relatively higher correlation with traditional market returns than privately offered alternative investments. Moreover, Alternative Investments typically have limited liquidity with longer “lock-up” periods allowing them to pursue investment strategies without having to factor in the need to meet client redemptions. On the other hand, mutual funds typically must meet daily client redemptions. This differing liquidity profile can have a material impact on the investment returns generated by a mutual fund pursuing an alternative investing strategy compared with an Alternative Investment pursuing the same strategy.

Non-traditional investment options and strategies are often employed by a portfolio manager to further such fund’s or annuity’s investment objective and to help offset market risks. However, these features are complex, making it more difficult to understand such fund’s or annuity’s essential characteristics and risks, and how it will perform in different market environments and over various periods of time. They can also expose the mutual fund, ETF, closed-end fund or annuity to increased volatility and unanticipated risks particularly when used in complex combinations and/or accompanied by the use of borrowing or “leverage.”

***Risks Relating to Options.*** Before engaging in the purchase or sale of options, investors should understand the nature of and extent of their rights and obligations and be aware of the risks involved, including, without limitation, the risks pertaining to the business and financial condition of the issuer of the underlying security or instrument. When selling cash secured puts, you have the potential to lose money if the equity underlying the put option declines in value, with your maximum loss occurring if the value of the equity declines to zero. An option buyer (holder) runs the risk of losing the entire amount paid for the option in a relatively short period of time. An option writer (seller) faces the risk that the short option position may be assigned at any time during the life of the option, including the day the option was written, regardless of the in- or out-of-the money status of the position. If the short call option is assigned, the writer must deliver the underlying security. Options investing, like other forms of investing, involves tax considerations, and transaction costs that can significantly affect the profit and loss of buying and writing options. This section is not intended to enumerate all of the risks entailed in investing in options. For additional information on the risks of investing in options, please review the “Characteristics and Risks of Standardized Options” (“ODD”) published by the Options Clearing Corporation, which is available from your Financial Advisor.

***Risks Relating to Unit Investment Trusts.*** UITs invest in underlying securities pursuant to their investment objective and

strategy. While a UIT’s underlying portfolio is supervised, it is not actively managed and will hold, and may, when creating additional units, continue to buy, portfolio securities even if their outlook, market value or yields may have changed.

***Risks Relating to Digital Assets.*** Certain Exchange Traded Products (“ETPs”) available in the Program may hold underlying positions in cryptocurrencies such as Bitcoin, Ethereum, or other digital assets (“Digital Assets”). The risks related to an investment in Digital Assets are significant. Digital Assets are highly speculative and have been in existence for only a short period of time, and historical prices have been extremely volatile. An investor could lose their entire investment.

In addition to extreme volatility and the speculative nature of Digital Assets, an investor should be aware of additional risks and considerations, which include but are not limited to the following:

Due to the new and evolving nature of digital currencies, the regulatory landscape is uncertain, and the value of Digital Assets may be negatively impacted by future legal and regulatory developments.

Many significant aspects of the tax treatment of Digital Assets are uncertain. Moreover, ETPs containing Digital Assets are not intended to generate unrelated business taxable income” (“UBTI”); however, as tax treatment of Digital Assets evolves, this may change.

Any performance data relating to Digital Asset products may not be verifiable as pricing models are not uniform.

Certain Digital Asset exchanges have experienced failures or interruptions in service due to fraud, security breaches, operational problems or business failure, and similar events could impact the value of your investment, regardless of whether the fund or product relies on such an impacted exchange. Further, certain Digital Asset exchanges are not regulated to the same extent as other securities exchanges, which increases the chance that transactions conducted on such exchanges are subject to market manipulation. Both factors can impact your investment product’s ability to transact in a Digital Asset and/or materially decrease its price, thereby decreasing the value of your investment, regardless of whether your product relies on an impacted exchange.

Digital Assets could be permanently lost, stolen, destroyed or become inaccessible by virtue of, among other things, the loss or theft of the private keys necessary to access a product’s Digital Asset.

Digital Assets are not legal tender, and are not backed by any government, corporation or other identified body, other than with respect to certain cryptocurrencies that certain governments are or may be developing now or in the future. Digital Assets held in digital wallets are not FDIC insured. Certain of the spot cryptocurrency ETPs are not registered investment companies under the Investment Company Act of 1940 and therefore are not subject to the same regulatory requirements as mutual funds or traditional exchange traded funds. Shareholders do not have the same regulatory protections associated with registered investment companies. Please see the prospectus of each product/fund before making an investment decision.

Investment products with exposure to Digital Assets have traded

at prices that are materially lower (or higher) than the net asset value of the product's underlying shares, which means that the market price of a product's shares may be lower (or higher) than the value of the corresponding amount of Digital Assets that the share purports to represent. This risk is separate and distinct from the risk that the value of the relevant Digital Assets may decrease.

Due to the anonymity Digital Assets offer, they have known use in illegal activity, including drug dealing, money laundering, human trafficking, sanction evasion and other forms of illegal commerce. Abuses could impact legitimate consumers and speculators; for instance, law enforcement agencies could shut down or restrict the use of platforms and exchanges, limiting or shutting off entirely the ability to use or trade Digital Asset products.

An ETP, which has direct exposure to a Digital Asset, is different from a mutual fund or ETF that primarily invests in Digital Asset futures. Funds that invest in Digital Asset futures do not directly invest in cryptocurrency but instead seek to purchase futures contracts that speculate as to the future price of certain Digital Asset.

ETPs that track Digital Asset futures contracts may be subject to contango, which occurs when a given Digital Asset's spot price is lower than the price of the Digital Asset's futures price. Rolling contracts when futures prices are in contango involves selling lower priced futures and buying higher priced futures further from expiration; super contango occurs when the spot price of a given Digital Assets is trading dramatically below its futures price. The probability of the Digital Asset's futures curve experiencing super contango may be elevated due their highly volatile nature.

***Risks Relating to Differing Classes of Securities.*** Different classes of securities have different rights as creditor if the issuer files for bankruptcy or reorganization. For example, bondholders' rights generally are more favorable than shareholders' rights in a bankruptcy or reorganization.

For other risks relating to the particular strategy you hold in any Alternative Investment, see the offering materials for your Alternative Investment and, where available, the ADV Brochure for the manager of the Alternative Investment.

## **Tax and Legal Considerations**

Your Financial Advisor may agree with you to implement an investment strategy that you developed and that you believe is sensitive to your particular tax situation. You need to develop any such strategy in consultation with a qualified tax adviser. Certain tax-sensitive strategies can involve risks. Among others, tax-efficient management services involve an increased risk of loss because your account may not receive the benefit (e.g., realized profit, avoided loss) of securities transactions that would otherwise take place in accordance with your Financial Advisor's investment management decisions for the account.

Replacing an Alternative Investment manager may result in sales of securities and subject you to additional income tax obligations.

Investment in Alternative Investments and MLPs entails different risks, including tax risks, than is the case for other types of investments. Investors in MLPs hold "units" of the MLP (as opposed to a share of corporate stock) and are technically partners

in the MLP. Investors in Alternative Investments typically hold "interests" of the Alternative Investments (as opposed to a share of corporate stock) and may be technically partners in the Alternative Investments. Holders of MLP units or Alternative Investments are also exposed to the risk that they will be required to repay amounts to the MLP or Alternative Investment that are wrongfully distributed to them. Almost all MLPs have chosen to qualify for partnership tax treatment. Similarly, many Alternative Investments operate in a partnership structure and choose to qualify for partnership tax treatment. Partnerships do not pay U.S. federal income tax at the partnership level. Rather, each partner of a partnership, in computing its U.S. federal income tax liability, must include its allocable share of the partnership's income, gains, losses, deductions, expenses and credits. A change in current tax law, or a change in the business of a given MLP or Alternative Investment, could result in an MLP or Alternative Investment being treated as a corporation for U.S. federal income tax purposes, which would result in such MLP or Alternative Investment being required to pay U.S. federal income tax on its taxable income. The classification of an MLP or Alternative Investment as a corporation for U.S. federal income tax purposes would have the effect of reducing the amount of cash available for distribution by the MLP or Alternative Investment and could cause any such distributions received by the investor to be taxed as dividend income. If you have any questions about the tax aspects of investing in an MLP or Alternative Investment, please discuss with your tax advisor.

Investors in MLPs or Alternative Investments will receive a Schedule K-1 for each MLP or Alternative Investment in the portfolio, so they will likely receive numerous Schedule K-1s. Investors will need to file each Schedule K-1 with their federal tax return. Also, investors in MLPs or Alternative Investments may be required to file state income tax returns in states where the MLPs or Alternative Investments operate. Since some Schedule K-1s may not be provided until after the due date for the federal or state tax return, investors in MLPs or Alternative Investments may need to obtain an extension for filing their federal or state tax returns. Please discuss with your tax advisor how an investment in MLPs or Alternative Investments will affect your tax return.

Tax laws impacting Alternative Investments or MLPs may change, and this could impact any tax benefits that may be available through investment in an MLP or Alternative Investment.

**For the reasons outlined below, where an otherwise tax exempt account (such as a Retirement Account, charitable organization, or other tax exempt or deferred account) is invested in a pass through entity (such as a MLP), the income from such entity may be subject to taxation, and additional tax filings may be required. Further, the tax advantages associated with these investments are generally not realized when held in a tax-deferred or tax exempt account. Please consult your own tax advisor, and consider any potential tax liability that may result from such an investment in an otherwise tax exempt account.**

Earnings generated inside most qualified retirement plans, including defined benefit pension plans, defined contribution plans and individual retirement accounts, are generally exempt from federal income taxes; however, certain investments made

by Retirement Accounts may generate taxable income referred to as “unrelated business taxable income” (“UBTI”) that is subject to taxation at trust rates. Generally, passive types of income (when not financed with debt) such as dividends, interest, annuities, royalties, most rents from real property, and gains from the sale, exchange or other disposition of property (other than inventory or property held for sale in the ordinary course of a trade or business) do not generate UBTI. Active income associated with operating a trade or business, however, may constitute UBTI to an otherwise tax exempt investor such as a Retirement Account. In addition, UBTI may also be received as part of an investor’s allocable share of active income generated by a pass-through entity, such as partnerships (including limited partnerships and MLPs), certain trusts, subchapter S corporations, and limited liability companies that are treated as disregarded entities, partnerships, or subchapter S corporations for federal income tax purposes.

If more than \$1,000 of unrelated trade or business gross income is generated in a tax year, the Retirement Account’s custodian or fiduciary (on behalf of the Retirement Account) must file an Exempt Organization Business Income Tax Return, Form 990-T. With respect to an individual investing through an IRA, in calculating the threshold amount and the Retirement Account’s UBTI for the year, each IRA is generally treated as a separate taxpayer, even if the same individual is the holder of multiple IRAs.

The passive activity loss limitation rules also apply for purposes of calculating a Retirement Account’s UBTI, potentially limiting the amount of losses that can be used to offset the Retirement Account’s income from an unrelated trade or business each year. It should be noted that these rules are applied to publicly traded partnerships, such as MLPs, on an entity-by-entity basis, meaning that the passive activity losses generated by one MLP or Alternative Investment generally can only be used to offset the passive activity income (including unrelated traded or business income) from the same MLP or Alternative Investment. The passive activity losses generated by one MLP or Alternative Investment generally cannot be used to offset income from another MLP or Alternative Investment (or any other source). The disallowed losses are suspended and carried forward to be used in future years to offset income generated by that same MLP or Alternative Investment. However, once the Retirement Account disposes of its entire interest in the MLP or Alternative Investment to an unrelated party, the suspended losses can generally be used to offset any unrelated trade or business income generated inside the Retirement Account (including recapture income generated on the sale of the MLP or Alternative Investment interest, as well as income generated by other MLPs or Alternative Investments).

In calculating the tax, trust tax rates are applied to the Retirement Account’s UBTI (i.e., unrelated trade or business gross income less any applicable deductions, including the \$1,000 specific deduction). In addition to the passive loss limitation rules noted above, other limitations may apply to the Retirement Account’s potential tax deductions. In order to file Form 990-T, the Retirement Account is required to obtain an Employer Identification Number (“EIN”) because the plan (and not the plan owner or fiduciary) owes the tax. State and local income taxes may also apply. Accordingly, Retirement Account investors (and their fiduciaries) should consult their tax and legal advisors regarding the federal, state, and local income tax implications of

their investments.

Similar rules apply to other tax-exempt organizations (e.g., charitable and religious organizations), except that certain differences may apply. For instance, the UBTI of most other tax-exempt organizations is taxable at corporate rates, unless the organization is one that would be taxed as a trust if it were not tax-exempt in which case its UBTI is taxable at trust rates. Also, the passive activity loss limitation rules do not apply to all tax-exempt organizations. Tax-exempt investors should consult their tax and legal advisors regarding the federal, state, and local income tax implications of their investments.

## Fees

In the CGA program, the client pays a wrap fee to MSWM (the “MSWM Fee”), which covers MSWM investment advisory services, custody of securities, trade execution with or through MSWM, as well as compensation to any Financial Advisor. You will also pay the Platform Fee (described below), which is separate from (and in addition to) the MSWM Fee.

Alternative Investments also have fees that are paid to the manager of the Alternative Investment. We do not pay the manager of the Alternative Investment any part of the fee that you pay to us.

You may pay the MSWM Fee by the following methods pursuant to the maximum fee stated below: an asset-based fee or, in some cases, CGA clients may negotiate an annual fixed dollar amount which is generally paid quarterly.

**Maximum Fee.** The maximum annual MSWM Fee for CGA accounts is 2.00% of the market value of the eligible assets in the account.

It is possible that the compensation paid to MSWM through the annual fixed dollar amount billing arrangement is greater than the maximum asset-based MSWM Fee charged by MSWM to clients who have selected that asset-based billing arrangement.

**Platform Fee.** You will be charged a Platform Fee for the various support and administrative services we provide to maintain the platform on which your account and the Program resides. The Platform Fee is a 0.035% annual asset-based fee. The Platform Fee is in addition to the MSWM Fee, is non-negotiable and is generally applicable to all CGA accounts, except for Retirement Accounts covered by Title I of ERISA, including for example, certain Simplified Employee Pension (“SEPs”) accounts, and SIMPLE IRAs, 529 plans and accounts we classify as institutional.

The MSWM Fee and the Platform Fee shall be collectively referred to as the “Fee.” Provisions and conditions of the Fee as described in this section generally apply to the Platform Fee with one exception; the Platform Fee is paid quarterly in arrears based solely on the closing market value of the assets in the account on the last business day of the billing quarter and will become due within fifteen (15) business days after the end of the billing quarter.

**Offset to the Platform Fee.** We collect revenue from certain Investment Product providers (“Offset Revenue”) but which we credit to accounts subject to the Platform Fee, regardless of any Investment Product holdings or investments. Crediting this Offset Revenue to accounts subject to the Platform Fee is designed to address conflicts of interest associated with collecting the Offset Revenue from applicable Investment Product providers. For mutual funds, non-sweep money market funds, alternative investments, and certain ETFs, the Offset Revenue generally includes, as applicable, revenue share, support fees, and/or mutual fund administrative services fees, as discussed below.

Each billing quarter, we will allocate proportionately such Offset Revenue we receive from these sources to accounts subject to the Platform Fee (“Platform Fee Accounts”). The amount of Offset Revenue we apply to a Platform Fee Account during any particular billing quarter is up to the amount of the Platform Fee charged to that Platform Fee Account for the same billing quarter (“Offset Credit”).

The Offset Credit will generally be applied within fifteen (15) business days after the end of the previous billing quarter and is generally intended to reduce the impact of the Platform Fee. The amount of the Offset Credit is expected to vary quarter to quarter and may be less than the Platform Fee charged to your account for any billing quarter. To the extent we collect more Offset Revenue in a billing quarter than the amount of the Platform Fee, we will carryover such excess (“Carry Over Credit”) and apply it to the subsequent billing quarter to be allocated to accounts as described above.

Changing circumstances, such as market conditions, a shift in investments away from Investment Products that provide revenue or significant reallocation of investments to those that pay a lower amount of compensation will reduce the amount of Offset Revenue available to be credited. The amount of Offset Revenue available for crediting for any particular quarter will be reduced for the costs of third-party administrative expenses, if any, directly associated with the collection, calculation, and crediting of the Offset Revenue. Accounts will have no rights to

the amounts of Offset Revenue collected by us until actually credited, including but not limited to amounts collected in a prior billing quarter. We can modify or discontinue the Offset Credit amount or mechanism at any time, but amounts collected by us prior to the effective time of any such change will be used to offset or reduce Platform Fees or Fees payable by accounts, but not necessarily the accounts that generated such Offset Revenue. We reserve the right to stop collecting Offset Revenue entirely at any time and, if we do not receive Offset Revenue, the Offset Credit will be \$0. We have no obligation to attempt to maximize the collection of Offset Revenue during the time in which we are collecting it.

An account that is not subject to the Platform Fee during a billing quarter will not receive the Offset Credit for that billing quarter. As the Offset Credit is applied based on account value and not actual Investment Product holdings, accounts holding little to no Investments Products (or Investments Products that pay lessor amounts of Offset Revenue) will disproportionately benefit from the credit applied. This is generally mitigated by subjecting those accounts to the Platform Fee. Additionally, Offset Revenue is not collected with respect to investments held in accounts that are not

subject to the Platform Fee, Retirement Accounts covered by Title I of ERISA, 529 plans and accounts we classify as institutional.

**Additions and Withdrawals; Refund on Account Termination.** You may make additions into the account at any time, subject to our right to terminate the account. Additions may be in cash, Alternative Investments, Funds, stocks, or bonds, provided that we reserve the right to decline to accept particular securities into the account or impose a waiting period before certain securities may be deposited. We may accept other types of securities for deposit at our discretion. You understand that if Alternative Investments or Funds are transferred or journaled into the account, you will not recover the front-end sales charges previously paid and/or may be subject to a contingent deferred sales charge, as applicable, or redemption or other fee based on the length of time that you have held those securities.

We may require you to provide up to six (6) business days’ prior oral or written notice to your Financial Advisor of withdrawal of assets from the account, subject to the usual and customary securities settlement procedures.

No Fee adjustment will be made during any billing period for withdrawals or deposits. No Fee adjustment will be made during any billing period for appreciation or depreciation in the value of account assets during that period.

If the account is terminated by either party, you will be entitled to a prorated refund of any pre-paid MSWM Fee, based on the number of days remaining in the billing month after the date upon which notice of termination is effective.

**Valuation of Account Assets.** In computing the value of assets in the account, securities (other than Funds, Alternative Investments and annuities) traded on any national securities exchange or national market system shall be valued, as of the valuation date, at the closing price and/or mean bid and ask prices of the last recorded transaction on the principal market on which they are traded. Account assets invested in Funds registered as open-end mutual funds will be valued based on the Fund’s net asset value calculated as of the close of business on the valuation date, per the terms of the applicable Fund prospectus. Account assets invested in an annuity will be valued by the issuing insurance company, calculated as of the close of the prior business day or as otherwise provided for in the prospectus for the annuity. We will value any other securities or investments in the account in a manner we determine in good faith to reflect fair market value, and we may rely upon valuations from our affiliate Morgan Stanley & Co. LLC (MS&Co.) for certain securities, including collateralized loan obligations. Any such valuation should not be considered a guarantee of any kind whatsoever with respect to the value of the assets in the account.

In valuing assets, we use information provided by recognized independent quotation and valuation services. We believe this information to be reliable but do not verify the accuracy of the information provided by these services. If any information provided by these services is unavailable or MSWM has determined is unreliable, we will value assets in a manner we determine in good faith to reflect fair market value.

**Fees are Negotiable.** Fees for the CGA program are negotiable based on factors including the type and size of the account and the range of services provided by the Financial Advisor. In special circumstances, and with the client's agreement, the MSWM Fee charged to the client for an account may be more than the maximum annual fee stated in this section.

The MSWM Fee for your account may be (i) higher or lower than the fees that we would charge the account if you had purchased the services covered by the MSWM Fee separately; (ii) higher or lower than the fees that we charge other clients, depending on, among other things, the extent of services provided to those clients and the cost of such services; and (iii) higher or lower than the cost of similar services offered through other financial firms.

**When Fees are Payable.** Fees are payable as described in the Account Agreement and in this Brochure.

Generally, the initial Fee is due in full on the date you open your account at MSWM and is based on the market value of assets in the account on or about that date. The initial Fee payment generally covers the period from the opening date through (at your or your Financial Advisor's election) the last day of the applicable billing period and is prorated accordingly. However, in certain circumstances where inception date occurs at the end of a monthly billing period, the initial Fee shall cover the period from the inception date through the last day of the next full billing period and is prorated accordingly. Thereafter, the Fee is paid monthly in advance based on the account's market value on the last business day of the previous billing month and is due promptly. This fee calculation does not apply if you pay us by annual fixed dollar amounts.

**Breakpoints.** Fee rates may be expressed as a fixed rate applying to all assets in the account, or as a schedule of rates applying to different asset levels, or "breakpoints." When the MSWM Fee is expressed as a schedule of rates corresponding to different breakpoints, discounts, if any, are negotiated separately for each breakpoint. The fee rate will be blended, meaning that as the value of account assets reaches the various breakpoints, the incremental assets above each threshold are charged the applicable rates. The effective fee rate for the account as a whole is then a weighted average of the scheduled rates and may change with the account asset level.

**Accounts Related for Billing Purposes.** When two or more investment advisory accounts are related together for billing purposes ("Billing Relationship"), you can benefit even more from existing breakpoints. If you have two accounts in the Billing Relationship, fees on Account #1 are calculated by applying your total assets (i.e., assets in Account #1 + assets in Account #2) to the Account #1 breakpoints. Because this amount is greater than the amount of assets solely in Account #1, you may have a greater proportion of assets subject to lower fee rates, which in turn lowers the average fee rate for Account #1. This average fee rate is then multiplied by the actual amount of assets in Account #1 to determine the dollar fee for Account #1. Likewise, the total assets are applied to the Account #2 breakpoints to determine the average fee rate for Account #2, which is then multiplied by the actual amount of assets in Account #2 to determine the dollar fee for Account #2.

Only certain accounts can be included in a Billing Relationship, based on applicable rules and regulations and MSWM's policies and procedures. Even where accounts are eligible to be related under these policies and procedures, they will only be included in a Billing Relationship if this is specifically agreed between you and your Financial Advisor. For more information about which of your accounts are grouped in a particular Billing Relationship, please contact your Financial Advisor.

**ERISA Fee Disclosure for Qualified Retirement Plans.** In accordance with Department of Labor regulations under Section 408(b)(2) of ERISA, MSWM is required to provide certain information regarding our services and compensation to assist fiduciaries and plan sponsors of those retirement plans that are subject to the requirements of ERISA in assessing the reasonableness of their plan's contracts or arrangements with us, including the reasonableness of our compensation. This information is provided to you at the outset of your relationship with us and is set forth in this Brochure and in your Account Agreement. It is also provided at least annually to the extent that there are changes to any investment-related disclosures for services provided as a fiduciary under ERISA.

**Other.** Because the program described in this Brochure does not involve third party investment managers, we receive the entire MSWM Fee (except for referral payments as described in Item 9 below under "Client Referrals and Other Compensation"), and we pay your Financial Advisor a portion of the entire MSWM Fee. See Item 4D below ("Compensation to Financial Advisors") for more information.

## B. Comparing Costs

The primary service that you are purchasing in the CGA program described in this Brochure is your Financial Advisor providing advice to help you evaluate your investment objectives and risk tolerance and enable you to invest in a broad range of eligible assets. Cost comparisons are difficult because this particular type of service is not offered in other CG programs. Depending on the level of trading and types of securities purchased or sold in your account, if purchased separately, you may be able to obtain transaction execution at a higher or lower cost at MSWM or elsewhere than the MSWM Fee in this program. However, such transactions may not be executed on a non-discretionary basis in other types of CG programs. Commissions from trading on a non-discretionary basis in a brokerage account may be higher or lower than the fees you pay depending on the level of trading. Clients who have a low level of trading and do not require investment advisory services may be able to obtain transaction execution at a lower cost in a brokerage account.

If you change your brokerage account to a fee-based advisory account, to the extent your brokerage account held class C mutual fund shares for five years or longer, these shares would likely have converted to load-waived (lower cost) Class A shares in the near future, thereby significantly reducing the ongoing internal mutual fund expenses you would have paid to hold them in your brokerage account. By changing your account from a brokerage account into a fee-based advisory account, your mutual fund shares will convert to the advisory share class (if available), which, in general will further lower overall costs. However, in exchange for advisory services you will receive, you will pay an additional asset-based fee which you would not pay in a brokerages account.

In a brokerage account, you would not receive the investment advisory services described in this Brochure. If you participate in the CGA program, you pay a fee, based on the market value of the account, for a variety of services and accordingly could pay more or less for such services than if you purchased such services separately (to the extent that such services would be available separately to you). Furthermore, the same or similar services to those available in the CGA program may be available at a lower fee in programs offered by other investment advisors. For certain investment styles there may be a mutual fund offered by the same investment management firm and, therefore, the underlying investments in the mutual fund may be substantially identical as those in an Alternative Investment.

You should consider these and other differences when deciding whether to invest in an investment advisory or a brokerage account and, if applicable, which advisory programs best suit your individual needs. For more information about the differences between brokerage and advisory accounts, please refer to our Form CRS (Client Relationship Summary) at [www.morganstanley.com/adv](http://www.morganstanley.com/adv) as well as the document entitled "Understanding your Brokerage and Investment Advisory Relationships" which is available at: <http://www.morganstanley.com/wealth-relationshipwithms/pdfs/understandingyourrelationship.pdf>.

## C. Additional Fees

If you open an account in the CGA program described in this Brochure, you will pay us an MSWM Fee which covers investment advisory services, custody of securities, trade execution with or through MSWM, as well as compensation to any Financial Advisor. You also pay the Platform Fee as described above.

The MSWM Fee does not cover:

- the costs of investment management fees and other expenses charged by Alternative Investments, Funds, UITs and annuities (see below for more details);
- "mark-ups," "mark-downs," and dealer spreads, if any (A) that MSWM or its affiliates (including MS&Co) receive when acting as principal in certain transactions where permitted by law or (B) that other broker-dealers receive when acting as principal in certain transactions effected through MSWM and/or its affiliates acting as agent, which is typically the case for dealer market transactions (e.g., fixed income, over-the-counter equity, and foreign exchange ("FX") conversions in connection with purchases or sales of FX-denominated securities and with payments of principal and interest

dividends on such securities);

- brokerage commissions or other charges resulting from transactions not effected through MSWM or its affiliates;
- MSWM account establishment or maintenance fees for IRA accounts and Versatile Investment Plans ("VIP"), which are described in the respective IRA and VIP account and fee documentation (which may change from time to time);
- account closing/transfer costs;
- processing fees;
- certain other costs or charges that may be imposed by third parties (including, among other things, odd-lot differentials, transfer taxes, foreign custody fees, exchange fees, supplemental transaction fees, regulatory fees and other fees or taxes that may be imposed pursuant to law); and/or
- interest charged to the account should the account have a trade-related debit balance.

## Funds in Advisory Programs

Investing in strategies that invest in mutual funds, non-sweep money market funds, closed-end funds and ETFs (collectively referred to in this *Funds in Advisory Programs* Section as "Funds") is more expensive than other investment options offered in your advisory account. In addition to our Fee, you pay the fees and expenses of the Funds in which your account is invested. Fund fees and expenses are charged directly to the pool of assets the Fund invests in and are reflected in each Fund's net asset value. These fees and expenses are an additional cost to you that is embedded in the price of the Fund, and therefore, are not included in the fee amount in your account statements. Each Fund expense ratio (the total amount of fees and expenses charged by the Fund) is stated in its prospectus. The expense ratio generally reflects the costs incurred by shareholders during the Fund's most recent fiscal reporting period. Current and future expenses may differ from those stated in the prospectus.

You do not pay any sales charges for purchases of Funds in the program described in this Brochure. However, some mutual funds may charge, and not waive, a redemption fee on certain transaction activity in accordance with the policies described in the applicable prospectus.

MSWM shall not be responsible for any misstatement or omission or for any loss attributable to such misstatement or omission contained in any Fund prospectus, fact sheet or any other disclosure document provided to us for distribution to clients.

MSWM also receives the following fees and payments in connection with your investment in a Fund.

## Alternative Investments in Advisory Programs

Investing in Alternative Investments is generally more expensive than certain other investment options offered in other advisory programs. In addition to our MSWM Fee, you pay the fees and expenses of the Alternative Investments in which your account is invested. Such fees and expenses are charged directly to the pool of assets in which the Alternative Investments invest. These fees and expenses are an additional cost to you and are not included in the fee amount in your account statements. Each Alternative Investment describes their fees in its offering



materials. Current and future expenses may differ from those stated in the offering materials.

Certain Alternative Investments available in the CGA program discount the fees charged to you as a result of your participation in an advisory program. On termination of your advisory account for any reason, or the transfer of the Alternative Investment interests out of your advisory account, we will inform the Alternative Investment managers of the termination of your participation in the CGA program and seek to convert any advisory interests of Alternative Investments into interests that are available in non-advisory accounts or we may seek to have these advisory interests redeemed. Non-advisory interests generally have higher fees and expenses than the corresponding advisory interests, which may increase the cost of your investment and negatively impact investment performance.

In most instances, MSWM is entitled to receive fee payments from the Alternative Investment manager or its affiliates in connection with investments held by non-advisory clients. Therefore, MSWM has a conflict of interest in recommending Alternative Investments in the CGA program, from which MSWM may receive fee payments outside of this program, over other securities where there are no such payments.

You do not pay any sales charges for purchases of Alternative Investments in the CGA program. However, some Alternative Investments may charge, and not waive, a redemption fee on certain transaction activity in accordance with their offering materials.

Certain Alternative Investments are sponsored or managed by, or receive other services from, MSWM and its affiliates, which include, but are not limited to, Morgan Stanley Investment Management, Eaton Vance, Boston Management and Research, Calvert Research and Management, Atlanta Capital Management Company and Parametric Portfolio Associates. MSWM or the affiliated sponsor or manager (or other service provider) receive additional investment management fees and/or other fees from these Alternative Investments. Therefore, MSWM has a conflict to recommend MSWM-affiliated Alternative Investments. In order to mitigate this conflict, Financial Advisors do not receive additional compensation for recommending proprietary and/or affiliated Alternative Investments. Additionally, affiliated Alternative Investments and sponsors are generally subject to the same economic arrangements with MSWM as those that MSWM has with third-party managers.

***Support Fees and Mutual Fund Administrative Services Fees.***

MSWM receives a support fee, also called a revenue sharing payment from the sponsors of mutual funds, non-sweep money market funds, and actively-managed ETFs that Financial Advisors can recommend for purchase (but not, for example passively-managed ETFs that seek to track the performance of a market index). Revenue-sharing payments are generally paid out of such a fund's sponsor or other affiliate's revenues or profits and not from the applicable fund's assets. We charge revenue sharing fees on client account holdings in such funds generally according to a tiered rate that increases along with those funds' management fee, so that sponsors pay lower rates on funds with lower management fees than on those with higher management fees. The rate ranges up to a maximum of 0.12% per year (\$12 per \$10,000 of assets) for mutual funds and applicable ETFs, and up to 0.10% (\$10 per \$10,000 of assets) for non-sweep money market

funds.

MSWM also receives compensation from mutual funds for providing certain recordkeeping and related administrative services to the funds. For example, we process transactions with mutual fund families on an omnibus basis, which means we consolidate our clients' trades into one daily trade with the fund, and therefore maintain all pertinent individual shareholder information. For these services, mutual funds pay 0.10% per year (\$10 per \$10,000) on mutual fund assets held by investors in the advisory program covered by this Brochure. Administrative services fees may be viewed in part as a form of revenue-sharing if and to the extent they exceed what the mutual fund would otherwise have paid for these services.

As discussed herein, all of the support fees and/or administrative services compensation we collect from mutual funds, non-sweep money market funds, and/or actively managed ETFs or their affiliated service providers with respect to investment advisory assets is returned to clients in the form of a fee offset. See the section above titled "Offset to the Platform Fee" for more information and eligibility to receive an offset.

Notwithstanding the foregoing, MSWM does not receive such payments in relation to those clients that are covered by Title I of ERISA, including, for example, certain SEPs and SIMPLE IRAs.

***Expense Payments and Fees for Data Analytics.*** MSWM provides Fund families with opportunities to sponsor meetings and conferences and grants them access to our branch offices and Financial Advisors for educational, marketing and other promotional efforts. Some Fund representatives work closely with our branch offices and Financial Advisors to develop business strategies and support promotional events for clients and prospective clients, and educational activities. Some Fund families or their affiliates reimburse MSWM for certain expenses incurred in connection with these promotional efforts, client seminars and/or training programs. Fund families independently decide if and what they will spend on these activities, with some Fund families agreeing to make substantial annual dollar amount expense reimbursement commitments. Fund families also invite our Financial Advisors to attend Fund family-sponsored events. Expense payments may include meeting or conference facility rental fees and hotel, meal and travel charges. For more information regarding the payments MSWM receives from Fund families, please refer to the brochures titled "Mutual Fund Features, Share Classes and Compensation" and "ETF Revenue Sharing, Expense Payments and Data Analytics" (together, the "Mutual Fund and ETF Brochures"), which can be found at <https://www.morganstanley.com/disclosures>. The Mutual Fund and ETF Brochures are also available from your Financial Advisor on request.

Fund family representatives are allowed to occasionally give nominal gifts to Financial Advisors, and to occasionally entertain Financial Advisors (subject to an aggregate entertainment limit of \$1,000 per employee per Fund family per year). MSWM's non-cash compensation policies set conditions for each of these types of payments, and do not permit any gifts or entertainment conditioned on achieving any sales target.

MSWM also provides Fund families with the opportunity to purchase data analytics regarding Fund sales. The amount of the fee depends on the level of data. We also offer sponsors of passively managed ETFs a separate transactional data fee and offer sponsors of alternative investments a separate data analytics fee. Additional fees apply for those Fund families that elect to purchase supplemental data analytics regarding other financial product sales at MSWM. For more information regarding these payments, as well as others, please refer to the Mutual Fund and ETF Brochures described above.

### ***Conflicts of Interest Regarding the Above Described Fees and Expense Payments***

The above-described fees present a conflict of interest for Morgan Stanley and our Financial Advisors to promote and recommend those Funds that make these payments rather than other eligible investments that do not make these or similar payments. Further, in aggregate, we receive significantly more support from participating revenue sharing sponsors and mutual funds that pay administrative services fees with the largest client holdings at our firm, as well as those sponsors that provide significant sales expense payments and/or purchase data analytics. This in turn could lead Morgan Stanley and/or our Financial Advisors and Branch Managers to focus on those Fund families. In addition, since our revenue sharing support fee program utilizes rates that are higher for Funds with higher management fees, we have a conflict of interest to promote and recommend Funds that have higher management fees. In order to mitigate these conflicts, Financial Advisors in advisory programs and their Branch Managers do not receive additional compensation as a result of the support fees, mutual fund administrative service fees and data analytics payments received by Morgan Stanley. Moreover, as noted above, the support fees and administrative services fees are collected and credited to Program accounts.

### ***Other Compensation***

Morgan Stanley or its affiliates receive, from certain Funds, compensation in the form of commissions and other fees for providing traditional brokerage services, including related research and advisory support, and for purchases and sales of securities in Fund portfolios. We and/or our affiliates also receive other compensation for certain Funds for financial services performed for the benefit of such Funds, including but not limited to providing stand-by liquidity facilities. Providing these services may give rise to a conflict of interest for Morgan Stanley or its affiliates to place their interests ahead of those of the Funds by, for example, increasing fees or curtailing services, particularly in times of market stress.

Morgan Stanley prohibits linking the determination of the amount of brokerage commissions and/or fees charged to a Fund to the aggregate values of our overall Fund-share sales, client holdings of the Fund or to offset the revenue-sharing, administrative service fees, expense reimbursement and data analytics fees described above. Financial Advisors and their Branch Managers receive no additional compensation as a result of these payments received by Morgan Stanley.

In addition, we generally seek to be reimbursed for the associated

operational and/or technology costs of adding an/or maintaining Funds on our platform. These flat fees are paid by Fund sponsors or other affiliates (and not the Funds). Financial Advisors and their Branch Managers do not receive compensation for recommending Funds that have reimbursed Morgan Stanley for our costs.

***Affiliated Funds.*** Certain Funds are sponsored or managed by, or receive other services from, MSWM and its affiliates, which include but are not limited to, Morgan Stanley Investment Management Inc. (“MSIM”), Eaton Vance Management (“EVM”), Boston Management and Research, Calvert Research and Management, Atlanta Capital Management Company and Parametric Portfolio Associates. MSWM or the affiliated sponsor (or other service provider) receives additional investment management fees and other fees from these Funds. Therefore, MSWM has a conflict to recommend MSWM proprietary and/or affiliated Funds. In order to mitigate this conflict, Financial Advisors do not receive additional compensation for recommending proprietary and/or affiliated funds. Additionally, affiliated Funds and sponsors are subject to the same economic arrangements with MSWM as those that MSWM has with third-party Funds.

To the extent that affiliated Funds are offered to and purchased by Retirement Accounts, the fee on any such Retirement Account will be reduced or offset by the amount of the fund management fee, shareholder servicing fee and distribution fee that we, or our affiliates, receive in connection with such Retirement Account’s investment in such affiliated Fund.

***Mutual Fund Share Classes.*** Mutual funds typically offer different ways to buy fund shares. Some mutual funds offer only one share class while most funds offer multiple share classes. Each share class represents an investment in the same mutual fund portfolio, but assesses different fees and expenses. Many mutual funds have developed specialized share classes designed for various advisory programs (“Advisory Share Classes”). In general, Advisory Share Classes are not subject to either sales loads or ongoing marketing, distribution and/or service fees (often referred to as “12b-1 fees”), although some will assess fees for record keeping and related administrative services, as disclosed in the applicable prospectus. MSWM typically utilizes Advisory Share Classes that compensate MSWM for providing such recordkeeping and related administrative services to its advisory clients. However, our fees for these services are included in the Offset Credit which is applied to the Platform Fee for the benefit of clients, as described above. If you wish to purchase other types of Advisory Share Classes, such as those that do not compensate intermediaries for record keeping and administrative services, which generally carry lower overall costs and would thereby increase your investment return, you will need to do so directly with the mutual fund or through an account at another financial intermediary.

Please note, we may offer non-Advisory Share Classes of mutual funds (i.e., those that are subject to 12b-1 fees) if, for example, a fund does not offer an Advisory Share Class that is equivalent to those offered here. In such instance, MSWM will rebate directly to the clients holding such fund any such 12b-1 fees that we receive. Once we make an Advisory Share Class available for a particular mutual fund, clients can only purchase the

Advisory Share Class of that fund.

If you hold non-Advisory Share Classes of mutual funds in your advisory account or seek to transfer non-Advisory Share Classes of mutual funds into your advisory account, MSWM (without notice to you) will convert those shares to Advisory Share Classes to the extent they are available. This will typically result in your shares being converted into a share class that has a lower expense ratio, although exceptions are possible. Subject to limited exceptions, any fees that you pay while holding non-Advisory Share Classes (e.g., sales loads, 12b-1 fees, etc.) will not be offset, rebated or refunded to you when your non-Advisory Share Class is converted into an Advisory Share Class.

On termination of your advisory account for any reason, or the transfer of mutual fund shares out of your advisory account, we will convert any Advisory Share Classes of funds into a share class that is available in non-advisory accounts or we may redeem these fund shares altogether. Non-Advisory Share Classes generally have higher operating expenses than the corresponding Advisory Share Class, which will increase the cost of investing and negatively impact investment performance.

For more information, please refer to the Mutual Fund and ETF Brochures described above.

### UITs in Advisory Programs

Investing in Unit Investment Trusts (“UITs”) is typically more expensive than other investment options offered in your advisory account. A UIT is an SEC-registered investment company that issues redeemable securities and invests in a portfolio of bonds and/or equity securities according to a specific investment objective or strategy. Generally, a UIT’s portfolio is not actively traded and follows a “buy and hold” strategy, investing in a static portfolio of securities for a specified period of time, regardless of market conditions. At the end of the specified period, UITs terminate and all remaining portfolio securities are sold. Redemption proceeds are then paid to investors.

**UIT Fees and Expenses.** In addition to the MSWM Fee, you will pay the UIT’s fees and expenses, which are charged directly to the pool of assets in the UIT and are reflected in the unit price. Because UIT fees and expenses vary, it is important to consider the fees and expenses charged by each UIT when making an investment. A UIT’s fees and expenses are stated in its prospectus and generally include, among others, creation and development fees (“C&D fees”), organization costs, trustee fees and ongoing operating expenses. These fees generally range from 0.25 to 1.85% depending on the strategy.

C&D fees, which vary among UITs, compensate UIT sponsors for determining a UIT’s investment objectives and selecting portfolio securities. C&D fees are generally paid in full at the close of a UIT’s initial offering period regardless of how long an investor holds the UIT. Some UITs, however, charge C&D fees that are assessed as a percentage of the average daily net assets of the UIT (i.e., a “Daily Accrued Fee”), which means that an investor will only pay C&D fees for the time they are invested. As a result, in addition to the size of a UIT’s C&D fees, you should consider whether it is possible to invest in a UIT that has a Daily Accrued C&D fee. If you invest in a UIT that has a Daily Accrued C&D fee, as well as a UIT that does not, you should consider the impact

of such C&D fees when deciding to redeem your UIT investments. **Further, note that some UITs do not have C&D fees at all.**

With respect to organization costs, which also vary among UITs, please keep in mind that a UIT’s organization costs are generally paid in full at the close of a UIT’s initial offering period. As a result, you will pay the full amount of any such organization costs even if you redeem your position in the UIT prior to the UIT’s termination date. **Upfront organizational costs can be significant, representing 1/3 or more of the total expense of owning a UIT.**

If you purchased the securities held by the UIT instead of purchasing the UIT, you would not be subject to the UIT’s fees and expenses. Rather, you would only be subject to the MSWM Fee because the program described in this Brochure does not impose separate brokerage commissions if you execute through MSWM or its affiliates. You should discuss with your Financial Advisor whether you should purchase the securities held by a UIT rather than purchasing the UIT itself. Note, the amount of securities held by the UIT, among other reasons, might make this impractical.

MSWM offers UITs sponsored by unaffiliated UIT providers, as well as UITs sponsored by MSWM. This presents a conflict of interest for MSWM and our Financial Advisors to the extent they lead us to focus on proprietary UITs instead of unaffiliated UITs. In order to mitigate this conflict, Financial Advisors and their Branch Office Managers do not receive additional compensation for recommending proprietary UITs.

**Holding UITs in Advisory and Brokerage Programs.** It is important that you understand the differences in which fees and charges are assessed on UITs held in advisory accounts, as opposed to those purchased in traditional brokerage accounts. When you purchase a UIT in an advisory account, the value of the UIT will be included in the calculation of your MSWM Fee, but you will not be assessed sales charges that apply to UITs purchased in brokerage accounts.

If the amount of the MSWM Fee plus the UIT’s fees and expenses exceeds the total fee for the same or similar UIT if purchased in a traditional brokerage account, you will pay more for the UIT held in your advisory account over the life of the investment. Your Financial Advisor will not receive a selling commission on your purchase of the UIT in an advisory account. Instead, your Financial Advisor will receive a portion of the MSWM Fee, which will include the value of the UIT, together with other eligible assets. You should carefully consider the costs you will pay and the services you will receive when deciding to purchase a UIT or any other investment product in either an advisory or brokerage account. For example, it may make sense to hold a UIT in an advisory account if:

- you appreciate the flexibility to redeem your UIT units prior to the termination date without paying a deferred sales charge; and/or
- you value the service that your Financial Advisor would provide by advising you on your entire portfolio in your advisory account (including UITs).

Conversely, it would make sense to hold a UIT in a brokerage account if:

- you are confident that it is unlikely that you will redeem your UIT units prior to the termination date, and/or
- you feel that the relatively static “buy and hold” nature of UITs would not justify the additional expense of holding them in an advisory account.

For more information about the differences between advisory and brokerage accounts, please review the document titled “Understanding Your Brokerage and Investment Advisory Relationships” available at

<http://www.morganstanley.com/wealth-relationshipwithms/pdfs/understandingyourrelationship.pdf>.

#### ***Access to Branches, Expense Payments and Data Analytics Fees.***

MSWM provides UIT sponsors, many of which also sponsor other investment products such as mutual funds and exchange-traded funds, with opportunities to sponsor meetings and conferences and grants them access to our branch offices and Financial Advisors for educational, marketing and other promotional efforts. Some UIT sponsors also work closely with our branch offices and Financial Advisors to develop business strategies and plan promotional events for clients and prospective clients and educational activities. UIT sponsors or their affiliates, with regard to UITs or other investment products offered through MSWM, make payments to MSWM in connection with these promotional efforts to reimburse MSWM for expenses incurred for sales events and training programs as well as client seminars, conferences and meetings. UIT sponsors also invite our Financial Advisors to attend events. Expense payments may include meeting or conference facility rental fees and hotel, meal and travel charges. In addition, MSWM provides UIT sponsors with the opportunity to purchase sales data analytics regarding UITs and other investment products.

These facts present a conflict of interest for MSWM and our Financial Advisors to the extent they lead us to focus on UITs from those sponsors, including MSWM, that commit significant financial and staffing resources to promotional and educational activities and/or purchase sales data analytics instead of UITs from sponsors that do not. In order to mitigate this conflict, Financial Advisors and their Branch Office Managers do not receive additional compensation for recommending UITs from sponsors that provide significant sales and training support and/or purchase data analytics.

UIT sponsor representatives are allowed to provide funding for client/prospect seminars, employee education and training events, an occasional meal and entertainment and gifts. MSWM’s non-cash compensation policies set conditions for these types of payments, and do not permit any funding conditioned on achieving any sales target or awarded on the basis of a sales contest.

#### **Annuities (Variable, Registered Index Linked, Fixed Index) in Advisory Programs**

Investing in annuities may be more expensive than other investment options offered in your advisory account. An annuity is a contract between you and an insurance company, where the insurance company agrees to make periodic payments to you

sometime in the future. Annuities offer features not generally found in other types of investment products, such as tax deferred earnings (not a benefit when purchased within an Individual Retirement Account or other tax qualified retirement account), death benefit protection options, living benefit protection options, lifetime income options and other features.

Variable annuities, excluding any fixed subaccounts available within the contract, are held in insurance company separate accounts which are segregated from the insurance company’s general account and other assets for accounting and reporting purposes, and are insulated from claims of the insurance company’s general account. Registered Index Linked and Fixed Index Annuities are held in the insurance company’s general account.

Annuities, where applicable, charge a mortality and expense fee that compensates the issuing insurance company for the administrative and distribution costs as well as certain insurance-based guarantees it provides as applicable under the contract. Annuities, where applicable, charge investment fees that are paid to the underlying investment adviser for your chosen subaccounts. Annuities, where applicable, also charge an additional fee for any optional death benefit riders and/or living benefit riders that you select (e.g., enhanced death benefit, withdrawal benefits, income benefits). In general, annuities that are available for purchase in an advisory account have lower mortality and expense fees than similar annuities from the same issuing insurance company when the product is purchased in a traditional brokerage account. The amount of the difference in mortality and expense fees is largely attributable to the portion of the mortality and expense fee that the issuing insurance company uses to pay selling commission to MSWM and your Financial Advisor in a traditional brokerage account. The fee for any optional death benefit riders and/or living benefit riders is generally the same whether the annuity is purchased in an advisory account or a traditional brokerage account because no additional selling compensation is paid if you select an optional benefit rider. The fees charged by the annuity are stated in the brokerage or advisory annuity product prospectus, disclosure statement or contract summary, respectively.

It is important that you understand the differences in the way in which fees and charges are assessed on annuity contracts held in advisory accounts and how those fees and charges differ when an annuity is purchased in a traditional brokerage account. When you purchase an annuity in an advisory account, the value of the annuity will be included in the calculation of your MSWM Fee. In addition to the MSWM Fee, you may pay mortality and expense fees (if applicable), investment fees and any optional death benefit rider and/or living benefit rider fees charged by the annuity. The MSWM Fee will be deducted from other assets in your CGA account, not the annuity subaccounts.

The MSWM Fee likely will exceed the difference in the cost of an annuity purchased in an advisory account when compared to the similar annuity purchased through a traditional brokerage account. If the amount of MSWM Fee plus the sum of the annuity’s mortality and expense fee and any optional benefit rider fee exceeds the total fee for the same or similar annuity if purchased in a traditional brokerage account, you will pay more for the annuity held in your advisory account each year while you own the annuity. Your Financial Advisor will not receive a selling commission on your purchase of the annuity in an



advisory account. Your Financial Advisor will receive a portion of the MSWM Fee which will include the value of the annuities, together with other eligible assets.

You should carefully consider the costs you will pay and the services you will receive when deciding to purchase an annuity or any other investment product in either an advisory or brokerage account. Specifically, you should be aware that typically, holding an annuity in an advisory account will be more expensive than holding one in a brokerage account as described above. Notwithstanding this, it may make sense to hold an annuity in an advisory account if:

- you appreciate the flexibility to terminate the annuity contract in the early years of the contract, where surrender charges may materially impact contract performance (surrender charges for advisory annuity contracts are typically lower than for brokerage annuity contracts); and/or
- you value the service that your Financial Advisor would provide by advising you on your entire portfolio in your advisory account (including annuities).

Conversely, it would make sense to hold an annuity in a brokerage account if:

- you are confident that it is unlikely that you will terminate the annuity contract in the early years of the contract, and/or
- you feel that the relatively static “buy and hold” nature of annuity contracts would not justify the additional expense of holding them in an advisory account.

For more information about the differences between advisory and brokerage accounts, please review the document titled “Understanding Your Brokerage and Investment Advisory Relationships” available at <http://www.morganstanley.com/wealth-relationshipwithms/pdfs/understandingyourrelationship.pdf>

**Expense Payments and Fees for Data Analytics.** MSWM provides approved insurance companies with opportunities to sponsor meetings and conferences and grants them access to our branch offices and Financial Advisors for educational, marketing and other promotional efforts. Insurance company representatives may also work closely with our branch offices and Financial Advisors to develop business strategies and plan promotional events for clients and prospective clients and educational activities. Insurance companies or their affiliates make payments to MSWM in connection with these promotional efforts to reimburse MSWM for expenses incurred for sales events and training programs as well as client seminars, conferences and meetings. Approved insurance companies may also invite our Financial Advisors to attend insurance company-sponsored events. Expense payments may include meeting or conference facility rental fees and hotel, meal and travel charges. MSWM seeks prepayment from approved insurance companies of up to \$26,000 to help cover the costs associated with platform administration, regulatory compliance and other distribution responsibilities. In addition, MSWM seeks reimbursement from approved insurance companies, their parent or affiliated companies, or other service providers for the expenses incurred for various national, regional, and local training and education events and conferences held in the normal course of business. Approved

insurance companies, their parent or affiliated companies, or other service providers independently decide if and what they will spend on these activities.

MSWM also provides approved insurance companies with the opportunity to purchase supplemental sales data analytics. The amount of the fees depends on the level of data and the number of products covered. The current fee is up to \$50,000 per year. Should an approved insurance company offer financial products in addition to annuities (e.g., mutual funds), approved insurance companies may purchase sales data analytics from MSWM on those financial products as well.

**Administrative Services and Support Fees.** MSWM and/or its affiliates receive compensation from approved insurance companies for providing certain administrative services and for including the insurance companies’ annuities on MSWM’s platforms. Administrative services fees may be viewed in part as a form of revenue-sharing if and to the extent they exceed what the insurance company would otherwise have paid for these services. Insurance companies currently pay fees on assets of up to 0.25% per year (\$25 per \$10,000) based upon the aggregate value of annuity assets, including assets invested in fixed rate sub-accounts within annuities held by investors in the advisory program covered by this Brochure. In addition, certain approved insurance companies pay an annual support fee of \$500,000, also called a revenue-sharing payment. Revenue sharing fees/payments are charged on client holdings in annuities based on the status of the insurance companies’ product offering on MSWM’s platforms. Insurance companies whose annuities we currently offer pay lower fees on assets than those insurance companies whose annuities we do not currently offer. Further, insurance companies that pay a lower fee on assets also pay the annual support fee. All of the support fees and administrative services compensation we collect from approved insurance companies with respect to investment advisory assets is returned to clients in the form of a fee offset. See the section above titled “Offset to the Platform Fee” for more information and eligibility to receive an offset.

Notwithstanding the foregoing, MSWM does not receive such payments in relation to those clients that are covered by Title I of ERISA, including for example, certain SEPs and SIMPLE IRAs.

### ***Conflicts of Interest Regarding the Above Described Fees and Payments***

Please note that the above-described fees and payments are specific to annuities, and that similar fees and payments are not assessed on other investments that are available in our advisory Programs. These facts present a conflict of interest for MSWM and our Financial Advisors to the extent they lead us to focus on annuities from those insurance companies that commit significant financial and staffing resources to promotional and educational activities instead of on annuities from insurance companies that do not purchase sales data analytics or do not commit similar resources to these activities. In order to mitigate this conflict, Financial Advisors and their Branch Office Managers do not receive additional compensation for recommending annuities offered by insurance companies that pay support fees or administrative services fees, purchase data analytics and/or provide significant sales and training support. Moreover, as noted above, the support fees and administrative

services fees are rebated to clients.

For further information regarding revenue sharing, support fees, the fees and charges borne by you, and how your Financial Advisor is compensated when you purchase an annuity in your advisory account, please refer to the document Understanding Variable Annuities or Understanding Fixed Annuities, which are available on our website at <http://www.morganstanley.com/auth/content/dam/msdotcom/en/assets/pdfs/wealth-management-disclosures/understandingvariableannuities.pdf> and at [https://www.morganstanley.com/content/dam/msdotcom/en/assets/pdfs/wealth-management-disclosures/understanding\\_index\\_annuities.pdf](https://www.morganstanley.com/content/dam/msdotcom/en/assets/pdfs/wealth-management-disclosures/understanding_index_annuities.pdf), respectively.

***Variable Annuity and Registered Index Linked Subaccounts Invested in Mutual Funds Managed or Sub Advised by a MSWM Affiliate*** Certain variable and registered index linked annuities contracts contain subaccounts that are invested in mutual funds managed or sub-advised by MSWM affiliates, including but not limited to, MSIM, Parametric Portfolio Associates LLC, EVM and their investment affiliates. Such affiliate receives investment management or sub-advisory fees for services provided to such mutual funds in which the variable and registered index linked annuity subaccounts (“affiliated subaccounts”) invest. Therefore, MSWM has a conflict in recommending variable and registered index linked annuities that contain affiliated subaccounts. In order to mitigate this conflict, Financial Advisors and their Branch Managers do not receive additional compensation for recommending variable and registered index linked annuities containing affiliated subaccounts. Moreover, for CGA clients, MSWM may in its discretion, take one of the following actions: (1) allow only Non-Retirement Account clients to allocate to affiliated subaccounts, (2) make such affiliated subaccounts unavailable for CGA clients, or (3) with respect to Retirement Account clients, waive a portion of the MSWM Fee pertaining to such variable and registered index linked annuity subaccounts; or cause an affiliate to waive the amount of the investment management or sub-advisory fee attributable to such Retirement Account clients’ assets paid by the underlying funds or investment adviser to such affiliate.

## **Cash Sweeps**

Generally, some portion of your account will be held in cash. If MSWM acts as custodian for your account, it will effect “sweep” transactions of free credit balances in your account into interest-bearing deposit accounts (“Deposit Accounts”) established under the Bank Deposit Program (“BDP”). Under the BDP, funds will be automatically deposited into Deposit Accounts established for you at one or more FDIC insured depository institutions (individually and collectively, the “Sweep Banks.”)

For most clients BDP will be the only available cash Sweep Vehicle (as defined below). The interest rates for BDP in your account will be tiered based upon the value of the BDP balances across your brokerage and advisory accounts. The BDP assets in your advisory accounts receive separate interest rates from deposits in your brokerage accounts and are set forth in: <https://www.morganstanley.com/wealth-general/ratemonitor>. Generally, the rate you will earn on BDP will be lower than the rate on other cash alternatives. In limited circumstances, such as clients ineligible for BDP, MSWM may sweep some or all of your

cash into money market mutual funds (each, a Money Market Fund” and together with Deposit Accounts, “Sweep Vehicles”). These Money Market Funds are managed by MSIM or another MSWM affiliate.

It is important to note that free credit balances and allocations to cash including assets invested in Sweep Vehicles are included in your account’s fee calculation hereunder.

You acknowledge and agree that if you are eligible, the BDP will be your designated Sweep Vehicle. You further acknowledge and agree that the rate of return on the BDP may be higher or lower than the rate of return available on other available cash alternatives. MSWM is not responsible if the BDP has a lower rate of return than other available cash alternatives or causes any tax or other consequences.

Clients that are considered Retirement Accounts should read the Exhibit to this Brochure (“Affiliated Money Market Funds Fee Disclosure Statement and Float Disclosure Statement”).

The custodian will effect sweep transactions only to the extent permitted by law and if you meet the eligibility criteria. Under certain circumstances (as described in the Bank Deposit Program Disclosure), eligible deposits in BDP may be sent to non-affiliated Sweep Banks. This additional sweep feature may provide enhanced FDIC coverage to you as well as funding value benefits to the Morgan Stanley Sweep Banks (as defined below).

For eligibility criteria and more information on cash sweeps in general, please refer to the Bank Deposit Program Disclosure Statement which is available at:

[http://www.morganstanley.com/wealth-investmentstrategies/pdf/BDP\\_disclosure.pdf](http://www.morganstanley.com/wealth-investmentstrategies/pdf/BDP_disclosure.pdf).

***Conflicts of Interest Regarding Sweep Vehicles.*** If BDP is your Sweep Vehicle, you should be aware that the Sweep Banks may be affiliates of MSWM (the “Morgan Stanley Sweep Banks”). In such an event, the Morgan Stanley Sweep Banks will pay MSWM an annual account-based flat fee for the services performed by MSWM with respect to BDP. MSWM and the Morgan Stanley Sweep Banks will review such fee annually and, if applicable, mutually agree upon any changes to the fee to reflect any changes in costs incurred by MSWM. Your Financial Advisor will not receive a portion of these fees or credits. In addition, MSWM will not receive cash compensation or credits in connection with the BDP for assets in the Deposit Accounts for Retirement Accounts. Also, the Morgan Stanley Sweep Banks have the opportunity to earn income on the BDP assets through lending activity, and that income is usually significantly greater than the fees MSWM earns on affiliated Money Market Funds. Thus, MSWM, in its capacity as custodian, has a conflict of interest in connection with BDP being the default Sweep Vehicle, rather than an eligible Money Market Fund.

In addition, MSWM, the Morgan Stanley Sweep Banks and their affiliates receive other financial benefits in connection with the BDP. Through the BDP, each Morgan Stanley Sweep Bank will receive a stable, cost-effective source of funding. Each Morgan Stanley Sweep Bank intends to use deposits in the Deposit Accounts at the Morgan Stanley Sweep Banks to fund current



and new businesses, including lending activities and investments. The profitability on such loans and investments is generally measured by the difference, or “spread,” between the interest rate paid on the Deposit Accounts at the Morgan Stanley Sweep Banks and other costs of maintaining the Deposit Accounts, and the interest rate and other income earned by the Morgan Stanley Sweep Banks on those loans and investments made with the funds in the Deposit Accounts. The cost of funds for the Morgan Stanley Sweep Banks of deposits through the sweep program in ordinary market conditions is lower than their cost of funds through some other sources, and the Morgan Stanley Sweep Banks also receive regulatory capital and liquidity benefits from using the sweep program as a source of funds as compared to some other funding sources. The income that a Morgan Stanley Sweep Bank will have the opportunity to earn through its lending and investing activities in ordinary market conditions is greater than the fees earned by us and our affiliates from managing and distributing the Money Market Funds available to you as a Sweep Vehicle.

Morgan Stanley has added certain non-affiliated Sweep Banks to the BDP in order to maximize the funding value of the deposits in BDP for the Morgan Stanley Sweep Banks. On any given day, you may have deposits that are sent to a non-affiliated Sweep Bank depending on the funding value considerations of the Morgan Stanley Sweep Banks and the capacity of the depository networks that allocate deposits to the non-affiliated Sweep Banks. In addition to the benefits to the Morgan Stanley Sweep Banks, you may also benefit from having deposits sweep to the non-affiliated Sweep Banks by receiving FDIC insurance on deposit amounts that would otherwise be uninsured. In return for receiving deposits through BDP, the non-affiliated Sweep Banks provide other deposits to the Morgan Stanley Sweep Banks. This reciprocal deposit relationship provides a low-cost source of funding, and capital and liquidity benefits to both the non-affiliated Sweep Banks and the Morgan Stanley Sweep Banks. The non-affiliated Sweep Banks pay a fee to a Program Administrator in connection with the reciprocal deposits, but the cost of that fee is not borne directly by Morgan Stanley clients.

The Morgan Stanley Sweep Banks have discretion in setting the interest rates paid on deposits received through BDP, and are under no legal or regulatory requirement to maximize those interest rates. The Morgan Stanley Sweep Banks and the non-affiliated Sweep Banks can and sometimes do pay higher interest rates on some deposits they receive directly than they pay on deposits received through BDP. This discretion in setting interest rates creates a conflict of interest for the Morgan Stanley Sweep Banks. The lower the amount of interest paid to customers, the greater is the “spread” earned by the Morgan Stanley Sweep Banks on deposits through BDP, as explained above. By contrast, money market funds (including Morgan Stanley affiliated money market funds) have a fiduciary duty to seek to maximize their yield to investors, consistent with their disclosed investment and risk-management policies and regulatory constraints.

If your cash sweeps to a Money Market Fund, then the account, as well as other shareholders of the Money Market Fund, will bear a proportionate share of the other expenses of the Money Market Fund in which the account’s assets are invested.

If your cash sweeps to a Money Market Fund, you understand that MSIM (or another MSWM affiliate) will receive compensation,

including management fees and other fees, for managing the Money Market Fund. In addition, we receive compensation from such Money Market Funds at rates that are set by the funds’ prospectuses and currently range, depending on the program in which you invest, from 0.10% per year (\$10 per \$10,000 of assets) to 0.25% per year (\$25 per \$10,000 of assets) of the total Money Market Fund assets held by our clients. Please review your Money Market Fund’s prospectus to learn more about the compensation we receive from such funds.

We have a conflict of interest as we have an incentive to only offer affiliated Money Market Funds in the BDP, as MSIM (or another MSWM affiliate) will receive compensation for managing the Money Market Fund. We also have a conflict of interest as we offer affiliated funds and share classes that pay us more compensation than other funds and share classes. You should understand these costs because they decrease the return on your investment. In addition, we receive additional payments from MSIM in the event a Money Market Fund waives certain fees in a manner that reduces the compensation that we would otherwise receive.

We either rebate to clients or do not receive compensation on sweep Money Market Fund positions held in our fee-based advisory account programs.

Unless your account is a Retirement Account, the fee will not be reduced by the amount of the Money Market Fund’s applicable fees. For additional information about the Money Market Fund and applicable fees, you should refer to each Money Market Fund’s prospectus.

## **D. Compensation to Financial Advisors**

If you invest in the program described in this Brochure, a portion of the fees payable to us in connection with your account is allocated on an ongoing basis to your Financial Advisor. The amount allocated to your Financial Advisor in connection with accounts opened in the program described in this Brochure may be more than if you participated in other MSWM investment advisory programs, or if you paid separately for investment advice, brokerage and other services. The rate of compensation we pay Financial Advisors with respect to program accounts may be higher than the rate we pay Financial Advisors with respect to transaction-based brokerage accounts. In such case, your Financial Advisor has a financial incentive to recommend the CGA program instead of other MSWM programs or services.

If you invest in the program described in this Brochure, your Financial Advisor may agree to charge a fee less than the maximum fee stated above. The amount of the fee you pay is a factor we use in calculating the compensation we pay your Financial Advisor. Therefore, Financial Advisors have a financial incentive not to reduce fees. If your fee rate is below a certain threshold in CGA and other advisory programs, we give your Financial Advisor credit for less than the total amount of your fee in calculating his or her compensation. Therefore, Financial Advisors also have a financial incentive not to reduce fees below that threshold.

## Item 5: Account Requirements and Types of Clients

**Account Minimums.** The CGA program generally has a minimum account size of \$10,000.

To invest in Alternative Investments in the CGA program, you must meet certain eligibility and investment minimums imposed by MSWM. You will also be subject to additional investor criteria, such as “accredited investor” under Regulation D of the Securities Act of 1933, as amended, “qualified client” under the Advisers Act and/or “qualified purchaser” under the Investment Company Act of 1940, as amended.

**Types of Clients.** MSWM’s clients include individuals, trusts, banking or thrift institutions, pension and profit sharing plans, plan participants, other pooled investment vehicles (e.g., hedge funds), charitable organizations, corporations, other businesses, state or municipal government entities, investment clubs and other entities.

## Item 6: Portfolio Manager and Alternative Investment Selection and Evaluation

### A. Selection and Review of Portfolio Managers, Alternative Investments and Funds for the Program

As CGA is a non-discretionary advisory program where the client retains authority to make investment decisions, MSWM does not review, select or recommend portfolio managers.

We approve, downgrade and terminate managers of Alternative Investments from the CGA program. Managers of Alternative Investments may only participate in the CGA program if they are on MSWM’s Alternatives Approved List (described below). Managers of Alternative Investments often offer more than one Alternative Investment and we may include only some of those Alternative Investments (or only certain share classes of such Alternative Investment) in the CGA program, may carry different Alternative Investments (or share classes) in different programs, and assign different statuses to different Alternative Investments.

As well as requiring Alternative Investments to be on the Alternatives Approved List, we may look at other factors in determining which Alternative Investments we offer in the CGA program, including program needs (such as whether we have a sufficient number of managers available in an asset class), client demand and the manager or Alternative Investment’s minimum account size.

**Selection of Alternative Investments.** In the CGA program, investment and business risk due diligence on Alternative Investments is provided by MSWM through (i) its Global Investment Manager Analysis Group (known as “GIMA”), (ii) an affiliate of MSWM that may provide due diligence and monitoring services, or (iii) an independent consulting firm or other organization retained by MSWM (each, a “Due Diligence Service Provider”) that is also in the business of evaluating the capabilities of alternative investments. Any individuals or firm providing due diligence is expected to follow a methodology similar to that used by GIMA (described below), or a methodology approved by an

MSWM alternative investments product review committee (“PRC”), in reviewing such alternative investments. In limited instances, select Financial Advisor teams may take on certain due diligence or monitoring obligations.

On an ongoing basis, the Due Diligence Provider conducts both quantitative and qualitative research on potential candidates. Their research includes, among other things, a review of relevant documents, calls and meetings with the investment team, and an analysis of investment performance. Generally, although the process may be modified for a particular manager or Alternative Investment as the Due Diligence Provider may deem appropriate, the Due Diligence Provider will typically also conduct on-site visits, review a separate business risk due diligence questionnaire and examine areas such as portfolio pricing, contingency planning, background checks on key principals and other items. Their due diligence covers the Alternative Investment in question, not the investments in which that Alternative Investment may in turn invest. For example, for a fund of funds, GIMA’s research process is applied to the fund of funds, and not to each individual fund in which the fund of funds invests.

If a new Alternative Investment is viewed as an appropriate candidate by the Due Diligence Provider, the vehicle is presented to the PRC. The PRC consists of senior MSWM representatives who are mandated to approve proposed candidates and reconfirm existing vehicles on a periodic basis. Once a new Alternative Investment is approved by the PRC, and all required due diligence materials are verified, it receives an “Approved” status, is placed on the Alternatives Approved List, a list of alternative investment vehicles in which qualified clients may invest, and is available for allocations to qualified clients on a placement and/or, in some cases, an advisory basis. Certain Alternatives Investments on the Alternatives Approved List are available to qualified clients in the CGA program.

Ongoing monitoring of managers and investment vehicles on the Alternatives Approved List is provided by the Due Diligence Provider or the firm which provided the original due diligence. In addition to manager-specific monitoring, the reviewer monitors overall market conditions in their specific strategies of expertise.

**Changes to Status of Alternative Investments in the CGA Program.** MSWM will, directly or through an affiliated or unaffiliated service provider, periodically monitor the Alternative Investments for purposes of determining whether they should remain on the Alternatives Approved List. From time to time, MSWM may decide to add, temporarily suspend, or remove certain Alternative Investments from the Alternatives Approved List by MSWM. The four statuses are “Approved”, “Watch”, “Redeem” and “Terminate”.

If MSWM decides to remove an Alternative Investment from the Alternatives Approved List, the Alternative Investment will receive two status changes. First, to “Redeem” and later, to “Terminate”; which will impact the services MSWM provides and the fees you may pay on the Alternative Investment:

- **Redeem:** If an Alternative Investment’s status is changed to “Redeem” or a similar designation, the Alternative Investment will no longer be available for new investments

through MSWM. However, you can continue to remain invested in such Alternative Investment. MSWM (directly or through an affiliated or unaffiliated service provider selected and approved by MSWM) will continue to perform due diligence and charge you the fee set out in your Account Agreement until the status is changed to “Terminate” or until such date as MSWM might otherwise determine in its sole discretion.

- **Terminate:** If an Alternative Investment’s status is changed to “Terminate” (or a similar designation), unless otherwise agreed in writing between you and MSWM, (A) MSWM will terminate due diligence coverage and monitoring services for the Alternative Investment, (B) MSWM will cease acting as your investment adviser with respect to that Alternative Investment and we will no longer be a fiduciary to you with respect to your position in that Alternative Investment, (C) the Alternative Investment will no longer be included in the billable market value of your CGA and, as a result, will not be included in the calculation of the MSWM Fee nor in the performance calculation of your CGA account, and (D) you will become solely responsible for any decision to remain invested in the Alternative Investment.

To the extent you remain invested in the Alternative Investment after the status change to Terminate, you may request that MSWM continue to provide you with any periodic reports and account statements with respect to your investments in such Alternative Investments, as described in Item 4 above.

If you wish to continue to maintain your investment in an Alternative Investment that has received a status change to “Terminate”, (i) MSWM shall no longer provide any recommendation or advice regarding such alternative investment and (ii) in certain circumstances, you may be able to retain the Alternative Investment in a brokerage account. You may ask your Financial Advisor about these options.

We may also terminate managers of Alternative Investments from the CGA program for other reasons (e.g., the manager has a low level of assets under management in the program, the manager has limited capacity for further investment, or the manager is not complying with our policies and procedures). Also, GIMA’s head of research can remove an alternative investment vehicle from the Alternatives Approved List without consulting the PRC, but the PRC will be notified of all such actions and have the right to call for an assessment of the decision.

**Evaluation of Material Changes to Managers or Investment Products.** If GIMA learns of a material change to an Alternative Investment (e.g., the departure of the manager of an Alternative Investment or a team of professionals), the Due Diligence Service Provider will evaluate the Alternative Investment in light of the change. This evaluation may take some time to complete. While this evaluation is being performed, Alternative Investment may remain eligible for investment. The GIMA designation for the Alternative Investment will generally not be altered solely because this evaluation is in progress. MSWM will not necessarily notify clients of any such evaluation.

**Watch Policy.** MSWM has a “Watch” policy for Alternative Investments available for investment. Watch status indicates that,

in reviewing an Alternative Investment, the Due Diligence Provider has identified specific areas related to the Alternative Investment, the manager of the Alternative Investment, or the markets in general that (i) merit further evaluation by the Due Diligence Provider and (ii) may, but are not certain to, result in the permanent removal of the Alternative Investment from the Alternatives Approved List. Putting an Alternative Investment on Watch status is not a guarantee that GIMA will remove the Alternative Investment from the Alternatives Approved List. The duration of a Watch status depends on how long GIMA needs to evaluate the reason for the status change, which may include, among things, an evaluation of the markets, the Alternative Investment, and the manager of the Alternative Investment. GIMA may designate the Alternative Investment as “Redeem” status or otherwise change the status based on their evaluation of facts and circumstances.

**Focus List for Single Manager Hedge Funds and Fund of Hedge Funds.** In addition to the Alternatives Approved List, GIMA uses another method to classify single manager hedge funds and fund of hedge funds that are available in the CGA program.

Although all single manager hedge funds and fund of hedge funds that are available in the CGA program meet GIMA’s investment and operational standards for inclusion on the platform and have been approved for distribution by the PRC, “Focus List” funds are single manager hedge funds and fund of hedge funds that GIMA believes may currently possess a competitive edge with regards to performance or capital preservation over a portion of, or full market cycle. Factors taken into consideration can include, but are not limited to, the strength of the investment team, portfolio construction, and risk management. GIMA’s views reflect its understanding of the firm as well as the single manager hedge fund or fund of hedge fund, and may change at any time. Alternative Investments may move from the Focus List to the Alternative Approved List, or vice versa. As part of its evaluation, GIMA may elect to put a Focus List or Alternative Approved List Alternative Investment on Watch, as described above under “Watch Policy”.

**Other Relationships with Alternative Investments.** Some Alternative Investments or their respective affiliates on the Alternative Approved List may have business relationships with us or our affiliates. For example, an Alternative Investment may use Morgan Stanley & Co. LLC (“MS&Co.”) or an affiliate as its broker or may be an investment banking client of MS&Co. or an affiliate. GIMA does not consider the existence or lack of a business relationship in determining whether to include or maintain an Alternative Investment on the Alternative Approved List.

**Calculating Performance.** Neither MSWM nor a third-party reviews performance information to determine or verify its accuracy or its compliance with presentation standards and therefore performance information may not be calculated on a uniform or consistent basis. Generally, the manager of the Alternative Investment determines the standards used to calculate performance data.

**Valuations.** Valuations used for account statement purposes and billing purposes, and for any periodic reports, are obtained

from or on behalf of the manager of each Alternative Investment. These valuations (and any corresponding benchmark index values) may be estimates, may be up to one year old as of the date MSWM produces your account statements and/or reports and calculates your fees and, in the case of index values, may be based on information from multiple sources. The final performance figures for the applicable period may be higher or lower, and MSWM is under no obligation to provide notice of, or compensation to, clients for any difference in performance. Accordingly, your fees paid to MSWM may be based on valuation estimates or valuations that may be time delayed. MSWM is under no obligation to retroactively adjust the fees paid by clients on such valuations.

When you invest in a liquid Alternative Investment, your account documents may use an index as a benchmark (“Alternative Investments Index”). Each Alternative Investments Index is updated periodically, and values are subject to change. MSWM is not obligated to notify you of any such changes. The Alternative Investments Index values are likely to be more up to date than the data for the Alternative Investments for which it is the benchmark. You cannot invest in an Alternative Investment Index. For more information and a sample of the type of Alternative Investment Index that may be selected see <https://www.hfr.com>.

## **B. Conflicts of Interest**

### **Conflicts of Interest – Financial Advisor Acting as Portfolio Manager**

In the program described in this Brochure, no affiliates, related persons or supervised persons of MSWM act as portfolio managers.

### **Other Conflicts of Interest**

MSWM has various other conflicts of interest relating to the program described in this Brochure.

**Advisory vs. Brokerage Accounts.** MSWM and your Financial Advisor may earn more compensation if you invest in the program described in this Brochure than if you open a brokerage account to buy individual securities (although, in a brokerage account, you will not receive all the benefits of the program described in this Brochure). In such instance, your Financial Advisors and MSWM have a financial incentive to recommend the program described in this Brochure. We address this conflict of interest by disclosing it to you and by reviewing your account at account opening to ensure that it is appropriate for you in light of matters such as your investment objectives and financial circumstances.

**MSWM as Placement Agent.** MSWM also acts as placement agent for certain Alternative Investments that are available through MSWM on a non-advisory basis. When an Alternative Investment is purchased on a placement basis, different terms and conditions, including different fee arrangements, may apply. A client investing on an advisory basis may pay higher fees, in the aggregate, than if such investment had been made on a placement basis.

**Oversubscription Policy.** From time to time, MSWM may have limited access to opportunities to place clients in, or recommend clients to, Alternative Investments. Under these circumstances, when the aggregate MSWM client subscriptions for an Alternative

Investment exceeds the capacity given to MSWM by the manager of the Alternative Investment, the Alternative Investment will be oversubscribed. Where an Alternative Investment is oversubscribed, MSWM will reduce client orders on a pro rata basis to address the oversubscription of the Alternative Investment until MSWM capacity is met. If the application of the reduction results in an additional fee imposed by the manager of the Alternative Investment or such a reduction would result in a client not meeting the minimum allowable investment agreed upon with the manager of the Alternative Investment or required by law, MSWM may create a ‘floor’ minimum investment amount to ensure such pro-rata reduction(s) would not cause such additional fees to be charged or such minimums not to be met. MSWM is not required to allot or prioritize a client for any additional capacity that may become available following the client’s subscription for a reduced amount in such Alternative Investment. MSWM may change its policy to ensure that the process, as it relates to its advisory clients, remains fair, equitable and consistent with its fiduciary duty to such clients.

**Payments from Managers.** Managers of Alternative Investments offered in the CGA program may agree to pay us the types of payments described above in Item 4.C. We have a conflict of interest in offering Alternative Investments because we or our affiliates, in most instances, earn more money in your account from your investments in Alternative Investments than from other investment options. However, in cases where we receive a portion of the management fee paid by you to a manager of an Alternative Investment and we charge a MSWM Fee, we credit such fee to your account as described further in Item 4.C. Also, we do not share this money with your Financial Advisor (i.e. the compensation we pay to your Financial Advisor is not affected by the payments we receive from the Alternative Investments). Therefore, your Financial Advisor does not have an incentive to recommend that you buy Alternative Investments in your account, or to recommend you buy certain Alternative Investments rather than other Alternative Investments available in the CGA program. Also, please see Item 4.C above (Additional Fees – Alternative Investments in Advisory Programs) for more information.

Managers and UIT sponsors (collectively, “Managers”) may also sponsor their own educational conferences and pay expenses of Financial Advisors attending these events. MSWM’s policies require that the training or educational portion of these conferences comprises substantially the entire event. Managers may sponsor educational meetings or seminars in which clients as well as Financial Advisors are invited to participate.

Managers are allowed to occasionally give nominal gifts to Financial Advisors, and to occasionally entertain Financial Advisors, subject to a limit of \$1,000 per employee per year. MSWM’s non-cash compensation policies set conditions for each of these types of payments, and do not permit any gifts or entertainment conditioned on achieving a sales target.

We address conflicts of interest by ensuring that any payments described in this “Payments from Managers” section do not relate to any particular transactions or investment made by MSWM clients with managers. Managers participating in the

CGA program 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. Please see the discussion under “Funds in Advisory Programs” and “UITs in Advisory Programs” in Item 4.C for more information.

***Payments from Funds and UITs.*** Please see the discussion of payments from fund companies and UIT sponsors, or payments when acting as sponsor under “Funds in Advisory Programs” and “UITs in Advisory Programs” in Item 4.C.

***Payments from Annuities.*** Please see the discussion of payments from annuity providers under “Variable Annuities in Advisory Programs” in Item 4.C.

***Different Advice.*** MSWM and its affiliates may give different advice, take different action, receive more or less compensation, or hold or deal in different securities for any other party, client or account (including their own accounts or those of their affiliates) from the advice given, actions taken, compensation received or securities held or dealt for your account.

***Trading or Issuing Securities in, or Linked to Securities in, Client Accounts.*** MSWM and its affiliates may provide bids and offers, and may act as a principal market maker, in respect of the same securities held in client accounts. MSWM, its affiliates and employees, the investment managers in its programs and their affiliates and employees may hold a position (long or short) in the same securities held in client accounts. MSWM and/or its affiliates are regular issuers of traded financial instruments linked to securities that may be purchased in client accounts. From time to time, MSWM (or an affiliate’s) trading – both for its proprietary accounts and for client accounts – may be detrimental to securities held by a client and thus create a conflict of interest between those trades and the investment advisory services that MSWM provides to you.

***Recommendations from your Financial Advisor based on Trading Desks (for non-retirement clients).*** In the CGA program, your Financial Advisor will periodically provide you with investment advice, which may include recommendations to invest in available eligible assets. These Financial Advisor recommendations could be based on information and ideas from various sources and may include ideas generated by trading desks at MSWM or its affiliates.

Some of these trade ideas might involve securities or instruments in which MSWM or an affiliate has a financial interest and as a result, may present a potential conflict of interest. The trading desks may deal as principal in or own or act as market maker or liquidity provider for securities or instruments (or related derivatives). The trading desks may also engage in a variety of trading activities (which may conflict with the position an investor may have) before or after providing this information, including accumulation of a position in any securities or instruments. Trading desk ideas are not independent of the financial interests of MSWM or its affiliates which may conflict with your interests. Affiliates of MSWM may also perform or seek to perform investment banking services for the issuers of the securities and instruments. All of these trading desk activities may pose potential conflicts of interest.

***Allocation of Investment Opportunities.*** MSWM allocates investment opportunities among accounts in a manner MSWM determines appropriate. MSWM may make allocations based on factors that may change or may be given different weight depending on the circumstances. These factors include among others timing of a client’s interest in an investment; relative size of client accounts (and expected future size); the nature, significance, profitability of, and revenues attributable to, a client relationship; client investment objectives, guidelines, financial circumstances, and risk tolerances; the availability of the investments and other alternatives; available cash for investment; and applicable legal requirements.

***Employees investing in Affiliated Alternative Investment Vehicles.*** Employees of MSWM and/or its affiliate may invest directly or indirectly in Alternative Investments managed by or sponsored by an affiliate of MSWM and may pay a reduced management fee or may not be subject to carried interest.

***Due Diligence Service Providers.*** MSWM retains various service providers to provide MSWM due diligence services on Alternative Investments that MSWM makes available to its clients in the CGA program. MSWM conducts an initial and ongoing review of each provider to affirm their ability to deliver due diligence services to MSWM. These providers receive compensation which may vary in amount from MSWM for these services. Morgan Stanley AIP GP LP (“AIP”), an affiliate of MSWM, is one of the service providers retained by MSWM. As a result of this arrangement, MSWM may pay AIP more than it pays unaffiliated service providers for similar services. This arrangement between MSWM and AIP may create conflicts because AIP may be incentivized to diligence one Alternative Investment over another or continue to recommend an Alternative Investment based on the sales of the manager of the Alternative Investment. MSWM mitigates these conflicts by subjecting AIP to similar due diligence standards as MSWM’s unaffiliated providers. In addition, most Alternative Investments that receive due diligence services are periodically revalidated through a MSWM PRC. Also, MSWM clients do not pay the service fees directly. Instead, MSWM includes these fees as part of the costs associated with the CGA program.

***Services Provided to Other Clients.*** MSWM, its affiliates, investment managers and their affiliates provide a variety of services (including research, brokerage, asset management, trading, lending and investment banking services) for each other and for various clients, including issuers of securities that MSWM may recommend for purchase or sale by clients or are otherwise held in client accounts, and investment management firms in the CGA program described in this Brochure. MSWM, its affiliates, investment managers and their affiliates receive compensation and fees in connection with these services. MSWM believes that the nature and range of clients to which such services are rendered is such that it would be inadvisable to exclude categorically all of these companies from an account. Accordingly, it is likely that securities in an account will include some of the securities of companies for which MSWM, its affiliates, investment managers and their affiliates or an affiliate performs investment banking or other services.

***Restrictions on Securities Transactions.*** There may be periods during which MSWM or managers are not permitted to initiate



or recommend certain types of transactions in the securities of issuers for which MSWM or one of its affiliates is performing broker-dealer or investment banking services or has confidential or material non-public information. Furthermore, in certain investment advisory programs, MSWM may be compelled to forgo trading in, or providing advice regarding, Morgan Stanley securities, and in certain related securities. These restrictions can adversely impact your account performance.

MSWM, the managers and their affiliates may also develop analyses and/or evaluations of securities sold in the program described in this Brochure, as well as buy and sell interests in securities on behalf of their proprietary or client accounts. These analyses, evaluations and purchase and sale activities are proprietary and confidential, and MSWM will not disclose them to clients. MSWM may not be able to act, in respect of clients' accounts, on any such information, analyses or evaluations.

MSWM, investment managers, as well as our and their affiliates are not obligated to effect any transaction that they believe would violate federal or state law, or the regulations of any regulatory or self-regulatory body.

**Options Flow Preferencing.** When MSWM processes an options order for your account, the order may be routed to options exchanges with an indication that our affiliate MS&Co. has a preference on the options order. A "preference" gives MS&Co. the ability to begin an auction among market makers in order to receive bids or offers for a transaction, however such "preference" will only result in an order executed with MS&Co. if its price is equal to or lower than the best price quoted on the relevant exchange. By "preferencing" itself, MS&Co. may generate larger trading volumes than if it were not "preferenced", and that may result in MS&Co. receiving certain benefits. Both MSWM and MS&Co. continue to have an obligation to obtain best execution terms for client transactions under prevailing circumstances and consistent with applicable law.

**Research Reports.** MS&Co. does business with companies covered by its research groups. Furthermore, MS&Co., its affiliates and client accounts may hold a trading position (long or short) in the securities of companies subject to such research. In such instance, MS&Co. has a conflict of interest that could affect the objectivity of its research reports.

**Certain Trading Systems.** MSWM may effect trades or securities lending transactions on behalf of client accounts through exchanges, electronic communication networks or other alternative trading systems ("Trading Systems"), including Trading Systems with respect to which MSWM or its affiliates may have a non-controlling direct or indirect ownership interest, or the right to appoint a board member or observer. If MSWM directly or indirectly effects client trades or transactions through Trading Systems in which MSWM or its affiliates have an ownership interest, MSWM or its affiliates receive an indirect economic benefit based on their ownership interest. In addition, subject at all times to its obligations to obtain best execution for its customers' orders, it is contemplated that MSWM will route certain customer order flow to its affiliates. Currently, MSWM and/or its affiliates own equity interests (or interests convertible into equity) of 5% or more in certain Trading Systems or their parent companies, including MEMX Holdings LLC; OTCDeriv

Limited; EOS Precious Metals Limited; CreditDeriv Limited; FXGlobalClear; Dubai Mercantile Exchange; Japan Securities Depository Center Inc.; Yensai.com Co., Ltd.; and Octaura Holdings LLC.

The Trading Systems on which MSWM trades or effects securities lending transactions for client accounts and in which MSWM or its affiliates own interests may change from time to time. You can contact your Financial Advisor for an up-to-date list of Trading Systems in which MSWM or its affiliates own interests and on which MSWM and/or MS&Co. trade for client accounts.

Certain Trading Systems offer cash credits for orders that provide liquidity to their books and charge explicit fees for orders that extract liquidity from their books. From time to time, the amount of credits that MSWM and/or MS&Co. receives from one or more Trading System may exceed the amount that is charged. Under these limited circumstances, such payments would constitute payment for order flow.

Certain Trading Systems through which MSWM and/or MS&Co. may directly or indirectly effect client trades execute transactions on a "blind" basis, so that a party to a transaction does not know the identity of the counterparty to the transaction. It is possible that an order for a client account that is executed through such a Trading System could be automatically matched with a counterparty that is (i) another investment advisory or brokerage client of MSWM or one of its affiliates or (ii) MSWM or one of its affiliates acting for its own proprietary accounts.

MSWM Affiliate in Underwriting Syndicate; MSWM Distribution of Securities; Other Relationships with Security Issuers. If an affiliate of MSWM is a member of the underwriting syndicate from which a security is purchased, we or our affiliates could directly or indirectly benefit from such purchase. If MSWM participates in the distribution of new issue securities that are purchased for a client's account, MSWM will receive a fee to be paid by the issuing corporation to the underwriters of these securities and ultimately to MSWM, which would be deemed additional compensation to us, if received by us, MSWM and/or its affiliates have a variety of relationships with, and provide a variety of services to, issuers of securities recommended for client accounts, including investment banking, corporate advisory and services, underwriting, consulting, and brokerage relationships. As a result of these relationships with an issuer, MSWM or its affiliates may directly or indirectly benefit from a client's purchase or sale of a security of the issuer. For example, MSWM or its affiliates may provide hedging services for compensation to issuers of structured investments (such as structured notes) recommended for client accounts. In such a case, MSWM or its affiliates could benefit if a client account purchased such an instrument, or sold such an instrument to another purchaser in lieu of selling or redeeming the instrument back to the issuer, as such transactions could result in the issuer of the instrument continuing to pay MSWM or its affiliates fees or other compensation for the hedging services related to such instrument. Similarly, if the hedging service with respect to such an instrument is not profitable for MSWM or its affiliates, MSWM or its affiliates benefit if MSWM's client accounts holding such instruments sold or redeemed them back to the issuer. These types of



relationships with issuers create a conflict of interest when MSWM and/or your Financial Advisor recommends to you to purchase in your account such issuer's security.

Also, in the event of corporate actions with respect to securities held in client accounts, to the extent such corporate actions result in exchanges, tender offers or similar transactions, MSWM and/or its affiliates may participate in and/or advise on such transactions and receive compensation. The interest of MSWM's affiliates in these corporate actions may conflict with the interest of MSWM clients. In addition, where an affiliate of MSWM is representing or advising the issuer in a transaction, the interest of the issuer may conflict with client interests and create a potential conflict of interest for MSWM. MSWM also provides various services to issuers, their affiliates and insiders, including but not limited to, stock plan services and financial education for which MSWM receives compensation.

***Affiliated Funds.*** Certain Funds and UITs managed by us or our affiliates, including but not limited to, MSIM and EVM and their investment affiliates, are available for purchase in the CGA program, including Retirement Accounts. See "Funds in Advisory Programs" and "UITs in Advisory Programs" above. Although some Funds and UITs may be available in more than one MSWM program, each program may offer Funds, UITs and other features that are not available in other MSWM programs. You understand that MSWM and our affiliates will receive more aggregate compensation when the Financial Advisor recommends a Fund or a UIT that is affiliated with MSWM than if the Financial Advisor recommends a Fund or a UIT that is not affiliated with MSWM. The selection of a MSWM affiliated Fund or UIT may also be more costly to your account than other options. In addition, some Funds and UITs that are affiliated with MSWM may charge higher fees than other affiliated Funds and UITs. Thus, MSWM and our Financial Advisor have a conflict of interest as they have a financial incentive to recommend affiliated Funds and UITs. Similarly, if a Fund is not affiliated with us but we have an ownership share in the Fund's manager or a UIT sponsor, we and our Financial Advisors have a conflict of interest as we have a financial incentive to recommend that Fund or UIT because, as an owner of the Fund's manager or a UIT sponsor, we benefit from its profits.

***Annuity Subaccounts Invested in Mutual Funds Managed or Subadvised by a MSWM Affiliate.*** Certain annuity contracts contain subaccounts that are invested in mutual funds managed or sub-advised by MSWM affiliates, including but not limited to, MSIM and EVM and its investment affiliates. You understand that MSWM and our affiliates will receive more aggregate compensation when the Financial Advisor recommends an annuity that contains affiliated subaccounts than if the Financial Advisor recommends an annuity that does not contain affiliated subaccounts. Please see the discussion of annuity subaccounts invested in mutual funds managed or sub-advised by an affiliate under "Annuities in Advisory Programs" in Item 4.C above.

***Affiliated Sweep Vehicles.*** MSWM has a conflict of interest in selecting or recommending BDP or Money Market Funds as the Sweep Vehicle. See Item 4.C above for more information.

***Investments in Sweep Vehicle or Funds.*** As described in Item 4.C above, with respect to non-Retirement Account clients,

MSWM or its affiliates earn greater compensation from Funds than from other investment products. The above-described Bank Deposit Program revenue and fees for money market funds, administrative services fees for accounts of non-Retirement Account clients and other payments create a potential for a conflict of interest to the extent that the additional payments could influence MSWM to recommend (a) a Fund instead of a different investment product, or (b) investment style that favors cash balances.

Please note that the Financial Advisor does not receive any of the Bank Deposit Program revenue, fees from money market funds or administrative services fees described herein.

***Nonpublic Information.*** In the course of investment banking or other activities, MSWM, its affiliates and agents may from time to time acquire confidential or material nonpublic information that may prevent them, for a period of time, from purchasing or selling particular securities for your account. You acknowledge and agree that MSWM, the manager of an Alternative Investment, and each of our and their respective affiliates and agents will not be free to divulge or to act upon this information with respect to our or their advisory or brokerage activities, including our and their activities with regard to the account. This may adversely impact the investment performance of your account.

***CDs.*** Products such as CDs are most appropriate for purchasing and holding to maturity. You should compare the rates of return and other features of the CD to other available instruments (including other CDs) before deciding to purchase. Some CDs may be subject to redemption on a specified date or dates at the sole discretion of the issuer.

***Benefits to Financial Advisors.*** MSWM, its Financial Advisors, or MSWM affiliates may receive a financial benefit from an Alternative Investment manager through referrals of brokerage or investment advisory accounts to MSWM or to the Financial Advisor or MSWM affiliates by such manager.

***Other Investment Products Available.*** Alternative Investment managers may offer to the public other investment products such as other alternative investment funds, separately managed accounts, and mutual funds with similar investment styles and holdings offered through the CGA program. Such products may be offered at differing fees and charges that may be higher or lower than the fees imposed by MSWM under the CGA program.

## **C. Financial Advisors Acting as Portfolio Managers**

### **Description of Advisory Services**

In the program described in this Brochure, no affiliates, related persons or supervised persons of MSWM act as portfolio managers.

### **Policies and Procedures Relating to Voting Client Securities**

If you have a CGA Account, you have the option to elect who votes proxies for your account. Unless you have expressly

retained the right to vote proxies, you delegate proxy voting authority to a third-party proxy voting service provider, Institutional Shareholder Services Inc. (“ISS”), which Morgan Stanley has engaged to vote on your behalf. You cannot delegate proxy voting authority to Morgan Stanley or any Morgan Stanley employees and we do not agree to assume any proxy voting authority from you.

If you expressly retain the right to vote proxies, we will forward to you any proxy materials that we receive for securities in your account. Any proxies that you receive in relation to Alternative Investments in your account will generally be provided directly from the administrator, custodian or transfer agent of the Alternative Investment. Neither Morgan Stanley nor your Financial Advisor will advise you on particular proxy solicitations. If ISS votes proxies for you, you cannot instruct ISS on how to cast any particular vote.

If you have delegated proxy voting authority to ISS, you can obtain from your Financial Advisor, information as to how proxies were voted for your account during the prior annual period and ISS’s relevant proxy voting policies and procedures (including a copy of its policy guidelines and vote recommendations in effect from time to time). You can change your proxy voting election at any time by contacting your Financial Advisor.

MSWM will not provide advice or take action with respect to legal proceedings (including bankruptcies) relating to the securities in your account, except to the extent required by law.

## **Item 7: Client Information Provided to Portfolio Managers and Managers of Alternative Investments**

The program described in this Brochure does not use portfolio managers.

We may send certain information about you and your account to the manager or other service provider of your Alternative Investment, as applicable. This information may include your name, whether or not your account is taxable, state/country of residence, your risk tolerance and restrictions. If you are an individual, we may provide further information about you and your financial situation, which may include your contact details, social security number, date of birth, citizenship, occupation, net worth and income. If you are an entity, we may request from you and provide information about each key controller, direct owner and indirect owner of the entity and, if the key controller or owner is an individual, further information about the individual as noted above. In certain instances, the information may be provided to the manager or other service provider of your Alternative Investment in order for you to invest or maintain the investment.

## **Item 8: Client Contact with Portfolio Managers and Managers of Alternative Investments**

The program described in this Brochure does not use portfolio managers. However, you can contact your Financial Advisor at

any time during normal business hours.

Additionally, we do not restrict you from contacting and consulting with the managers of your Alternative Investment.

## **Item 9: Additional Information**

### **Disciplinary Information**

This section contains information on certain legal and disciplinary events.

- On June 8, 2016, the SEC entered into a settlement order with MSWM (“June 2016 Order”) settling an administrative action. In this matter, the SEC found that MSWM willfully violated Rule 30(a) of Regulation S-P (17 C. F. R. § 248.30(a)) (the “Safeguards Rule”). In particular, the SEC found that, prior to December 2014, although MSWM had adopted written policies and procedures relating to the protection of customer records and information, those policies and procedures were not reasonably designed to safeguard its customers’ personally identifiable information as required by the Safeguards Rule and therefore failed to prevent a MSWM employee, who was subsequently terminated, from misappropriating customer account information. In determining to accept the offer resulting in the June 2016 Order, the SEC considered the remedial efforts promptly undertaken by MSWM and MSWM’s cooperation afforded to the SEC Staff. MSWM consented, without admitting or denying the findings, to a censure, to cease and desist from committing or causing future violations, and to pay a civil penalty of \$1,000,000.
- On January 13, 2017, the SEC entered into a settlement order with MSWM (“January 2017 Order”) settling an administrative action. The SEC found that from 2009 through 2015, MSWM inadvertently charged advisory fees in excess of what had been disclosed to, and agreed to by, its legacy CGM (Citigroup Global Markets Inc., a predecessor of MSWM) clients, and, from 2002 to 2009 and from 2009 to 2016, MS&Co. and MSWM, respectively, inadvertently charged fees in excess of what was disclosed to and agreed to by their clients. The SEC also found that MSWM failed to comply with requirements regarding annual surprise custody examinations for the years 2011 and 2012, did not maintain certain client contracts, and failed to adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Investment Advisers Act of 1940 (the “Advisers Act”). The SEC found that, in relation to the foregoing, MSWM willfully violated certain sections of the Advisers Act. In determining to accept the offer resulting in the January 2017 Order, the SEC considered the remedial efforts promptly undertaken by MSWM. MSWM consented, without admitting or denying the findings, to a censure, to cease and desist from committing or causing future violations, to certain undertakings related to fee billing, books and records and client notices and to pay a civil penalty of \$13,000,000.

- On February 14, 2017, the SEC entered into a settlement order with MSWM settling an administrative action. The SEC found that from March 2010 through July 2015, MSWM solicited approximately 600 non-discretionary advisory accounts to purchase one or more of eight single

inverse exchange traded funds (“SIETFs”), without fully complying with its internal written compliance policies and procedures related to these SIETFs, which among other things required that clients execute a disclosure notice, describing the SIETF’s features and risks, prior to purchasing them, for MSWM to maintain the notice, and for subsequent related reviews to be performed. The SEC found that, despite being aware of deficiencies with its compliance and documentation of the policy requirements, MSWM did not conduct a comprehensive analysis to identify and correct past failures where the disclosure notices may not have been obtained and to prevent future violations from occurring. The SEC found that, in relation to the foregoing, MSWM willfully violated section 206(4) of the Investment Advisers Act of 1940 and Rule 206(4)-7 thereunder. MSWM admitted to certain facts and consented to a censure, to cease and desist from committing or causing future violations, and to pay a civil penalty of \$8,000,000.

- On June 29, 2018, the SEC entered into a settlement order with MSWM settling an administrative action which relates to misappropriation of client funds in four related accounts by a single former MSWM financial advisor (“FA”). The SEC found that MSWM failed to adopt and implement policies and procedures or systems reasonably designed to prevent personnel from misappropriating assets in client accounts. The SEC specifically found that, over the course of eleven months, the FA initiated unauthorized transactions in the four related client accounts in order to misappropriate client funds. The SEC found that while MSWM policies provided for certain reviews prior to issuing disbursements, such reviews were not reasonably designed to prevent FAs from misappropriating client funds. Upon being informed of the issue by representatives of the FA’s affected clients, MSWM promptly conducted an internal investigation, terminated the FA, and reported the fraud to law enforcement agencies. MSWM also fully repaid the affected clients, made significant enhancements to its policies, procedures and systems (“Enhanced MSWM Policies”) and hired additional fraud operations personnel. The SEC found that MSWM willfully violated section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder. The SEC also found that MSWM failed to supervise the FA pursuant to its obligations under Section 203(e)(6) of the Advisers Act. MSWM consented, without admitting or denying the findings, to a censure; to cease and desist from committing or causing future violations; to certain undertakings, including certifications related to the implementation and adequacy of the Enhanced MSWM Policies and to pay a civil penalty of \$3,600,000.
- On May 12, 2020, the SEC entered into a settlement order with MSWM settling an administrative action which relates to certain information provided in marketing and client communications to retail advisory clients in MSWM’s wrap fee programs with third-party managers and MSWM’s policies and procedures related to trades not executed at MSWM. In the applicable wrap fee programs, the third-party manager has the discretion to place orders for trade execution on clients’ behalf at a broker-dealer other than Morgan Stanley. MSWM permits managers to “trade away” from MSWM in this manner in order to seek best execution for trades. The SEC found that, from at least October 2012 through June 2017, MSWM provided incomplete and inaccurate information

indicating that MSWM executed most client trades and that, while additional transaction-based costs were possible, clients did not actually incur them in the ordinary course. The SEC found that this information was misleading for certain retail clients because some wrap managers directed most, and sometimes all, client trades to third-party broker-dealers for execution, which resulted in certain clients paying transaction-based charges that were not visible to them. The SEC also found that, on occasion, wrap managers directed trades to MSWM-affiliated broker-dealers in which clients incurred transaction-based charges in violation of MSWM’s affiliate trading policies without detection by MSWM. The SEC noted in the order that it considered certain remedial acts undertaken by MSWM in determining to accept the order, including MSWM enhancing its disclosures to clients, implementing training of financial advisors, enhancing relevant policies and procedures, and refunding clients’ transaction based charges paid to Morgan Stanley affiliates. The SEC found that MSWM willfully violated certain sections of the Investment Advisers Act of 1940, specifically Sections 206(2) and 206(4) and Rule 206(4)-7 thereunder. MSWM consented, without admitting or denying the findings and without adjudication of any issue of law or fact, to a censure; to cease and desist from committing or causing future violations; and to pay a civil penalty of \$5,000,000.

- On December 9, 2024, the Division of Corporation Finance on behalf of the U.S. Securities and Exchange Commission by delegated authority granted Morgan Stanley Smith Barney, LLC (“MSWM”), a waiver of the disqualification provision in Rule 506(d)(1)(iv) of Regulation D under the Securities Act of 1933 (“Securities Act”). For the duration of the undertakings detailed below, MSWM is required to furnish or cause to be furnished the following disclosure to customers prior to purchasing a Rule 506 offering issued or distributed by MSWM:

On December 9, 2024, the SEC entered into a settlement order with MSWM settling an administrative action, which relates to misappropriation of client funds in brokerage and advisory accounts by four former MSWM financial advisors (“FAs”). The SEC found that MSWM failed to adopt and implement policies and procedures reasonably designed to prevent personnel from misusing and misappropriating funds in client accounts and that MSWM’s inadequate policies and procedures and systems to implement them led to its failure reasonably to supervise the four FAs, who misappropriated funds from client and customer accounts while employed at MSWM. Specifically, the SEC found that MSWM failed to adopt and implement policies and procedures reasonably designed to prevent and detect unauthorized externally initiated ACH payments and unauthorized cash wires. Upon being informed of the potential unauthorized activity in the customer accounts of two of the FAs, MSWM promptly investigated the matters, terminated the FAs, reported the fraud to law enforcement agencies, and fully repaid the affected clients. MSWM also conducted a retroactive review of payment instructions for externally initiated ACH payment instructions, which led to the identification of misconduct by the other two FAs. MSWM accordingly terminated the other two FAs and reported the misconduct to SEC staff. On its own initiative, MSWM instituted new written procedures to address the conduct at issue and

retained an independent compliance consultant to perform a review and assessment. The SEC found that MSWM willfully violated section 206(4) of the Investment Advisers Act of 1940 (“Advisers Act”) and Rule 206(4)-7 thereunder. The SEC also found that MSWM failed to supervise the FAs within the meaning of Section 203(e)(6) of the Advisers Act and/or Section 15(b)(4)(E) of the Securities Exchange Act of 1934. MSWM consented, without admitting or denying the findings, to a censure; to cease and desist from committing or causing future violations; to certain undertakings, including the retention of an Independent Compliance Consultant to review MSWM’s policies, procedures and controls related to the conduct in the Order and to pay a civil penalty of \$15,000,000.

MSWM’s Form ADV Part 1 contains further information about its disciplinary history and is available on request from your Financial Advisor.

### **Other Financial Industry Activities and Affiliations**

Morgan Stanley (“Morgan Stanley Parent”) is a financial holding company under the Bank Holding Company Act of 1956. Morgan Stanley Parent is a corporation whose shares are publicly held and traded on the New York Stock Exchange. MSWM is a wholly owned indirect subsidiary of Morgan Stanley Parent.

**Activities of Morgan Stanley Parent.** Morgan Stanley Parent is a global firm engaging, through its various subsidiaries, in a wide range of financial services including:

- securities underwriting, distribution, trading, merger, acquisition, restructuring, real estate, project finance and other corporate finance advisory activities;
- merchant banking and other principal investment activities;
- brokerage and research services;
- asset management;
- trading of foreign exchange, commodities and structured financial products; and
- global custody, securities clearance services, and securities lending.

**Broker-Dealer Registration.** As well as being a registered investment adviser, MSWM is registered as a broker-dealer.

**Restrictions on Executing Trades.** As MSWM is affiliated with MS&Co. and its affiliates, the following restrictions apply when executing client trades:

- MSWM and MS&Co. generally do not act as principal in executing trades for MSWM investment advisory clients (except in limited circumstances as permitted by law).
- Regulatory restrictions may limit your ability to purchase, hold or sell equity and debt issued by Morgan Stanley Parent and its affiliates in some advisory programs.
- Certain regulatory requirements may limit MSWM’s ability to execute transactions through alternative execution services (e.g., electronic communication networks and crossing networks) owned by MSWM, MS&Co. or their affiliates.

These restrictions may adversely impact client account performance.

See Item 6.B above for conflicts arising from our affiliation with MS&Co. and its affiliates.

### **Related Investment Advisors and Other Service Providers.**

MSWM has related persons that are the investment advisers to mutual funds or Alternative Investments in various investment advisory programs (including Morgan Stanley Investment Management Inc., Morgan Stanley Investment Management Limited, Consulting Group Advisory Services LLC, as well as Eaton Vance Management and its investment affiliates). If you invest your assets in an affiliated mutual fund or Alternative Investment, MSWM and its affiliates earn more money than if you invest in an unaffiliated mutual fund or Alternative Investment. Generally, for Retirement Accounts, MSWM rebates or offsets fees so that MSWM complies with IRS and Department of Labor rules and regulations.

MSIM and certain Eaton Vance investment affiliates serve in various advisory, management, and administrative capacities to open-end and closed-end investment companies and other portfolios (some of which are listed on the NYSE). Morgan Stanley Services Company, Inc., its wholly owned subsidiary, provides limited transfer agency services to certain open-end investment companies.

Morgan Stanley Distribution Inc. serves as distributor for these open-end investment companies and has entered into selected dealer agreements with MSWM and affiliates. Morgan Stanley Distribution Inc. also may enter into selected dealer agreements with other dealers. Under many of these agreements, MSWM and affiliates, and other selected dealers, are compensated for sale of fund shares to clients on a brokerage basis, and for shareholder servicing (including pursuant to plans of distribution adopted by the investment companies pursuant to Rule 12b-1 under the Investment Company Act of 1940).

Related persons of MSWM act as general partner, administrative agent or special limited partner of a limited partnership or managing member or a special member of a limited liability company to which such related persons serve as adviser or sub-adviser and in which clients have been solicited in a brokerage or advisory capacity to invest. In some cases, the general partner of a limited partnership is entitled to receive an incentive allocation from a partnership.

See Item 4.C above for a description of cash Sweep Vehicles managed or held by related persons of MSWM.

See Item 6.B above for a description of various conflicts of interest.

**Market Transition Away from LIBOR.** The following applies to holders of products directly or indirectly linked to the London Interbank Offered Rate (“LIBOR”) or the Secured Overnight Financing Rate (“SOFR”) and investors that are considering purchasing such products. Depending on your current holdings and investment plans, this information may or may not be applicable to you.

LIBOR had been a widely used interest rate benchmark in bond,

loan and derivative contracts, as well as consumer lending instruments such as mortgages. However, as a result of concerns with the integrity of LIBOR and how it is determined, LIBOR will cease to be published and will be replaced by alternative reference rates.

Specifically, overnight and one-, three-, six- and 12-month USD LIBOR will no longer be published after June 30, 2023. However, regulators have indicated that the time until then is to be used only for managing existing LIBOR-based products. All settings for GBP, EUR, JPY and CHF LIBOR, and one-week and two-month settings for USD LIBOR, are no longer being published, although synthetic versions of GBP and JPY LIBOR rates will be published for a period of time. The committee convened by the U.S. Federal Reserve Board and the Federal Reserve Bank of New York, the Alternative Reference Rates Committee (ARRC), has selected SOFR as the recommended alternative benchmark rate to USD LIBOR.

The market transition away from LIBOR to alternative rates is complex and could have a range of impacts on financial products and transactions directly or indirectly linked to LIBOR. For example, the fallback provisions in your LIBOR-based products, or the absence thereof, could have an adverse effect on the value of such products, as well as your investment strategy. Documentation governing existing LIBOR-based products may contain “fallback provisions”, which provide for how the applicable interest rate will be calculated if LIBOR ceases or is otherwise unavailable. Fallback provisions can materially differ across products and even within a given asset class. Furthermore, such provisions may not contemplate alternative reference rates such as SOFR (in particular in older documentation) and/or may result in increased uncertainty and change the economics of the product when LIBOR ceases. Clients utilizing hedging strategies may also face basis risk due to inconsistent fallback provisions in their various investments. Recently, federal legislation was signed into law that will provide for a SOFR-based rate plus a spread to replace LIBOR for those contracts without effective fallback provisions.

With respect to an investment in SOFR-linked products and products that will fallback to SOFR, you should understand the terms of the particular product and the related risks. The composition and characteristics of SOFR are not the same as LIBOR and, as a result, SOFR may not perform in the same way as LIBOR would have. Further, the SOFR-linked products that have been issued to date apply different market conventions to calculate interest and therefore these products have different risks and considerations.

Affiliates of MSWM participate on central bank committees that have been selecting alternative rates and developing transition plans for trading these new rates. In addition, MSWM and its affiliates may have interests with respect to LIBOR- and SOFR-linked products that conflict with yours as an investor. As with any investment, make sure you understand the terms of any LIBOR- and SOFR-based products you hold and the terms of those that you are considering purchasing. Other products and services offered by or through MSWM or its affiliates, such as loans and mortgage products, may have different terms and conditions and may be affected by the potential replacement of LIBOR differently than LIBOR-based securities.

This is a developing situation and the above information is subject to change. For more information on the potential replacement of LIBOR, the recommended alternative rate, SOFR, and certain considerations relating to LIBOR- and SOFR-linked products, please see

[www.morganstanley.com/wm/LIBOR](http://www.morganstanley.com/wm/LIBOR). Please also contact a member of your Morgan Stanley team for information, including if you have questions about whether you hold LIBOR-based products.

## Code of Ethics

The MSWM US Investment Advisory Code of Ethics (“Code”) applies to MSWM’s employees, supervisors, officers and directors engaged in offering or providing investment advisory products and/or services (collectively, the “Access Persons”). In essence, the Code prohibits Access Persons from engaging in securities transactions or activities that involve a material conflict of interest, possible diversion of a corporate opportunity, or the appearance of impropriety. Access Persons must always place the interests of MSWM’s clients above their own and must never use knowledge of client transactions acquired in the course of their work to their own advantage. Supervisors are required to use reasonable supervision to detect and prevent any violations of the Code by the individuals, branches and departments that they supervise.

The Code generally operates to protect against conflicts of interest either by subjecting Access Person activities to specified limitations (including pre-approval requirements) or by prohibiting certain activities. Key provisions of the Code include:

- The requirement for certain Access Persons, because of their potential access to non-public information, to obtain their supervisors’ prior written approval or provide pre-trade notification before executing certain securities transactions for their personal securities accounts;
- Additional restrictions on personal securities transaction activities applicable to certain Access Persons (including Financial Advisors and other MSWM employees who act as portfolio managers in MSWM investment advisory programs);
- Requirements for certain Access Persons to provide initial and annual reports of holdings in their Access Person securities accounts, along with quarterly transaction information in those accounts; and
- Additional requirements for pre-clearance of other activities including, but not limited to, Outside Business Activities, Gifts and Entertainment, and U.S. Political Contributions and Political Solicitation Activity.

You can obtain a copy of the Code from your Financial Advisor. See Item 6.B above, for a description of Conflicts of Interest

## Trade Errors

Whether made by MSWM or by agents acting on our behalf, trade errors do occur from time to time. MSWM maintains policies and procedures to ensure timely detection, reporting, and resolution of trade errors involving client accounts. In

general, once a trade error has been identified, we take prompt, corrective action, returning the client's account to the economic position it would be in absent the error. Once the trade error is resolved with respect to the client's account, the handling of any resulting gain or loss can vary depending on the circumstances and the specific type of error; typically, however, any net gain or loss is either booked to the relevant error account or, in certain situations resulting in a net gain, donated to the Morgan Stanley Foundation.

## **Reviewing Accounts**

At account opening, your Financial Advisor reviews your account to ensure that it and your investment strategy are appropriate for you in light of your investment objectives, risk tolerance, and financial circumstances.

In the CGA program, generally, your Financial Advisor will contact you at least annually to review your account, except as otherwise provided in "Plan Review" in Item 4A above.

MSWM reviews accounts daily to determine if any investments are outside the investment guidelines as described below.

If your CGA account is identified as having investments outside investment guidelines (other than allocations to cash and cash equivalents and annuities), MSWM will consider investments in your related MSWM accounts (including your MSWM brokerage accounts for which we do not act as investment adviser) before taking any action. If your account investments are outside the investment guidelines as described above, your Financial Advisor may make a recommendation to bring your account within the investment guidelines. Alternatively, you may agree for your CGA account to remain invested in the subject securities.

If your CGA account is identified as having investments outside investment guidelines for allocations to cash and cash equivalents or annuities, MSWM will consider investments in your related MSWM advisory accounts before taking any action. If your CGA account is outside the investment guidelines for allocations to cash and cash equivalents or annuities, your account must be brought within such investment guideline. Please contact your Financial Advisor for further details.

MSWM monitors clients' allocations to cash and cash equivalents in CGA accounts. While there may be individual circumstances or tactical reasons to overweight these assets in client accounts, holding these assets as part of a strategic allocation for an extended period of time could adversely impact account performance. Account holdings in cash and cash equivalents are subject to percentage and duration limitations under the investment guidelines, and are reviewed as described above.

MSWM conducts various checks on a periodic basis (e.g. inactive accounts) in the CGA program and investments in your related MSWM accounts (including your MSWM brokerage accounts for which we do not act as investment adviser

See Item 4.A above for a discussion of account statements and periodic reviews provided for your account or your Client Portfolio, as applicable.

## **Client Referrals and Other Compensation**

See "Payments from Mutual Funds" in Item 6.B above.

MSWM may compensate affiliated and unaffiliated third parties for client referrals in accordance with Rule 206(4)-1 of the Advisers Act. If the client invests in an investment advisory program, the compensation paid to any such entity will typically consist of an ongoing cash payment stated as a percentage of MSWM's advisory fee or a one-time flat fee, but may include cash payments determined in other ways.

## **Financial Information**

We are not required to include a balance sheet in this Brochure because we do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

We do not have any financial conditions that are reasonably likely to impair our ability to meet our contractual commitments to clients.

MSWM and its predecessors have not been the subject of a bankruptcy petition during the past 10 years.



## **Exhibit: Affiliated Money Market Funds Fee Disclosure Statement and Float Disclosure Statement**

### **Sweep Vehicles in Retirement Accounts**

Retirement Accounts generally effect temporary sweep transactions of new free credit balances into Deposit Accounts established under the Bank Deposit Program.

The table below describes the fees and expenses charged to sweep assets invested in shares of the Money Market Funds in which the account invests (expressed as a percentage of each fund's average daily net assets for the stated fiscal year). Note that:

- The rate of Advisory Fee and Distribution and Service Fees (including 12b-1 fees) (whether in basis points or dollars) may not be increased without first obtaining shareholder approval.
- Expenses designated as "Other Expenses" include all expenses not otherwise disclosed in the table that were deducted from each fund's assets or charged to all shareholder accounts in the stated fiscal year (and may change from year to year).

These fees and expenses generally are paid to MSIM, MSWM and/or its affiliates for services performed. The aggregate amount of these fees is stated in the tables below. The amounts of expenses deducted from a fund's assets are shown in each fund's statement of operations in its annual report.

Morgan Stanley Investment Management (and/or its affiliates) may, from time to time, waive part or all of its advisory fee or assume or reimburse some of a fund's operating expenses (this may be for a limited duration.) Such actions are noted in the fund's prospectus and/or statement of additional information. The table below shows the Total Annual Fund Operating Expenses (before management fee waivers and/or expense reimbursements) and the Total Annual Fund Operating Expenses After Fee Waivers and/or Expense Reimbursements.

MSWM reasonably expects to provide services as a fiduciary (as that term is defined under ERISA or the Code) with respect to Retirement Accounts. MSWM believes that investing in shares of the funds for sweep purposes is appropriate for Retirement Accounts because using professionally managed Money Market Funds allows you to access cash on an immediate basis, while providing a rate of return on your cash positions pending investment. As is typical of such arrangements, we use only affiliated money funds for this purpose.

MSWM also believes that investing a Retirement Account's assets in the Deposit Accounts is appropriate. Terms of the Bank Deposit Program are further described in the Bank Deposit Program Disclosure Statement, which has been provided to you with your account opening materials.

The fund expense information below reflects the most recent information available to us as of December 31, 2024, and is subject to change. Please refer to the funds' current prospectuses, statements of additional information and annual reports for more information.

<b>Fund</b>	<b>Advisory Fee</b>	<b>Distribution and Service Fees</b>	<b>Shareholder Service Fee</b>	<b>Other Expenses</b>	<b>Total Annual Fund Operating Expenses</b>	<b>Total Annual Fund Operating Expenses After Fee Waivers and/or Expense Reimbursements</b>
MSILF Government Securities-Participant Share Class	0.15%	0.25%	0.25%	0.08%	0.73%	0.45%
MS U.S. Government Money Market Trust	0.15%	N/A	0.10%	0.10%	0.36%	0.36%

### **Interest Earned on Float**

If MSWM is the custodian of your account, MSWM retains as compensation, for providing services, the account's proportionate share of any interest earned on cash balances held by MSWM (or an affiliate) with respect to assets awaiting investment including:

- new deposits to the account (including interest and dividends) and
- uninvested assets held by the account caused by an instruction to the custodian to buy and sell securities (which may, after the period described below, be automatically sent to a sweep vehicle).

This interest is generally at the prevailing Federal Funds interest rate.

Generally, with respect to such assets awaiting investment:

- when the custodian receives the assets on a day on which the NYSE is open ("Business Day") and before the NYSE closes, the custodian earns interest through the end of the following Business Day and
- when the custodian receives the assets on a Business Day but after the NYSE closes, or on a day which is not a Business Day, the custodian earns interest through the end of the second following Business Day.