

# Tax-Advantaged Growth & Income Trust

## (SERIES 3)

### A 2 YEAR UNIT INVESTMENT TRUST

#### Investment Objective

The Trust seeks to provide investors with the possibility of a high level of total after-tax return, with an emphasis on income that is exempt from regular federal income tax or that qualifies for federal income taxation at long-term capital gains rates ("tax-advantaged income") while also offering the potential for capital appreciation. There is no guarantee that the investment objective of the Trust will be achieved.

#### Strategy of Portfolio Selection

The Trust seeks to achieve its investment objective by investing in a portfolio consisting primarily of (i) common stock of closed-end investment companies whose portfolios consist primarily of municipal bonds, the interest on which is exempt from regular federal income tax (the "Municipal Funds"); (ii) common stocks that are eligible, as of the Initial Date of Deposit, to pay dividends which qualify for federal income taxation rates applicable to long-term capital gain, which is currently taxed at a maximum rate of 15% ("qualified dividend income"); and (iii) common stock of closed-end investment companies seeking tax-advantaged income as part of their investment strategies and/or policies or that pursue "tax managed" investment strategies and/or policies (collectively with the Municipal Funds, the "Funds").

The 2010 Tax Relief Act is scheduled to expire December 31, 2012, after which time qualified dividend income is expected to be subject to ordinary income taxes.

#### Description of Portfolio

The portfolio of the Trust contains 10 issues of common stock of domestic and foreign companies and 11 issues of common stock of closed-end investment companies. 100% of the issues are represented by the Sponsor's contracts to purchase such Securities. Based upon the principal business of each issuer and current market values, the following industries are represented by the common stocks of the companies in the portfolio (and does not include the Funds whose portfolios are not fixed): energy, financials, health care and telecommunication services.

<sup>1</sup>Distributions, if any, will be made commencing on May 31, 2012. The estimated net annual distribution is expected to decline over time because a portion of the securities included in the portfolio will be sold to pay for organization costs, creation and development fee and deferred sales charge. Distributions will fluctuate as a result of Unitholder redemptions in addition to securities being sold within the portfolio. Distributions are also subject to the ability of issuers to make dividend payments in the future.

<sup>2</sup>Estimated Net Annual First Year Distribution per Unit is computed by dividing the estimated annual income of the underlying securities less the expense per unit by the number of units outstanding. The estimated net annual distributions for subsequent years are expected to be less than estimated distributions for the first year because a portion of the securities included in the Trust portfolio will be sold during the first year to pay for organization costs, the creation and development fee and the deferred sales charge. The actual net annual distributions will vary with changes in the Trust's fees and expenses and income of the underlying securities.

<sup>3</sup>Percentages are based on a \$10.00 per unit offering price. For unit prices other than \$10.00, percentages of initial sales charge, creation and development fee, and deferred sales charges will vary. Early redemption will still cause payment of the deferred sales charge. The table above shows the initial offering period sales charges only.

<sup>4</sup>The creation and development fee is a charge of \$.050 per unit collected at the end of the initial offering period. If the price you pay exceeds \$10 per unit, the creation and development fee will be less than 0.50%; if the price you pay is less than \$10 per unit, the creation and development fee will exceed 0.50%.

CONTINUED ON BACK.

INCEPTION DATE:	April 12, 2012
MANDATORY TERMINATION DATE:	April 15, 2014
INITIAL OFFER PRICE:	\$10.00
MINIMUM INVESTMENT:	100 units (May vary by selling firm.)
NUMBER OF ISSUES:	21
DISTRIBUTIONS: <sup>1</sup>	Monthly, if any
ESTIMATED NET ANNUAL FIRST YEAR DISTRIBUTION PER UNIT: <sup>2</sup>	\$0.8417
CUSIP (CASH):	831704 184
CUSIP (REINVESTMENT):	831704 192
FEE-BASED CUSIP (CASH):	831704 200
FEE-BASED CUSIP (REINVESTMENT):	831704 218
TICKER:	SMTACX

#### Sales Charges<sup>3</sup> (based on a \$10 public offering price):

##### STANDARD ACCOUNTS

Transactional Sales Charges:	Initial	1.00%
	Deferred	2.45%
Creation & Development Fee: <sup>4</sup>		0.50%
Maximum Sales Charge:		3.95%

The deferred sales charge is a charge of \$0.245 per unit and will be deducted in three monthly installments commencing on August 20, 2012. Investors will not be assessed the initial and deferred sales charge for eligible fee-based accounts and must purchase units in a Fee CUSIP. Please see the prospectus for sales charge details.

##### FEE/WRAP ACCOUNTS

Creation & Development Fee: <sup>4</sup>	0.50%
Maximum Sales Charge:	0.50%

Investors should consider the Trust's investment objective, risks, charges and expenses carefully before investing. The prospectus contains this and other information relevant to an investment in the Trust. Please advise your clients to read the prospectus carefully before they invest. If a prospectus did not accompany this literature, please contact Hennion & Walsh at (888) 505-2872 to obtain a free prospectus.

HENNION & WALSH is a member of FINRA/SIPC.

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## Volume Discounts

PURCHASE AMOUNT <sup>1</sup>	SALES CHARGE
Less than \$100,000	3.95%
\$100,000 but less than \$250,000	3.45%
\$250,000 but less than \$500,000	3.20%
\$500,000 but less than \$750,000	2.95%
\$750,000 or greater	2.45%

<sup>1</sup>The volume discount is also applied on a unit basis utilizing a breakpoint equivalent in the above table of one unit per \$10. Please see the Trust prospectus for full details. These discounts are only offered during the initial offering period.

## Portfolio Holdings as of April 12, 2012

### COMMON STOCKS — 51.00%

#### ENERGY — 6.00%

YPF YPF Sociedad Anonima

#### FINANCIALS — 5.00%

UVE Universal Insurance Holdings, Inc.

#### HEALTH CARE — 9.00%

AZN AstraZeneca PLC

PDLI PDL BioPharma Inc.

#### TELECOMMUNICATION SERVICES — 31.00%

FTE France Telecom SA

FTR Frontier Communications Corporation

KKPNY Koninklijke (Royal) KPN NV

NZT Telecom Corporation of New Zealand Limited

TEF Telefonica S.A.

WIN Windstream Corporation

### REGISTERED INVESTMENT COMPANIES — 49.00%

BBK BlackRock Municipal Bond Trust

BFK BlackRock Municipal Income Trust

BLE BlackRock Municipal Income Trust II

MUH BlackRock MuniHoldings Fund II

LEO Dreyfus Strategic Municipals

KTF DWS Municipal Income Trust

KSM DWS Strategic Municipal Income Trust

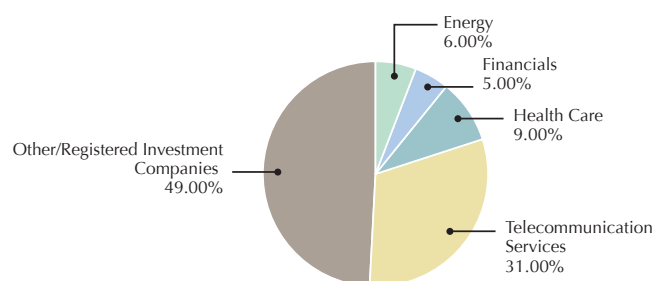
EVT Eaton Vance Tax-Advantaged Dividend Income Fund

ETG Eaton Vance Tax-Advantaged Global Dividend Income Fund

ETO Eaton Vance Tax-Advantaged Global Dividend Opportunities Fund

HTD John Hancock Tax-Advantaged Dividend Income Fund

## Portfolio Allocation as of April 12, 2012



## Risk Considerations

Unitholders can lose money by investing in this Trust. The value of the Units, the Securities and the securities held by the Funds included in the portfolio can each decline in value. An investment in Units of the Trust should be made with an understanding of the following risks: Since the portfolio of the Trust is unmanaged, in general, the Sponsor can only sell Securities under certain extraordinary circumstances, at the Trust's termination or in order to meet redemptions. As a result, the price at which each Security is sold may not be the highest price it attained during the life of the Trust.

Price fluctuations of particular Securities will change the portfolio's composition throughout the life of the Trust. When cash or a letter of credit is deposited with instructions to purchase Securities in order to create additional Units, an increase in the price of a particular Security between the time of deposit and the time that Securities are

purchased will cause the Units to be comprised of less of that Security and more of the remaining Securities. In addition, brokerage fees incurred in purchasing the Securities will be an expense of the Trust and such fees will dilute the existing Unitholders' interests.

The risk that the financial condition of the issuers of the common stocks in the Trust and held by the Funds may become impaired or that the general condition of the stock market may worsen (both of which may contribute directly to a decrease in the value of the Securities and thus in the value of the Units).

Certain Funds held by the Trust invest in municipal bonds. Municipal bonds are fixed rate debt obligations that decline in value with increases in interest rates, an issuer's worsening financial condition or a drop in bond ratings. A reduction in income tax rates may adversely affect their value. The longer the maturity of a municipal bond the greater the risk of a decline in value with increases in interest rates.

The effective maturity of longer term bonds may be dramatically different than shorter term obligations. Funds that invest in intermediate-term and long-term bonds will receive early returns of principal when bonds are called or sold before they mature. These Funds may not be able to reinvest the money they receive at as high a yield.

The default of an issuer of a bond in making its payment obligations could result in the loss of interest income and/or principal to the Funds, and correspondingly, to investors.

Certain securities held by the Funds may be rated in lower rating categories (Baa or lower by Moody's and BBB or lower by Standard & Poor's), or in comparable non-rated securities. While these lower rated securities offer a higher return potential than higher rated securities, they also involve greater price volatility and greater risk of loss of income and principal.

Securities of foreign companies held by the Trust and by the Funds present risks beyond those of U.S. issuers. These risks may include market and political factors related to the company's foreign market, international trade conditions, less regulation, smaller or less liquid markets, increased volatility, differing accounting practices and changes in the value of foreign currencies.

Certain of the Securities are shares of closed-end funds which frequently trade at a discount from their net asset value in the secondary market. The amount of such discount is subject to change from time to time in response to various factors.

Because the Trust's investment objective is to provide a high level of total aftertax return, including attractive tax-advantaged income, the attractiveness of investing in securities that generate tax-qualified dividends in relation to other investment alternatives may be affected by changes in federal income tax laws and regulations, including changes in the qualified dividend income provisions.

Unitholders will pay both Trust expenses and will also indirectly bear a share of each Fund's expenses.

Certain Funds may utilize substantial leveraging in their portfolios. This leveraging will cause increased price volatility for those Funds' shares, and as a result, increased price volatility for the price of the Units of the Trust.

The Trust and certain Funds may invest in companies with smaller market capitalizations, which may have less liquid stock and more volatile prices than larger capitalized companies. Such companies also tend to have unproven track records and, to a certain extent, are more likely to perform less well or fail than companies with larger market capitalizations.

There is no assurance that any dividends will be declared or paid in the future on the Securities.

Income may be subject to state and local taxes and to the alternative minimum tax (AMT). Future laws could eliminate the tax exemption for municipal income. In addition, certain distributions paid by certain funds may be subject to federal, state and local taxes. Hennion & Walsh and its representatives do not provide tax advice. You should consult your tax adviser for further information on tax implications.

The sponsor may offer successive Trusts with similar portfolios thereby allowing the investor to pursue the same strategy over a number of years. Investors should consider their ability to pursue investing in successive Trusts, if available. There may be tax consequences associated with investing in the Trust and rolling over an investment from one Trust to the next.