

Pricing Supplement dated 21 November 2014

**Morgan Stanley**

Issue of EUR 10,000,000 Fixed-Floating Rate Note due 2034

under the

**Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates**

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended, including by Directive 2010/73/EU (together, the "**Prospective Directive**") (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Distribution Agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Distribution Agent has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Warning: Neither this Pricing Supplement nor the Offering Circular referred to below constitutes a "prospectus" for the purposes of Article 5.4 of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, the "**Prospectus Directive**"), and the Pricing Supplement and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Directive in relation to any Notes be offered and sold under hereby.

**THE NOTES ARE NOT BANK DEPOSITS AND ARE NOT INSURED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY, NOR ARE THEY OBLIGATIONS OF, OR GUARANTEED BY, A BANK.**

**PART A – CONTRACTUAL TERMS**

THE NOTES DESCRIBED HEREIN, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THE ISSUER IS NOT REGISTERED AND WILL NOT REGISTER UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED. TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT, AS AMENDED.

THE NOTES DESCRIBED HEREIN, ANY INTEREST THEREIN, ANY GUARANTEE IN RESPECT THEREOF AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED OR REDEEMED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT. HEDGING TRANSACTIONS INVOLVING ANY "EQUITY SECURITIES" OF "DOMESTIC ISSUERS" (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE "**SUBSCRIPTION AND SALE**" AND "**NO OWNERSHIP BY U.S. PERSONS**" IN THE OFFERING CIRCULAR DATED 18 AUGUST 2014. IN PURCHASING THE NOTES, PURCHASERS WILL BE DEEMED TO REPRESENT AND WARRANT THAT THEY ARE NEITHER LOCATED IN THE UNITED STATES NOR A U.S. PERSON AND THAT THEY ARE NOT PURCHASING ON BEHALF OF, OR FOR THE ACCOUNT OR BENEFIT OF, ANY U.S. PERSON.

## THE NOTES ARE NOT RATED.

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the English Law Notes set forth in the Offering Circular dated 18 August 2014 and the supplemental Offering Circular dated 29 September 2014 (together, the "Offering Circular"). This Pricing Supplement must be read in conjunction with such Offering Circular as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. Copies of the Offering Circular are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA. The Offering Circular has also been published on the website of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

### Information Concerning Investment Risk

**Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. The amount payable on redemption of the Notes is linked to the performance of the Underlying (as defined herein), and may be less than par. Given the highly specialised nature of these Notes, Morgan Stanley (the "Issuer") and Morgan Stanley & Co. International plc ("MSI plc") consider that they are only suitable for highly sophisticated investors who are able to determine for themselves the risk of an investment linked to the Underlying, are willing to take risks and can absorb the partial loss of their initial investment. Consequently, if you are not an investor who falls within the description above you should not consider purchasing these Notes without taking detailed advice from a specialised professional adviser.**

**Potential investors are urged to consult with their legal, regulatory, investment, accounting, tax and other advisors with regard to any proposed or actual investment in these Notes. Please see the Offering Circular together with the Pricing Supplement for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these Notes. Investing in the Notes entails certain risks including, but not limited to, the following:**

**Capital protection at maturity:** Capital protection is provided at maturity only. If the Securities are sold prior to maturity, or redeemed by the Issuer for reasons stated in the Offering Circular, this document and the Pricing Supplement (or if there is a change in tax law), the proceeds may be less than the initial investment.

**Credit Risk:** Investors are exposed to the credit risk of the Issuer. The Notes are essentially a loan to the Issuer with a repayment that the Issuer promises to pay to you at maturity. There is the risk, however, that the Issuer may not be able to fulfil its promise to you. If any companies in the Morgan Stanley group incur losses with respect to any of their activities, this may have a negative impact on the financial condition of the Issuer. You may lose all or part of your investment if the Issuer is unable to pay the coupons (if any) or the redemption amount and/or goes into liquidation. No assets of the Issuer are segregated and specifically set aside in order to pay the holders of the Notes in the event of liquidation of the Issuer, and the holders of the Notes will rank behind creditors who have priority rights over certain assets of the Issuer.

**Liquidity Risk:** Any secondary market in the Notes made by the Dealer will be made on a reasonable efforts basis only and subject to market conditions, law, regulation and internal policy. Even whilst there may be a secondary market in the Notes it may not be liquid enough to facilitate a sale by the holder.

**Exit Risk:** Any secondary market price of the Notes will depend on many factors, including interest rates, time remaining to maturity and the creditworthiness of the Issuer. The secondary market price may be lower than the market value of the issued Notes as at the Issue Date to take into account amounts paid distributors and other intermediaries relating to the issue and sale of the Notes as well as amounts relating to the hedging of the Issuer's obligations. As a result of all of these factors, the holder may receive an amount in the secondary market which may be less than the then intrinsic market value of the Note and which may also be less than the amount the holder would have received had the holder held the Note through to maturity.

**Hedging Risk:** On or prior to and after the Trade Date, the Issuer, through its affiliates or others, will likely hedge its anticipated exposure under the Notes by taking positions in the Underlying, in option contracts on the Underlying or positions in any other available securities or instruments. In addition, the Issuer and its affiliates trade the Underlying as part of their general businesses. Any of these activities could potentially affect the value of the Underlying, and accordingly, could affect the pay-out to holders on the Notes.

**Potential Conflict of Interest:** The Determination Agent (MSI plc) is an affiliate of the Issuer and the economic interests of the Determination Agent may be adverse to the interests of holders of the Notes. Determinations made by the Determination Agent may affect the amount payable to holders pursuant to the terms of the Securities.

In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, the Dealer and each of their affiliates that (i) such purchaser understands the risks and potential consequences associated with the purchase of the Notes, (ii) that such purchaser has consulted with its own legal, regulatory, investment, accounting, tax and other advisers to extent it believes is appropriate to assist it in understanding and evaluating the risks involved in, and the consequences of, purchasing the Notes and (iii) in accordance with the terms set out in Annex 1.

**Tax Considerations for Non-US Holders:** A Non-U.S. holder will be subject to U.S. withholding tax unless the beneficial owner of the note (or a financial institution holding the note on behalf of the beneficial owner) furnishes the appropriate Form W-8BEN, on which the beneficial owner certifies under penalties of perjury that it is not a U.S. person. If withholding or deduction of taxes is required by law, payments on the notes will be made net of applicable withholding taxes, and Morgan Stanley will not be required to pay any additional amounts to Non-U.S. holders with respect to any taxes withheld.

Morgan Stanley is not qualified to give legal, tax or accounting advice to its clients and does not purport to do so in this document. Clients are urged to seek the advice of their own professional advisers about the consequences of the proposals contained herein.

## GENERAL

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|----|------|---|-------------------------------|
| 1. | (i)  | Issuer:                                       | Morgan Stanley                |
|    | (ii) | Guarantor:                                    | Not Applicable                |
| 2. | (i)  | Series Number:                                | 8486                          |
|    | (ii) | Tranche Number:                               | 1                             |
| 3. |      | Specified Currency or Currencies:             | Euro ("EUR")                  |
| 4. |      | Aggregate Nominal Amount/Number of the Notes: |                               |
|    | (i)  | Series:                                       | EUR 10,000,000                |
|    | (ii) | Tranche:                                      | EUR 10,000,000                |
| 5. |      | Issue Price                                   | 100 per cent. of par per Note |
| 6. | (i)  | Specified Denominations:                      | EUR 100,000                   |
|    | (ii) | Calculation Amount:                           | EUR 100,000                   |
| 7. | (i)  | Issue Date:                                   | 21 November 2014              |
|    | (ii) | Trade Date:                                   | 7 November 2014               |

	(iii)	Interest Commencement Date	Issue Date
	(iv)	Strike Date:	Not Applicable
	(v)	Determination Date:	Not Applicable
8.		Maturity Date:	21 November 2034
9.		Interest Basis:	3.15 per cent. Fixed Rate. See item 15 below; and Floating Rate see item 16 below
10.		Redemption/Payment Basis:	Redemption at par
11.		Change of Interest or Redemption/Payment Basis:	See item 16 below
12.		Put/Call Options/Autocallable Early Redemption:	
	(i)	Redemption at the Option of the Issuer: (Condition 20.5)	Not Applicable
	(ii)	Redemption at the Option of Noteholders: (Condition 20.7)	Not Applicable
	(iii)	Autocallable Early Redemption: (Condition 18)	Not Applicable
	(iv)	Other put/call options:	Not Applicable
13.	(i)	Status of the Notes: (Condition 4)	(Condition 4.1 applies)
	(ii)	Status of the Guarantee:	Not Applicable
14.		Method of distribution:	Non-syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.		Fixed Rate Note Provisions (Condition 5)	Applicable
	(i)	Rate(s) of Interest:	3.15 per cent. per annum payable annually in arrear  For the avoidance of doubt, the Fixed Rate of Interest is only payable in 2015, 2016 and 2017 as specified in item 15(iii) below.  Thereafter a Floating Rate is applicable. See item 16 below.
	(ii)	Interest Period:	As set out in Condition 2.1

(iii)	Interest Payment Date(s):	21 November 2015, 21 November 2016 and 21 November 2017
(iv)	Fixed Coupon Amount[(s)]:	EUR 3,150 per Calculation Amount
(v)	Broken Amount(s):	Not Applicable
(vi)	Day Count Fraction:	Not Applicable
(vii)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
16.	Floating Rate Note Provisions	Applicable
	(Condition 6)	
(i)	Interest Payment Dates:	21 November 2018, 21 November 2019, 21 November 2020, 21 November 2021, 21 November 2022, 21 November 2023, 21 November 2024, 21 November 2025, 21 November 2026, 21 November 2027, 21 November 2028, 21 November 2029, 21 November 2030, 21 November 2031, 21 November 2032, 21 November 2033 and the Maturity Date
(ii)	First Interest Payment Date:	21 November 2018 (in respect of the first Floating Rate Interest amount)
(iii)	Interest Period:	As set out in Condition 2.1
(iv)	Business Day Convention:	Following Business Day Convention
(v)	Additional Business Centre(s):	TARGET
(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	In respect of each Interest Period, Par * EURCMS20Y  Subject to a maximum rate of interest of 4.00 per cent. and a minimum rate of interest of 0%
		Where:  "EURCMS20Y" means a rate determined by reference to EUR-ISDA-EURIBOR Swap Rate 11.00 with a designated maturity of twenty years and the reset date being the first day of each Interest Period; and  "EUR-ISDA-EURIBOR Swap Rate-11.00" shall have the meaning given to it by the 2006 ISDA Definitions
(vii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Morgan Stanley & Co. International plc (the "Determination Agent"). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad

		faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
(viii)	Screen Rate Determination:	Not Applicable
(ix)	ISDA Determination:	Not Applicable
(x)	Margin(s):	0 per cent. per annum
(xi)	Minimum Rate of Interest:	0 per cent. per annum
(xii)	Maximum Rate of Interest:	4.00 per cent. per annum
(xiii)	Day Count Fraction:	30/360, Unadjusted
(xiv)	Fallback provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	If the rate for EURCMS20Y does not appear on the relevant Reuters page on an Interest Determination Date (as defined below), the Determination Agent will determine, in its sole and absolute discretion, the relevant rate (or a method for determining such rate) for such date, taking into consideration all available information that it deems relevant.
		<b>“Interest Determination Date”</b> means the two (2) TARGET Business Days prior to the start of each Interest Period
17.	Zero Coupon Note Provisions (Condition 7)	Not Applicable
18.	Dual Currency-Linked Note Interest Provisions (Condition 8)	Not Applicable
19.	Equity-Linked Interest Note Provisions: (Condition 10)	Not Applicable
20.	Commodity-Linked Interest Note Provisions	Not Applicable
21.	Currency-Linked Interest Note Provisions	Not Applicable
22.	Inflation-Linked Interest Note Provisions	Not Applicable
23.	Property-Linked Interest Note Provisions	Not Applicable
24.	Fund-Linked Interest Note Provisions	Not Applicable
25.	Credit-Linked Interest Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

26.	Call Option (Condition 20.5)	Not Applicable
27.	Put Option	Not Applicable

	(Condition 20.7)	
28.	Autocallable Early Redemption	Not Applicable
	(Condition 18)	
29.	Final Redemption Amount of each Note	100 per cent. per Calculation Amount
	(Condition 20.1)	
30.	Dual Currency Redemption Provisions	Not Applicable
	(Condition 8)	
31.	Equity-Linked Redemption Provisions:	Not Applicable
	(Condition 10)	
32.	Commodity-Linked Redemption Provisions	Not Applicable
	(Condition 11)	
33.	Currency-Linked Redemption Provisions	Not Applicable
	(Condition 12)	
34.	Inflation-Linked Redemption Provisions	Not Applicable
	(Condition 13)	
35.	Credit-Linked Redemption Provisions	Not Applicable
	(Condition 16)	
36.	Property-Linked Redemption Provisions	Not Applicable
	(Condition 14)	
37.	Fund-Linked Redemption Provisions	Not Applicable
	(Condition 15)	
38.	Preference Share-Linked Redemption Provisions:	Not Applicable
	(Condition 17)	
39.	(i) Early Redemption Amount upon Event of Default	Per Redemption
	Condition 25):	
	(ii) Early redemption amount payable upon an event described in Condition 10/11/12/13/15/16	As provided in Condition 10/11/12/13/15/16
	(iii) Early redemption amount upon early redemption	Per Redemption
	(Conditions [20.1, 20.3, 20.5, 20.10, 24, 26])	

Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	An amount equal to the fair market value of such Note, on such day as is selected by the Determination Agent in its sole and absolute discretion (provided that such day is not more than 15 days before the date fixed for redemption of the Note), less the proportion attributable to that Note of the reasonable cost to the Issuer and/or any Affiliate of, or the loss realised by the Issuer and/or any Affiliate on, unwinding any related hedging arrangements, all as calculated by the Determination Agent in its sole and absolute discretion
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40. Governing Law:	English law
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#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

41. Form of Notes:  (Condition 3)	Registered Notes:  Global Note Certificate registered in the name of a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates on 30 days' notice in the limited circumstances described in the Global Note Certificate
42. Record Date:	As set out in the Conditions
43. Additional Financial Centre(s) or other special provisions relating to Payment Dates:	TARGET only
44. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
45. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
46. Redenomination, renominalisation and reconventioning provisions:	The provisions in Condition 36 apply
47. Restrictions on free transferability of the Notes:	None
48. Inconvertibility Event Provisions:  (Condition 19)	Not Applicable
49. Other terms:	Implementation of Financial Transaction Tax: Not Applicable

#### **DISTRIBUTION**

50. (i) If syndicated, names and addresses of Managers and underwriting commitments: and	Not Applicable
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names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.)

- |       |  |   |
|-------|--|---|
| (ii)  | [Date of [Subscription] Agreement:             | Not Applicable  |
| (iii) | Stabilising Manager(s) (if any):               | Not Applicable  |
| 51.   | If non-syndicated, name and address of Dealer: | Morgan Stanley & Co. International plc<br>25 Cabot Square<br>London E14 4QA   |
| 52.   | U.S. Selling Restrictions:                     | Regulation S  |
| 53.   | Total commission and concession:               | In connection with the offer and sale of the Securities, the Dealer will sell the Notes to an intermediary at a discount to the Issue Price. The total discount offered will not exceed 1%. The investor acknowledges and agrees that such fees will be retained by the intermediary. Further information is available from the intermediary upon request |
| 54.   | Additional selling restrictions:               | Not Applicable  |

## PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the pricing supplement required to issue of Notes described herein pursuant to the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates of Morgan Stanley.

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By: *[Signature]* .....

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Irish Stock Exchange and trading on its Global Exchange Market with effect from the Issue Date. No assurance can be given that such listing will be obtained or when such listing may take place.

Listing and admission to Trading: EUR 500

### 2. RATINGS

Ratings: The Notes will not be rated

### 3. OPERATIONAL INFORMATION

ISIN Code: XS1137550676

Common Code: 113755067

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): As per the Conditions

Names and addresses of additional Paying Agent(s) (if any): As per the Conditions

## ANNEX 1

Any investment in the Notes made with the intention to offer, sell or otherwise transfer (together, “**distribute**” and each a “**distribution**”) such Notes to prospective investors will be deemed to include, without limitation, the following representations, undertakings and acknowledgements:

- a) (i) you are purchasing the instruments as principal (and not as agent or in any other capacity); (ii) none of the Issuer, the Dealer or their affiliates is acting as a fiduciary or an advisor to it in respect of the instruments; (iii) you are not relying upon any representations made by the Issuer, the Guarantor or any of their affiliates; (iv) you have consulted with your own legal, regulatory, tax, business, investments, financial, and accounting advisers to the extent that you have deemed necessary, and you have made your own investments, hedging and trading decisions based upon your own judgement and upon any advice from such advisors as you have deemed necessary and not upon any view expressed by the Issuer or any of its affiliates or agents and (v) you are purchasing the instruments with a full understanding of the terms, conditions and risks thereof and you are capable of and willing to assume those risks;
- b) you shall only distribute as principal or, alternatively, acting on a commission basis in your own name for the account of your investors and will not do so as agent for any Morgan Stanley entity (together “**Morgan Stanley**”) who shall assume no responsibility or liability whatsoever in relation to any such distribution. You shall distribute the product in your own name and to such customers as you identify in your own discretion, at your own risk and under your sole responsibility. You shall make such enquiries you deem relevant in order to satisfy yourself that prospective investors have the requisite capacity and authority to purchase the product and that the product is suitable for those investors;
- c) you shall not make any representation or offer any warranty to investors regarding the product, the Issuer or Morgan Stanley or make any use of the Issuer’s or Morgan Stanley’s name, brand or intellectual property which is not expressly authorised and you shall not represent you are acting as an agent of Morgan Stanley in such distribution. You acknowledge that neither the Issuer nor Morgan Stanley assume any responsibility or liability whatsoever in relation to any representation or warranty you make in breach hereof;
- d) if you distribute any material prepared and transmitted by the Issuer or by Morgan Stanley, you shall only distribute the entire material and not parts thereof. Any material you, or any third party you engage on your behalf, prepare shall be true and accurate in all material respects and consistent in all material respects with the content of the Offering Circular and the Pricing Supplement and shall not contain any omissions that would make them misleading. You shall only prepare and distribute such material in accordance with all applicable laws, regulations, codes, directives, orders and/or regulatory requirements, rules and guidance in force from time to time (“**Regulations**”). You acknowledge that neither the Issuer nor Morgan Stanley shall have any liability in respect of such material which shall, for the avoidance of doubt, at all times be your sole responsibility;
- e) you will not, directly or indirectly, distribute or arrange the distribution of the product or disseminate or publish (which for the avoidance of doubt will include the dissemination of any such materials or information via the internet) any materials or carry out any type of solicitation in connection with the product in any country or jurisdiction, except under circumstances that will result in compliance with all applicable Regulations and selling practices, and will not give rise to any liability for the Issuer or Morgan Stanley. For the avoidance of doubt, this includes compliance with the selling restrictions mentioned herein;
- f) if you receive any fee, rebate or discount, you shall not be in breach of any Regulation or customer or contractual requirements or obligations and you shall, where required to do so (whether by any applicable Regulation, contract, fiduciary obligation or otherwise), disclose such fees, rebates and discounts to your investors. You acknowledge that where fees are payable, or rebates or discounts applied, the Issuer and Morgan Stanley are

obliged to disclose the amounts and/or basis of such fees, rebates or discounts at the request of any of your investors or where required by any applicable Regulations.

- g) you will be committed to purchase at the issue price stated in the term sheet (or at the price otherwise agreed between us) instruments, when issued, in the agreed quantity and having terms, as provided in the definitive documentation, consistent with those in this term sheet (subject to any modifications agreed between us);
- h) we may enter into hedging or other arrangements in reliance upon your commitment, and, if you fail to comply with your commitment, your liability to us shall include liability for our costs and losses in unwinding such hedging or other arrangements;
- i) you agree and undertake to indemnify and hold harmless and keep indemnified and held harmless the Issuer, the Dealer and each of their respective affiliates and their respective directors, officers and controlling persons from and against any and all losses, actions, claims, damages and liabilities (including without limitation any fines or penalties and any legal or other expenses incurred in connection with defending or investigating any such action or claim) caused directly or indirectly by you or any of your affiliates or agents to comply with any of the provisions set out in (a) to (i) above, or acting otherwise than as required or contemplated herein.

You are not purchasing the Notes as an extension of credit to Morgan Stanley pursuant to a loan agreement entered into in the ordinary course of your trade or business.

