

**PRICING SUPPLEMENT**

**Pricing Supplement dated 15 August 2018**

**Morgan Stanley B.V.**

**Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52**

Issue of AUD 5,000,000 Share Basket Notes

Guaranteed by Morgan Stanley

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 (each, a "Relevant 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 "Prospectus 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 offered and sold under hereby.

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

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:**

**IF THE PRICING SUPPLEMENT IN RESPECT OF ANY NOTES INCLUDES A LEGEND ENTITLED "PROHIBITION OF SALES TO EEA RETAIL INVESTORS", THE NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EUROPEAN ECONOMIC AREA (THE "EEA"). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:**

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU, AS AMENDED ("MIFID II");**
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2002/92/EC, AS AMENDED, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR**
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN DIRECTIVE 2003/71/EC, AS AMENDED.**

**CONSEQUENTLY IF THE PRICING SUPPLEMENT IN RESPECT OF ANY NOTES INCLUDES A LEGEND ENTITLED "PROHIBITION OF SALES TO EEA RETAIL INVESTORS", NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE**

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**MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN OR WILL BE PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.**

## **PART A – CONTRACTUAL TERMS**

THE NOTES DESCRIBED HEREIN, AND ANY GUARANTEE IN RESPECT THEREOF, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NEITHER THE ISSUER NOR THE GUARANTOR IS REGISTERED, AND WILL NOT REGISTER, UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE “INVESTMENT COMPANY ACT”). TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT 1936, 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 REGULATIONS 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 ACCOMPANYING OFFERING CIRCULAR DATED 29 JUNE 2018. 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 the Notes described herein. This Pricing Supplement must be read in conjunction with the Offering Circular dated 29 June 2018 (the “Offering Circular”). Full information on the Issuer, the Guarantor 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 Euronext Dublin ([www.ise.ie](http://www.ise.ie)) and 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 or the number of Underlying Shares deliverable on redemption of the Notes is linked to the performance of each Underlying Share (as defined herein) in the Basket of Shares (as defined herein), and may be less than par. Given the highly specialised nature of these Notes, Morgan Stanley B.V. (“the Issuer”) and Morgan Stanley & Co. International plc (“MSI plc” or the “Dealer”) consider that they are only suitable for highly sophisticated investors who are able to determine for themselves the risk of an investment linked to each Underlying Share, are willing to take risks and can absorb the partial or complete 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 for a full detailed description of the Notes and in particular, please review the section of the Offering

Circular entitled “*Risk Factors Relating to the Program Securities*”. Investing in the Notes entails certain risks including, but not limited to, the following:

- **Adjustments by the Determination Agent:** The terms and conditions of the Notes will allow the Determination Agent to make adjustments or take any other appropriate action if circumstances occur where each Underlying Share or any relevant exchange(s) are affected by market disruption, adjustment events or circumstances affecting normal activities of the issuer of each Underlying Share or the relevant exchange(s).
- **Credit Risk:** The holder of the Notes will be exposed to the credit risk of the Issuer and the Guarantor.
- **No Principal Protection:** The principal amount is not protected. Potential investors run the risk that they may receive an amount which is significantly less than their initial investment.

**Exit Risk:** The secondary market price of the Notes will depend on many factors, including the value and volatility of each Underlying Share, the level of each Underlying Share at any time on any day and the time left until the maturity of the Notes, the dividend rate, 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 to 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 Notes and which may also be less than the amount the holder would have received had the holder held the Notes 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 each Underlying Share, in option contracts on each Underlying Share or positions in any other available securities or instruments. In addition, the Issuer and its affiliates trade each Underlying Share as part of their general businesses. Any of these activities could potentially affect the value of each Underlying Share including on any date on which the value of each Underlying Share will be determined, and accordingly, could significantly affect the payout to holders on the Notes.
- **Liquidity Risk:** The Dealer will make a secondary market in the Notes on a reasonable efforts basis only and subject to market conditions, law, regulation and internal policy. The liquidity of the Notes reflects the liquidity of each Underlying Share and even whilst there may be a secondary market in the Notes it may not be liquid enough to facilitate a sale by the holder.
- **No Shareholder Rights:** A holder of Notes will have no beneficial interest in or any voting rights and will not have the right to receive dividends or other distributions with respect to each Underlying Share.
- **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, including in the event of a market disruption may affect the amount payable to holders pursuant to the terms of the Notes.
- **Underlying Issuer Risk:** The issuer of each Underlying Share is not an affiliate of the Issuer or its affiliates and is not involved with this offering in any way. Consequently, the Issuer and its affiliates have no ability to control the actions of the issuer of each Underlying Share, including any corporate actions that could trigger an adjustment to the terms of the Notes by the Determination Agent.

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.

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

1.	(i)	Issuer:	Morgan Stanley B.V.
	(ii)	Guarantor:	Morgan Stanley
2.	(i)	Series Number:	H8667
	(ii)	Tranche Number:	One
3.		Specified Currency or Currencies:	Australian Dollar (“AUD”)
4.		Aggregate Nominal Amount of the Notes:	
	(i)	Series:	AUD 5,000,000
	(ii)	Tranche:	AUD 5,000,000
5.		Issue Price	100 per cent. of Specified Denomination per Note
6.	(i)	Specified Denominations (“Par”):	AUD 100,000
	(ii)	Calculation Amount:	AUD 100,000
	(iii)	Minimum Trading:	AUD 100,000
7.	(i)	Issue Date:	15 August 2018
	(ii)	Trade Date:	10 August 2018
	(iii)	Interest Commencement Date:	Not Applicable
	(iv)	Strike Date:	Trade Date
	(v)	Determination Date:	9 August 2019 (the “ <b>Scheduled Valuation Date</b> ”), and such date shall be subject to adjustment in accordance with Condition 10.1 ( <i>Valuation, Market Disruption and Averaging Dates</i> ). The Determination Date shall be the “ <b>Final Valuation Date</b> ”.
8.		Maturity Date:	16 August 2019, subject to adjustment (i) in accordance with the Business Day Convention in the event such date is not a Business Day and (ii) such that the Maturity Date shall always be at least five (5) Business Days following the Determination Date.
9.		Interest Basis:	Not Applicable
10.		Redemption/Payment Basis:	Equity-Linked Redemption
11.		Change of Interest or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options/ Autocallable Early Redemption:	
	(i)	Redemption at the Option of the Issuer:	Not Applicable
		(Condition 21.5)	
	(ii)	Redemption at the Option of the Noteholders:	Not Applicable

(Condition 21.7)

- (iii) Autocallable Early Redemption: Not Applicable
  - (iv) Other Put/Call Options: Not Applicable
  - 13. (i) Status of the Notes: As set out in Condition 4.1
  - (ii) Status of the Guarantee: As set out in Condition 4.2
- (Condition 4)

- 14. Method of distribution: Non-syndicated

#### RELEVANT UNDERLYING

15.

- (A) Single Share Notes, Share Basket Notes:

(Condition 10)

- (i) Whether the Notes relate to a single Share Basket Notes related to the ordinary shares (the "Share") and the identity of the relevant issuer(s) and class of the Share (each, a "Share Issuer") of the following Share Issuers:

k	Share Issuer	Bloomberg Code	Initial Price	Strike Price	Knock-In Price
1	Westpac Banking Corporation	WBC AT Equity	AUD 29.57	AUD 29.57	AUD 19.2205
2	Treasury Wine Estates Limited	TWE AT Equity	AUD 18.04	AUD 18.04	AUD 11.7260
3	Telstra Corporation Limited	TLS AT Equity	AUD 2.84	AUD 2.84	AUD 1.8460
4	Newcrest Mining Limited	NCM AT Equity	AUD 21.25	AUD 21.25	AUD 13.8125

- (ii) Partial Lookthrough ADR Provisions: Not Applicable
- (iii) Full Lookthrough ADR Provisions: Not Applicable
- (iv) Exchange(s): Australian Securities Exchange
- (v) Related Exchange(s): All Exchanges

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

- 16. Fixed Rate Note Provisions: Not Applicable
- (Condition 5)
- 17. Floating Rate Note Provisions: Not Applicable
- (Condition 6)
- 18. Zero Coupon Note Provisions: Not Applicable

- (Condition 7)
19. Dual Currency-Linked Note Interest Provisions: Not Applicable
- (Condition 8)
20. Equity Linked Note Interest Provisions: Not Applicable
- (Condition 10)
21. Commodity-Linked Note Interest Provisions: Not Applicable
- (Condition 11)
22. Currency-Linked Interest Note Provisions: Not Applicable
- (Condition 12)
23. Inflation-Linked Note Interest Provisions: Not Applicable
- (Condition 13)
24. Property-Linked Interest Note Provisions: Not Applicable
- (Condition 14)
25. Fund-Linked Interest Note Provisions: Not Applicable
- (Condition 15)
26. Credit -Linked Interest Note Provisions: Not Applicable
- (Condition 16)

**PROVISIONS RELATING TO REDEMPTION**

27. Call Option: Not Applicable
- (Condition 21.5)
28. Put Option: Not Applicable
- (Condition 21.7)
29. Autocallable Early Redemption: Not Applicable
- (Condition 18)
30. Final Redemption Amount of each Note: As specified in paragraph 32 below.
- (Condition 21.1)
31. Dual Currency Redemption Provisions: Not Applicable
- (Condition 8)
32. Equity-Linked Redemption Provisions: Applicable
- (Condition 10)
- (A) Single Share Notes, Share Basket Notes: Applicable

(i) Determination Agent responsible for calculating the Final Redemption Amount: 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.

(ii) Provisions for determining Final Redemption Amount: Unless previously redeemed, or purchased and cancelled, each Note (of the Specified Denomination) shall be redeemed in accordance with paragraph (i) or (ii) below, as is applicable (the “Final Redemption Amount”):

(i) if no Knock-In Event has occurred, then an amount in the Specified Currency equal to the following formula shall be paid on the Maturity Date in respect of each Note (of the Specified Denomination):

Specified Denomination × (100% + Fixed Coupon)

OR

(ii) if a Knock-In Event has occurred, then an amount in the Specified Currency equal to the following formula shall be paid on the Maturity Date in respect of each Note (of the Specified Denomination):

Specified Denomination × MIN (100%, Underlying Performance of Worst Performing Share) + Specified Denomination × Fixed Coupon.

Where:

“Fixed Coupon” means 11.50%.

“Closing Price” means, in respect of any Underlying Share and any relevant day, the official closing price on the Exchange of such Underlying Share determined by the Determination Agent as of the Determination Time for such Underlying Share on such relevant day.

“Initial Price” means the value in the column entitled “Initial Price” for each corresponding Underlying Share as set out in the table in paragraph 15(A)(i) above.

“Underlying Performance” means, in respect of an Underlying Share and the Final Valuation Date, a value determined by the Determination Agent to be equal to (i) the Closing Price of such Underlying Share the Final Valuation Date, *divided* by (ii) the Initial Price of such Underlying Share.

“Worst Performing Share” means the Underlying

Share with the lowest Underlying Performance on the Final Valuation Date, as determined by the Determination Agent. For the avoidance of doubt, if two (2) or more Underlying Shares have exactly the same Underlying Performance, the Determination Agent will determine in its sole discretion the Worst Performing Share out of such Underlying Shares.

“**Knock-In Event**” means (and is deemed to have occurred) if, on any Knock-In Determination Date for any Underlying Share, the Closing Price of any Underlying Share is less than its Knock-In Price.

“**Knock-In Determination Date**” means, in respect of an Underlying Share, each Scheduled Trading Day during the Knock-In Period which is not a Disrupted Day for such Underlying Share.

“**Knock-In Period**” means the period from and including the Trade Date to and including the Final Valuation Date.

“**Knock-In Price**” means the value in the column entitled “Knock-In Price” for each corresponding Underlying Share as set out in the table in paragraph 15(A)(i) above.

(iii)	Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Settlement or (c) in certain circumstances depending on the closing price of the Underlying Shares, Cash Settlement or Physical Delivery at the option of the Issuer:	Cash Settlement
(iv)	Provisions for determining Final Redemption Amount where calculation by reference to one or more Shares is impossible or impracticable or otherwise disrupted:	Not Applicable
(v)	Weighting for each Underlying Share comprising the basket:	Not Applicable
(vi)	Averaging Dates:	Not Applicable
(vii)	Averaging Date Disruption:	Not Applicable
(viii)	Observation Date:	Not Applicable
(ix)	Observation Period:	Not Applicable
(x)	Determination Time:	In respect of each Underlying Share, as specified in the Conditions
(xi)	Delivery provisions for Underlying Shares (including details of who is to make such delivery):	Not Applicable
(xii)	Physical Settlement:	Not Applicable



	(xiii) Additional Disruption Events:	Change in Law, Hedging Disruption, Loss of Stock Borrow and Increased Cost of Hedging shall apply
	(xiv) Business Day Convention:	Modified Following Business Day Convention
	(xv) Additional Business Centre(s):	As specified in paragraph 46
	(xvi) Other special terms and conditions:	Not Applicable
33.	Commodity-Linked Redemption Provisions: (Condition 11)	Not Applicable
34.	Currency-Linked Redemption Provisions: (Condition 12)	Not Applicable
35.	Inflation-Linked Redemption Provisions: (Condition 13)	Not Applicable
36.	Property –Linked Redemption Provisions: (Condition 14)	Not Applicable
37.	Fund-Linked Redemption Provisions: (Condition 15)	Not Applicable
38.	Credit –Linked Redemption Provisions: (Condition 16)	Not Applicable
39.	Preference Share-Linked Redemption Provisions: (Condition 17)	Not Applicable
40.	(i) Early Redemption Amount upon Event of Default: (Condition 26)	Qualified Financial Institution Determination
	(ii) Early Redemption Amount payable upon an event described in Conditions 10.4(a)(iii) and 10.6(c):	Fair Market Value Less Costs
	(iii) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons: (Condition 21.3)	Fair Market Value Less Costs
41.	Illegality and Regulatory Event: (Condition 27)	
	(i) Illegality and Regulatory Event:	Applicable
	(ii) Early Redemption Amount (Illegality and Regulatory Event):	Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value Less Costs shall apply
42.	Substitution of Issuer or Guarantor with non	Applicable

Morgan Stanley Group entities:

(Condition 38.2)

43. Governing Law: English law

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

44. Form of Notes: Registered Notes  
(Condition 3) Global Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in limited circumstances described in the Global Note Certificate
45. Record Date: The Record Date is one Clearing System Business Day before the relevant due date for payment
46. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: London and New York  
For the avoidance of doubt, the Principal Financial Centre for AUD shall be Sydney, for the purposes of the definition of "Payment Business Day" in Condition 2.1 (*Definitions*) and for the purposes of Condition 22.5 (*Payments on Payment Business Days*).
47. Determination Agent: Morgan Stanley & Co. International plc
48. 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
49. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
50. Redenomination, renominatisation and reconventioning provisions: Not Applicable
51. Restrictions on free transferability of the Notes: None
52. Inconvertibility Event Provisions: Not Applicable  
(Condition 19)
- (i) Consequences of the occurrence of an Inconvertibility Event: Not Applicable
- (ii) Inconvertibility Early Redemption Amount: Not Applicable
- (iii) Relevant Currency/ies: Not Applicable
- (iv) Relevant Jurisdiction: Not Applicable
- (v) Inconvertibility Specified Currency: Not Applicable

- |       |                         |   |
|-------|-------------------------|---|
| (vi)  | Settlement Rate Option: | Not Applicable  |
| (vii) | Fallback FX Spot Rate   | Not Applicable  |
| 53.   | CNY Center:             | Not Applicable  |
| 54.   | Taxation:               |   |
|       | (i) Condition 25.1:     | “Additional Amounts” is <i>Not Applicable</i>                     |
|       | (ii) Condition 25.4:    | Implementation of Financial Transaction Tax:<br><i>Applicable</i> |
| 55.   | Other terms:            | Not Applicable  |

#### DISTRIBUTION

- |     |  |  |
|-----|--|--|
| 56. | (i) If syndicated, names of Managers: and 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.) | Not Applicable   |
|     | (ii) Date of Agreement:  | Not Applicable   |
|     | (iii) Stabilising Manager(s) (if any):   | Not Applicable   |
| 57. | If non-syndicated, name and address of Dealer:   | Morgan Stanley & Co. International plc<br><br>25 Cabot Square<br><br>London E14 4QA  |
| 58. | U.S. Selling Restrictions:   | Regulations S  |
| 59. | Total commission and concession:   | In connection with the offer and sale of the Notes, the Issuer or the Dealer may pay to any intermediary a one time or recurring intermediary fee. Details may be disclosed upon request by Noteholders. |
| 60. | Additional selling restrictions:   | Not Applicable   |

#### Taxation

This discussion is limited to the U.S. federal tax issues addressed below. Additional issues may exist that are not addressed in this discussion and that could affect the federal tax treatment of an investment in the Notes. Holders should seek their own advice based upon their particular circumstances from an independent tax advisor.

A Non-U.S. Holder (as defined in the Offering Circular) should review carefully the section entitled "United States Federal Taxation" in the Offering Circular.

#### POTENTIAL SECTION 871(m) TRANSACTION

Please see paragraph 4 of Part B – Other Information to this Pricing Supplement for additional information regarding withholding under Section 871(m) of the Code.

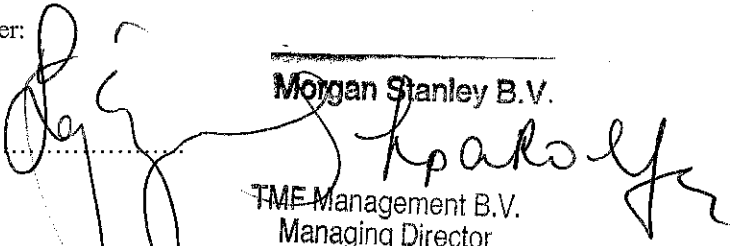
**RESPONSIBILITY**

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:

.....  
Duly authorised

  
**Morgan Stanley B.V.**  
TME Management B.V.  
Managing Director  
13/8/08

## PART B – OTHER INFORMATION

### 1. LISTING

Listing and admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and trading on its Global Exchange Market with effect from on or around the Issue Date.

Estimate of total expenses related to admission to Trading: EUR 600

### 2. RATINGS

Ratings: The Notes will not be rated

### 3. OPERATIONAL INFORMATION

ISIN: XS1840816018

Common Code: 184081601

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

CFI: Not Applicable

FISN: 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): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

### 4. POTENTIAL SECTION 871(m) TRANSACTION

The Issuer has determined that the Notes should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no withholding is required, unless such agent or withholding agent knows or has reason to know otherwise.

### 5. PROHIBITION OF SALES TO EEA RETAIL INVESTORS

Applicable

6. BENCHMARK REGULATION

Not Applicable