

**MORGAN STANLEY B.V.**

Issue of GBP 1,000,000 Notes linked to Sienna Finance UK Limited Preference Shares

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 of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (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 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 OR GUARANTEED 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 ANY GUARANTEE IN RESPECT THEREOF 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, AND THE SECURITIES MAY INCLUDE BEARER SECURITIES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. NEITHER THE ISSUER NOR THE GUARANTOR IS REGISTERED, OR WILL 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, AS AMENDED.

THE NOTES DESCRIBED HEREIN AND ANY INTEREST THEREIN MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED 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 EITHER REGULATION S UNDER THE SECURITIES ACT OR, IN THE CASE OF FTRO NOTES, THE UNITED STATES INTERNAL REVENUE CODE OF 1986, AS AMENDED). SEE "*SUBSCRIPTION AND SALE*" AND "*NO OWNERSHIP BY U.S. PERSONS*" IN THE OFFERING CIRCULAR DATED 27 JUNE 2013. 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 FOR, OR FOR THE ACCOUNT OR BENEFIT OF, ANY SUCH 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 Base Prospectus dated 21 June 2012, as supplemented on 25 June 2012 and 20 March 2013 (the "**2012 English Law Note Conditions**") which are deemed to be incorporated by reference in the Offering Circular dated 27 June 2013 (the "**Offering Circular**"). This Pricing Supplement contains the terms of the Notes and must be read in conjunction with such Offering Circular, save in respect of the 2012 English Law Note Conditions (as such term is defined above) which are deemed to be incorporated by reference in 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.

### 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 Sienna UK Preference Shares, and may be less than par. The Sienna UK Preference Shares are a series of preference shares issued by Sienna UK. Given the highly specialised nature of these Notes, Morgan Stanley B.V. (the "Issuer"), Morgan Stanley (the "Guarantor") and Morgan Stanley & Co. International plc (hereafter, "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 Sienna UK Preference Shares, 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.

Potential investors should review the Offering Circular for a full detailed description of the Notes, review the Risk Factors associated with the Notes and in particular the Risk Factors in respect of Notes linked to Sienna UK Preference Shares.

**Representations:** In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, MSI plc and their respective affiliates in accordance with the terms set out in the Annex hereto.

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.

**US Treasury Circular 230 Notice - Morgan Stanley does not render advice on tax and tax accounting matters to clients. This material was not intended or written to be used, and it cannot be used by any taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer under U.S. federal tax laws.**

1.	(i)	Issuer:	Morgan Stanley B.V.
	(ii)	Guarantor:	Morgan Stanley
2.	(i)	Series Number:	7668
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Pound Sterling ("GBP")
4.		Aggregate Nominal Amount of the Notes:	
	(i)	Series:	GBP 1,000,000
	(ii)	Tranche:	GBP 1,000,000
5.		Issue Price:	100 per cent. of Par per Note
6.	(i)	Specified Denominations (Par):	GBP 1,000 with increments of GBP 1.00 thereafter
	(ii)	Calculation Amount:	GBP 1.00
7.	(i)	Issue Date:	5 July 2013
	(ii)	Trade Date:	21 June 2013

	(iii) Interest Commencement Date	Not Applicable
	(iv) Strike Date:	Not Applicable
8.	Maturity Date:	<p>(1) if the Sienna UK Preference Shares become subject to redemption pursuant to the underlying determination provisions contained in the terms and conditions of the Sienna UK Preference Shares and redemption occurs (or which redemption but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Sienna UK Preference Shares on or about such date, would have occurred):</p> <p>(i) 7 July 2014;</p> <p>(ii) 6 July 2015;</p> <p>(iii) 5 July 2016;</p> <p>(iv) 5 July 2017;</p> <p>(v) 5 July 2018;</p> <p>or (2) otherwise, 5 July 2019</p> <p>or, in each case, if later, three Business Days after the Final Valuation Date.</p>
9.	Interest Basis:	Not Applicable
10.	Redemption/Payment Basis:	Preference Share-Linked Redemption
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	
	(i) Redemption at the option of the Issuer:	Not Applicable
	(Condition 18.5)	
	(ii) Redemption at the option of the Noteholders:	Not Applicable
	(Condition 18.7)	
	(iii) Other Put/Call Options:	Not applicable
13.	(i) Status of the Notes:	Condition 4.1 applies.
	(Condition 4)	
	(ii) Status of Guarantee:	Condition 4.2 applies.
14.	Method of distribution:	Non-syndicated
<b>PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE</b>		
15.	Fixed Rate Note Provisions	Not Applicable
	(Condition 5)	

16.	<b>Floating Rate Note Provisions</b> (Condition 6)	Not Applicable
17.	<b>Zero Coupon Note Provisions</b> (Condition 7)	Not Applicable
18.	<b>Dual Currency-Linked Note Interest Provisions</b> (Condition 8)	Not Applicable
19.	<b>Equity Linked Note Interest Provisions</b>	Not Applicable
20.	<b>Commodity-Linked Note Interest Provisions</b>	Not Applicable
21.	<b>Currency-Linked Interest Note Provisions</b>	Not Applicable
22.	<b>Inflation-Linked Note Interest Provisions</b>	Not Applicable
23.	<b>Credit-Linked Interest Note Provisions</b>	Not Applicable
24.	<b>Property-Linked Interest Note Provisions</b>	Not Applicable
25.	<b>Fund-Linked Interest Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
26.	<b>Call Option</b> (Condition 18.5)	Not Applicable
27.	<b>Put Option</b> (Condition 18.7)	Not Applicable
28.	<b>Final Redemption Amount of each Note</b> (Condition 18.1)	Linked Redemption Amount specified below
29.	<b>Dual Currency Redemption Provisions</b> (Condition 8)	Not Applicable
30.	<b>Equity-Linked Redemption Provisions</b> (Condition 10)	Not Applicable
31.	<b>Commodity-Linked Redemption Provisions</b> (Condition 11)	Not Applicable
32.	<b>Currency-Linked Redemption Provisions</b> (Condition 12)	Not Applicable
33.	<b>Inflation-Linked Redemption Provisions</b> (Condition 13)	Not Applicable

34.	<b>Credit-Linked Redemption Provisions</b> (Condition 14)	Not Applicable
35.	<b>Property-Linked Redemption Provisions</b> (Condition 15)	Not Applicable
36.	<b>Fund-Linked Redemption Provisions</b> (Condition 16)	Not Applicable
37.	<b>Preference Share-Linked Redemption Provisions</b> (Condition 17)	Applicable
	(i) Preference Share:	Series 212 issued by the Preference Share Issuer on 3 July 2013.
	(ii) Preference Share Issuer:	Sienna Finance UK Limited
	(iii) Determination Agent responsible for making calculations in respect of the Notes:	Morgan Stanley & Co. International plc (the " <b>Determination Agent</b> "). 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 be made in good faith and in a commercially reasonable manner and, in the absence of manifest error, wilful default or bad faith, shall 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.
	(iv) Provisions for determining Final Redemption Amount:	<p>The Final Redemption Amount in respect of each Note is an amount in the Specified Currency calculated by the Determination Agent equal to:</p> $\text{Calculation Amount} \times \frac{\text{Preference Share Value}_{\text{final}}}{\text{Preference Share Value}_{\text{initial}}}$ <p>where:</p> <p>"<b>Preference Share Value<sub>final</sub></b>" means the Sienna UK Preference Share Value on the Final Valuation Date; and</p> <p>"<b>Preference Share Value<sub>initial</sub></b>" means the Sienna UK Preference Share Value on the Initial Valuation Date.</p>
	(v) Final Valuation Date:	<p>The seventh Business Day following the Sienna UK Preference Share Valuation Date.</p> <p>"<b>Sienna UK Preference Share Valuation Date</b>" means (1) if the Sienna UK Preference Shares become subject to redemption pursuant to the underlying determination provisions contained in the terms and conditions of the Sienna UK Preference Shares and redemption occurs (or which redemption but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Sienna UK Preference Shares on or</p>

about such date, would have occurred):

- (i) 23 June 2014;
- (ii) 22 June 2015;
- (iii) 21 June 2016
- (iv).....21 June 2017
- (v) 21 June 2018

or (2) otherwise, 21 June 2019

or, in each case, if such date for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Sienna UK Preference Shares falling on or about such day is to be delayed in accordance with the terms and conditions of the Sienna UK Preference Shares by reason of a disruption or adjustment event, the Sienna UK Preference Share Valuation Date shall be such delayed valuation or determination date(s), all as determined by the Determination Agent.

- (vi) Valuation Time: 4.30 pm (London time)
- (vii) Additional Disruption Events: The following Additional Disruption Events apply to the Notes:
  - Change in Law
  - Hedging Disruption
  - Insolvency Filing
  - Increase Cost of Hedging
- (viii) Physically Settled Warrant-Linked Notes: Not Applicable

38. (a) **Early Redemption Amount upon Event of Default Condition 26** Early Redemption Amount means, in the case of acceleration of the Notes under Condition 24 (Events of Default), an amount determined by the Determination Agent, acting in good faith and in a commercially reasonable manner, as at 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 Notes), to be the amount that a Qualified Financial Institution would charge either to assume all of the Issuer's payment and other obligations with respect to such Notes as if no such Event of Default had occurred or to undertake obligations that would have the effect of preserving the economic equivalent of any payment by the Issuer to the Noteholder with respect to the Notes.
- For the purposes of the above, "Qualified Financial Institution" means a financial institution organized under the laws of any jurisdiction in the United States of America, the European Union or Japan, which, as at the date the Determination Agent selects to determine the Early Redemption Amount, has outstanding debt obligations with a stated maturity of one year or less from the date of issue of such outstanding debt obligations and such financial institution is rated either:
- (i) A2 or higher by Standard & Poor's Ratings Services or any successor, or any other comparable rating then used by that rating agency, or
  - (ii) P-2 or higher by Moody's Investors Service, Inc. or any successor, or any other comparable rating then used by that rating agency, provided that, if no Qualified Financial Institution is reasonably available, then the Determination Agent shall select, in good faith and using a commercially reasonable discretion, select a Qualified Financial Institution in the United States of America, the European Union or Japan of a reputable standing.
- (b) **Early Redemption Amount payable upon an event described in Condition 10/11/12/13/16/17** As per the Early Redemption Amount as set out in Condition 16
- (c) **Early Redemption Amount upon Early Redemption pursuant to Condition 18.3, 18.5, 18.10 and 25)** As per the Early Redemption Amount as set out in Condition 16
- Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default 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.

39. **Governing Law:** English law

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

40. Form of Notes: Registered:  
(Condition 3) Global Note Certificate registered in the name of a nominee for the common depositary for Euroclear and Clearstream, Luxembourg exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate.
41. Record Date: The Record Date is 5 Business Day before the relevant due date for payment.
42. Additional Business Centre(s) or other special provisions relating to Payment Dates: London only
43. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
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, renominatisation and reconventioning provisions: Applicable
47. Restrictions on free transferability of the Notes: None
48. Inconvertibility Event Provisions: Not Applicable
49. Other final terms: Implementation of Financial Transaction Tax: Applicable

**DISTRIBUTION**

50. (i) If syndicated, names of Managers: Not Applicable  
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.)
- (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  
25 Cabot Square  
London E14 4QA



52. U.S. Selling Restrictions: Reg S Compliance Category/TEFRA not applicable
53. Non-exempt offer: Not Applicable
54. Total commission and concession: The Notes are exclusively offered to Walker Crips Stockbrokers (the “**Distributor**” and “**Plan Manager**”), who purchase the Notes as underlying investment of a plan (the “**Plan**”) to be distributed to investors. Offer of the Notes is conditional upon the launch of the Plan. In connection with the offer and sale of the Notes, the Issuer will issue the Notes to the Distributor at a discount to the Issue Price. The total discount offered will not exceed 1%. This concession is intended to remunerate the Distributor for the distribution activity, which the Distributor undertakes in connection with the offer of the Plan and will not be transferred by the Distributor to any adviser which the Distributor might engage for the distribution of the Plan. The investor acknowledges and agrees that such fees will be retained by the Distributor. Further information is available from the Distributor upon request.
55. Additional selling restrictions: Not Applicable

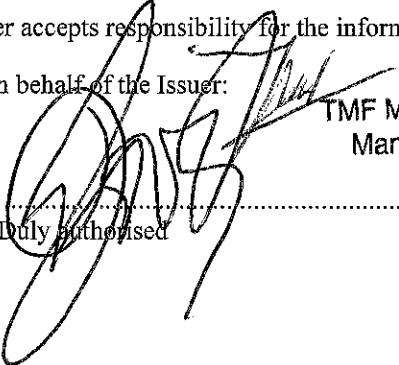
#### **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the pricing supplement required for issue and admission to trading on the Global Exchange Market of the Irish Stock Exchange of the Notes described herein pursuant to the Program for the Issuance of Notes, Series A and B, Warrants and Certificates of Morgan Stanley B.V.

**RESPONSIBILITY**

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

Signed on behalf of the Issuer:



TMF Management B.V.  
Managing Director

By: .....  
Duly authorised

## 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 trading on the Official List of the Irish Stock Exchange and to trading on its Global Exchange Market with effect from Issue Date. No assurance can be given that such listing will be obtained.

### 2. RATINGS

Ratings: The Notes will not be rated.

### 3. OPERATIONAL INFORMATION

ISIN Code: XS0948487847

Common Code: 094848784

New Global Note: No

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

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): Not Applicable

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

### 4. PERFORMANCE OF THE SIENNA UK PREFERENCE SHARES, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE SIENNA UK PREFERENCE SHARES

The Notes relate to the Series 212 preference shares of Sienna UK relating to a basket of shares comprised of the following shares: BP Plc (Bloomberg Code: BP / LN), BHP Billiton Plc (Bloomberg Code: BLT LN) and Lloyds Banking Group Plc (Bloomberg Code: LLOY LN) The Sienna UK Preference Share Value will be published on each Business Day on [www.morganstanleyiq.co.uk](http://www.morganstanleyiq.co.uk).

The Sienna UK Preference Share Underlying is a basket of shares comprised of the following shares: BP Plc (Bloomberg Code: BP / LN), BHP Billiton Plc (Bloomberg Code: BLT LN) and Lloyds Banking Group Plc (Bloomberg Code: LLOY LN). All the shares are listed on the London Stock Exchange and information on these shares (including past and future performance and volatility) can be obtained on their respective corporate websites and on the website of the London Stock Exchange (<http://www.londonstockexchange.com/prices-and-markets/markets/prices.htm>).

Investors should review the Terms of the Sienna UK Preference Shares and consult with their own professional advisors if they consider it necessary. The Terms of the Sienna UK Preference Shares will be made available to Investors upon written request to the specified office of Sienna UK.

The Issuer does not intend to provide post-issuance information.

## ANNEX

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 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 their 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; and
- j) 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.