



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
Circular Number:	2010-495	Contact:	Jeff Rosenstock
Date:	July 16, 2010	Telephone:	(201) 942-8295

Subject: Morgan Stanley Capital Protected Notes based on a Global Basket of Indices

Information on the Notes

Morgan Stanley (the "Issuer") has issued Capital Protected Notes (the "Notes") based on a Global Basket of Indices (the "Basket"). The Notes were issued at \$10 each and have a maturity date of August 20, 2011. The Notes do not pay interest. The Notes are principal protected. The Notes are not callable prior to the maturity date.

The Basket is equally weighted among the Dow Jones EURO STOXX 50 Index, the S&P 500 Index and the Nikkei 225 Index and offers exposure to the equity market performance of Europe, the United States of America, and Japan.

As more fully set forth in the Prospectus Supplement, at maturity investors will receive \$10 plus the Supplemental Redemption Amount, which may be zero.

The Supplemental Redemption Amount equals the product of \$10 times the participation rate times the Basket Percent Change; provided that the Supplemental Redemption Amount will not be less than zero.

The Basket Percent Change is: $(\text{Final Index Value} - \text{Initial Index Value}) / \text{Initial Index Value}$.

The Initial Index Value is 10, the sum of the products of the initial index closing value and multiplier for each basket index. The Final Index Value is the sum of the products of the index closing value and multiplier for each basket index on the determination date, August 17, 2011.

Investor should be aware that the notes may not pay more than the stated principal amount at maturity. If the Final Index Value is less than or equal to the Initial Index Value, you will receive only the stated principal amount of \$10 for each note you hold at maturity. In addition, investing in the Notes is not equivalent to investing in the basket indices or their component stocks.

The Trustee for the securities is The Bank of New York.

Several factors, many of which are beyond the Issuer's control, will influence the value of the notes in the secondary market and the price at which the Issuer may be willing to purchase or sell the notes in the secondary market, including: the value of each of the

basket indices at any time and, in particular, on the determination date, the volatility of the basket indices, interest and yield rates in the market, geopolitical conditions and economic, financial, political and regulatory or judicial events, the time remaining to the maturity of the notes, the dividend rate on the stocks underlying the basket indices and the Issuer's creditworthiness.

Trading Hours

Trading in the shares on EDGA and EDGX Exchanges (the "Exchanges") is on a UTP basis and is subject to the Exchanges equity trading rules. The shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Members trading the shares during the Extended Market Sessions (Pre-opening and Post-closing sessions) are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

Suitability

Trading in the Shares on the Exchanges will be subject to the provisions of EDGA and EDGX Exchange Rules 3.7. Members recommending transactions in the Shares to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in Exchange Rules 3.7.

Members also should review FINRA Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

Trading Halts

The Exchanges will halt trading in the Shares of a Trust in accordance with Exchange Rules 14.1(c)(4). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, the Exchanges will stop trading the Shares of a Trust if the primary market de-lists the Shares.

This Regulatory Information Bulletin is not a statutory Prospectus. Members should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.

Appendix A

Ticker	Fund Name	Cusip
GBC	Morgan Stanley Capital Protected Notes based on aGlobal Basket of Indices	61747S413