



Information Circular 09-054

Date: February 26, 2009

Re: Morgan Stanley & Co., Inc. ETN

Pursuant to Rule 14.1(c)(2) of the Rules of BATS Exchange, Inc. (the "Exchange"), this Information Circular is being issued to advise you that the following securities have been approved for trading on the Exchange as UTP Derivative Securities pursuant to Chapter XIV of the Exchange's Rules.

Security ("Notes")

Symbol

Morgan Stanley Protected Absolute Return Barrier Notes Based
On the Value of the S&P 500 Index due on October 20, 2009

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Commencement of Trading on the Exchange: February 27, 2009

Issuer/Trust: Morgan Stanley & Co., Inc.

Issuer Website: <http://www.morganstanley.com>

Primary Listing Exchange: NYSE Arca

Primary Exchange Circular: RB-08-317 (November 24, 2008)

The purpose of this information circular is to outline various rules and policies that will be applicable to trading in this new product on the Exchange, as well as to provide certain characteristics and features of the Notes.

Background Information on the Notes

The Issuer has issued Notes based on the value of the S&P 500 Index (the "Index"). The Notes were priced at \$10 each and mature on October 20, 2009.

Unlike ordinary debt securities, the Notes do not pay interest. Instead, at maturity the Notes will pay the \$10 stated principal amount of each Note plus a Supplemental Redemption Amount that will be paid only if the value of the Index remains within the Index Range specified below at all times throughout the term of the Notes.

The Supplemental Redemption Amount will equal:

1. If at all times during the observation period the value of the Index is within the Index Range:
\$10 x Absolute Index Return
2. If at any time on any day during the observation period the value of the Index is outside the Index Range:
\$0

The Index Range includes any value of the Index that is greater than or equal to 1,090.1447 and less than or equal to 1,669.7153

The Absolute Index Return will equal:

$$\frac{\text{Final Index Value} - \text{Initial Index Value}}{\text{Initial Index Value}}$$

Please see the prospectus for the Notes for more details regarding the calculations.

It is expected that the market value of the Notes will depend substantially on the value of the Index and may be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the Index, the time remaining to maturity, the dividend yield of the stocks comprising the Index, and the credit ratings of the Issuer.

Exchange Rules Applicable to Trading in the Notes

Trading in the Notes on BATS is subject to BATS equity trading rules.

Trading Hours

The Notes will trade on BATS between 8:00 a.m. and 4:00 p.m. ET.

Please note that trading in the Notes during the Exchange's pre-opening session may result in additional trading risks which include: (1) that the current underlying indicative value may not be updated during the pre-opening session, (2) the indicative value may not be updated during the pre-opening session, (3) lower liquidity in the pre-opening session may impact pricing, (4) higher volatility in the pre-opening session may impact pricing, (5) wider spreads may occur in the pre-opening session, and (6) because the indicative value is not calculated or widely disseminated during the pre-opening session, an investor who is unable to calculate an implied value for the Notes in that session may be at a disadvantage to market professionals.

Suitability

Trading in the securities on BATS will be subject to the provisions of Exchange Rule 3.7. Members recommending transactions in the securities to customers should make a determination that the recommendation is suitable for the customer. Members should adopt appropriate procedures for the opening and maintaining of accounts, including the maintaining of records prescribed by any applicable regulatory organization and by the rules and regulations of the Commission.

Trading Halts

BATS will halt trading in the shares of a security in accordance with BATS Rule 14.1(c)(4). The grounds for a halt under BATS Rule 14.1(c)(4) include a halt by the primary market because the intraday indicative value of the security and/or the value of its underlying index are not being disseminated as required, or a halt for other regulatory reasons. In addition, BATS will stop trading the shares of a security if the primary market de-lists the security.

This Information Circular is not a statutory prospectus. BATS Members should consult the prospectus for a security and the security's website for relevant information.

Please contact Eric Swanson, 212.378.8523, eswanson@batstrading.com, with any inquiries regarding this Information Circular.