



Information Circular: DBY

To: Head Traders, Technical Contacts, Compliance Officers, Head of ETF Trading, Structured Products Traders

From: William Slattery, Director, NASDAQ Listing Qualifications Department

DATE: February 27, 2007 **(Updated March 29, 2007)**

The NASDAQ Stock Market LLC (“NASDAQ”) began operating as a national securities exchange for trading non-NASDAQ listed securities on February 12, 2007. As a result, Morgan Stanley 8% Targeted Income Strategic Total Return Securities Exchangeable for a Cash Amount Based on the CBOE Dow Jones Industrial Average BuyWrite Index (“Targeted Income Securities”) that previously traded through our systems on an over-the-counter basis are being traded by NASDAQ as an exchange on an unlisted trading privileges (UTP) basis for the first time.

Index-Linked Notes Symbol CUSIP Number

8% Targeted Income DBY 61748A684

http://www.amex.com/amextrader/dailylist/data/reIFiles/icDBY_072505.pdf

**Strategic Total
Return Securities
Exchangeable for a
Cash Amount based
on the CBOE Dow Jones
Industrial Average BuyWrite
Index, due July 30, 2011**

The “relevant link” above is to an information circular regarding the Targeted Income Securities prepared by their listing market, The American Stock Exchange. NASDAQ members should consult this information circular, which contains important information about the characteristics of the Targeted Income Securities and the principal risks of an investment in the Targeted Income Securities.

Trading in the Targeted Income Securities on NASDAQ is subject to [NASDAQ equity trading rules](#). The Targeted Income Securities will trade from 7:00 a.m. until 8:00 p.m. SEC Rule 10a-1 (the SEC short sale rule) applies to trading in the Targeted Income Securities.

Trading of the Targeted Income Securities on NASDAQ is subject to the provisions of [NASDAQ Rule 2310](#). Members recommending transactions in the Targeted Income Securities 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 the NASDAQ Conduct Rules.

Members also should review [NASD 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.

This Information Circular is not a statutory prospectus. NASDAQ members should consult the registration statement or prospectus for the Targeted Income Securities for additional information.

Inquiries regarding this Information Circular should be directed to:

- Will Slattery, Director, NASDAQ Listing Qualifications, at 301.978.8088
- NASDAQ Office of General Counsel at 301.978.8400
- NASDAQ Market Sales at 800.846.0477