Information Circular: Morgan Stanley PLUS

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

From: William Slattery, Associate Vice President, NASDAQ Listing Qualifications Department

DATE: May 23, 2008

Index-Linked Notes

| Morgan Stanley Performance Leveraged Upside Securities Based on the Performance of the S&P 500 Index |
| Symbol | CUSIP Number |
| SUO | 617480314 |

Information on the Notes

Morgan Stanley (the “Issuer”) has issued Performance Leveraged Upside Securities (“PLUS”) based on the performance of the S&P 500 Index (the “Index”). The PLUS were priced at $10 each and mature on June 20, 2009.

As more fully set forth in the Prospectus Supplement, the PLUS will automatically redeem for cash based on the performance of the Index at maturity. The PLUS are not principal protected and will not be redeemable by the investor or issuer prior to maturity.

At Maturity, if the Final Index Value is greater than the Initial Index Value, investors will receive:

\[ $10 + (10 \times 300\% \times \text{Index Percent Increase}) \]

Subject to a maximum payment at maturity of $11.70 per PLUS.

The Index Percent Increase equals:

\[ \frac{\text{Final Index Value} - \text{Initial Index Value}}{\text{Initial Index Value}} \]

If the Final Index Value is less than or equal to the Initial Index Value, investors will receive:

\[ 10 \times \left( \frac{\text{Final Index Value}}{\text{Initial Index Value}} \right) \]

The Initial Index Value of the Index is 1,394.35. The Final Index Value is the closing value of the Index on June 18, 2009.

Please see the prospectus for the PLUS for more details regarding the calculations.
It is expected that the market value of the PLUS 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.

Trading in the PLUS on NASDAQ is on a UTP basis and is subject to NASDAQ equity trading
rules. The PLUS will trade from 7:00 a.m. until 8:00 p.m. Eastern Time. Additional risks may
exist with respect to trading the PLUS during Nasdaq's Pre-Market and Post-Market sessions,
when the Index's value may not be disseminated.

Trading of the PLUS on NASDAQ is subject to the provisions of NASDAQ Rule 2310. Members
recommending transactions in the PLUS 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 PLUS for additional
information.

Inquiries regarding this Information Circular should be directed to:

- Will Slattery, NASDAQ Listing Qualifications, at 301.978.8088
- NASDAQ Market Sales at 800.846.0477