



Information Circular: Capital Protected Notes

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

From: BX Listing Qualifications Department

DATE: January 15, 2009

Appendix A contains links to information circulars regarding the Morgan Stanley Capital Protected Notes ("Notes") prepared by their listing market, The American Stock Exchange. BX members should consult these information circulars, which contain important information about the characteristics of the Notes and the principal risks of an investment in the Notes.

Trading in the Notes on BX is subject to BX equity trading rules. The Notes will trade from 8:00 a.m. until 7:00 p.m. For trading during BX's Pre-Market and Post-Market Sessions, market participants should note that additional risks may exist with respect to trading the Notes during these sessions, when the underlying index's values may not be disseminated.

Trading of Notes on BX is subject to the provisions of BX Rule 2310. Members recommending transactions in the Notes 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 BX 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. BX members should consult the registration statement or prospectus for the Notes for additional information.

Inquiries regarding this Information Circular should be directed to:

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

Appendix A – Capital Protected Notes

Index-Linked Notes Symbol CUSIP Number

Capital Protected Notes GIC 61748A460
http://www.amex.com/amextrader/dailylist/data/relFiles/icGIC_102506.pdf

Linked to an
International
Index Basket, due
July 20, 2010

Capital Protected Notes GBI 61750V642
http://www.amex.com/amextrader/dailylist/data/relFiles/icGBI_022207.pdf

linked to the Value of an
International Index Basket, due
February 20, 2011

Capital Protected Notes GIT 61746S273
<http://www.amex.com/amextrader/dailylist/data/relFiles/GIT.pdf>

linked to the Dow Jones
Titans 50 Index, due
October 30, 2011

Capital Protected Notes HPB 61746Y155
http://www.amex.com/amextrader/dailylist/data/relFiles/icHPB_082505.pdf

linked to the PHLX Housing
Sector Index, due
August 30, 2010

Capital Protected Notes MIB 61748A585
http://www.amex.com/amextrader/dailylist/data/relFiles/icMIB_042506.pdf

based on the Value
of a Basket of
Three Indices, due
April 20, 2010

1.875% Capital EFP 61746S190
<http://www.amex.com/amextrader/dailylist/data/relFiles/EFP.pdf>

Protected Notes
based on the value
of the MSCI EAFE Index,
due March 30, 2011

1% Capital Protected MST 61746Y478
http://www.amex.com/amextrader/dailylist/data/relFiles/MST_ic042505.pdf

Notes based on the
S&P Midcap 400 Index,
due October 30, 2010

Capital Protected Notes DPP 61746S539
<http://www.amex.com/amextrader/dailylist/data/relFiles/DPP%20ic.pdf>

based on the value of the
Dow Jones Industrial Average,
due March 30, 2011

Index-Linked Notes Symbol CUSIP Number

Capital Protected Notes SDM 61746S646

<http://www.amex.com/amextrader/dailylist/data/reIFiles/SDM.pdf>

based on the
value of the S&P 500 Index,
due January 30, 2011

Capital Protected Notes IIL 61748A494

http://www.amex.com/amextrader/dailylist/data/reIFiles/icIIL_072506.pdf

based on the
value of Three Indices,
due July 20, 2010

Capital Protected Notes BEM 61746S422

<http://www.amex.com/amextrader/dailylist/data/reIFiles/BEMic.pdf>

based on the value
of a Basket of 15 Companies
in the Energy Industry, due
September 30, 2012