

STOCK EXCHANGE			
Regulatory Information Circular			
<b>Circular number:</b>	2008-316	<b>Contact:</b>	Russ Davidson
<b>Date:</b>	October 17, 2008	<b>Telephone:</b>	(646) 805-1857

**Subject: Morgan Stanley Capital Protected Notes**

**Information on the Notes**

ISE today began trading Morgan Stanley’s Capital Protected Notes Based on the Value of Three Indices. The new securities were issued at \$10 per note and mature on July 20, 2010.

As more fully set forth in the Prospectus Supplement, the aforementioned security will pay no interest and are principal protected. At maturity, the Notes will pay the principal amount of \$10 plus a supplemental redemption amount, if any, based on the increase, if any, in the value of a basket consisting of the Dow Jones EURO STOXX 50 Index, the S&P 500 Index and the Nikkei 225 Index.

The Supplemental Redemption Amount equal:  

$$\$10 \times \text{Basket Percentage Change} \times \text{Participation Rate}$$

The Participation Rate: 100%

The Basket Percentage Change equals:  

$$\frac{(\text{Final Basket Value} - \text{Initial Basket Value})}{\text{Initial Basket Value}}$$

Initial Index Value: 10

Since all payments, which may be due to holders of **III**, are the sole responsibility of the Issuer, it is the credit of Morgan Stanley that stands behind **III**.

There can be no assurances as to how the Capital Protected Notes will trade in the secondary market or whether such market will be liquid or illiquid. Securities with characteristics similar to the Capital Protected Notes are unique securities, and there is currently no secondary market for the Capital Protected Notes. The market values for the Capital Protected Notes will be affected by a number of factors including, but not limited to, the volatility of the Index Basket, market interest and yield of companies listed in three indices and the time remaining to the maturity of the Capital Protected Notes.

Contact your Tax Advisor for information concerning Taxation.

The Trustee for this security is JP Morgan Chase Bank.

Trading in the shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The shares will trade from 9:00 a.m. until 4:00 p.m. Eastern Time. Equity Electronic Access Members ("Equity EAMs") trading the shares during the Pre-Market Session 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 Pre-Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Pre-Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Pre-Market hours may be at a disadvantage to market professionals.

Equity EAMs 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 Regulatory Information Circular is not a statutory Prospectus. Equity EAMs should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.**

**Appendix A**  
**Exchange-Traded Fund Symbol CUSIP Number**

<b>Ticker</b>	<b>Fund Name</b>	<b>CUSIP Number</b>
IIL	Morgan Stanley's Capital Protected Notes Based on the Value of Three Indices	61748A494