SECURITIES LITIGATION & CONSULTING GROUP

Structured Products Research Report

Report Prepared On: 08/26/14

Structured Product Details

Name	Buffered Leveraged Securities linked to Dow Jones EURO STOXX 50 Index
Issue Size	$2.01 million
Issue Price	$1,000
Term	120 Months
Annualized Coupon	0.00%
Pricing Date	March 26, 2014
Issue Date	March 31, 2014
Valuation Date	March 25, 2024
Maturity Date	March 28, 2024
Issuer	Morgan Stanley
CDS Rate	135.82 bps
Swap Rate	2.79%
Reference Asset	the Dow Jones EURO STOXX 50 Index
Initial Level	3,130.17
Dividend Rate	3.37%
Implied Volatility	16.63%
Delta[1]	0.43
Fair Price at Issue	$746.28
CUSIP	61761JPP8
SEC Link	www.sec.gov/Archives/edgar/data/895421/000095010314002195/dp45152_424b2-ps1303.htm

Buffered Leveraged Securities linked to Dow Jones EURO STOXX 50 Index

Description

Morgan Stanley issued $2.01 million of Buffered Leveraged Securities linked to Dow Jones EURO STOXX 50 Index on March 31, 2014 at $1,000 per note.

These notes are Morgan Stanley-branded Buffered PLUS securities that do not pay periodic coupons, but instead pay a single amount at maturity depending on the final level of the Dow Jones EURO STOXX 50 Index.

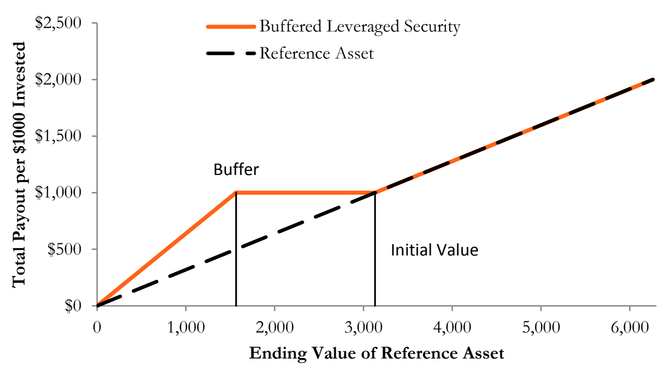
If on March 25, 2024 the Dow Jones EURO STOXX 50 Index level is higher than 3,130.17, the notes pay a return equal to the percentage increase in the Dow Jones EURO STOXX 50 Index. If on March 25, 2024 the refe is below 3,130.17 but not below 1565.09, investors receive $1,000 face value per note. If the Dow Jones EURO STOXX 50 Index level on March 25, 2024 is lower than 1565.09, investors receive face value per note reduced by 2.0 times the amount the reference asset is below 1565.09 as a percent of the initial level, 3,130.17.

Valuation

This product can be valued as a combination of a note from Morgan Stanley, two short out-of-the-money put options, and one long at-the-money call option. For reasonable valuation inputs this note was worth $746.28 when it was issued on March 31, 2014 because the value of the options investors gave Morgan Stanley plus the interest investors would have received on Morgan Stanley's straight debt was worth $253.72 more than the options investors received from Morgan Stanley.

There is no active secondary market for most structured products. Structured products, including this note, therefore are much less liquid than simple stocks, bonds, notes and mutual funds. Investors are likely to receive less than the structured product's estimated market value if they try to sell the structured product prior to maturity. Our valuations do not incorporate this relative lack of liquidity and therefore should be considered an upper bound on the value of the structured product.

Payoff Curve at Maturity



The payoff diagram shows the final payoff of this note given the Dow Jones EURO STOXX 50 Index level (horizontal axis). For comparison, the dashed line shows the payoff if you invested in the Dow Jones EURO STOXX 50 Index directly.

Related Research

Research Papers:

www.slcg.com/research.php

- *"Are Structured Products Suitable for Retail Investors?"* December 2006.
- *"Structured Products in the Aftermath of Lehman Brothers,"* November 2009.
- *"What TiVo and JP Morgan Teach Us about Reverse Convertibles,"* June 2010.

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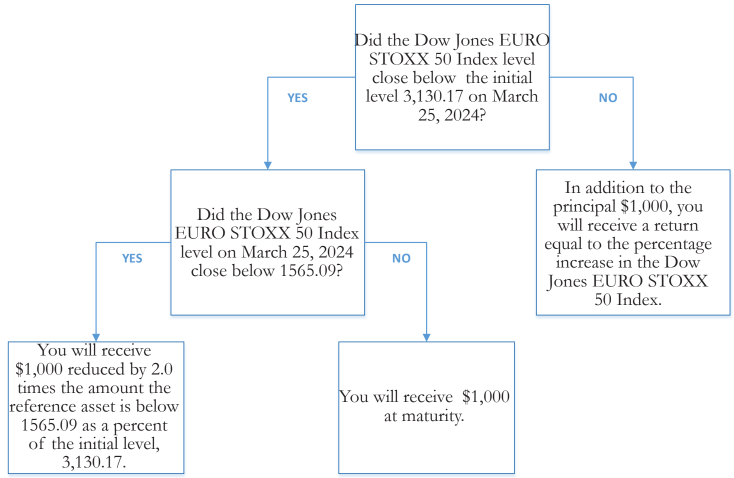
Principal Payback Table

The Dow Jones EURO STOXX 50 Index	Note Payoff
0.00	$0.00
313.02	$200.00
626.03	$400.00
939.05	$600.00
1,252.07	$800.00
1,565.09	$1,000.00
1,878.10	$1,000.00
2,191.12	$1,000.00
2,504.14	$1,000.00
2,817.15	$1,000.00
3,130.17	**$1,000.00**
3,443.19	$1,100.00
3,756.20	$1,200.00
4,069.22	$1,300.00
4,382.24	$1,400.00
4,695.26	$1,500.00

Maturity Payoff Diagram

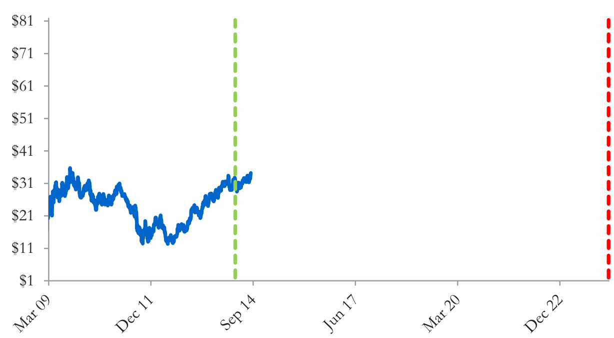


The contingent payoffs of this Buffered Leveraged Security.

Analysis

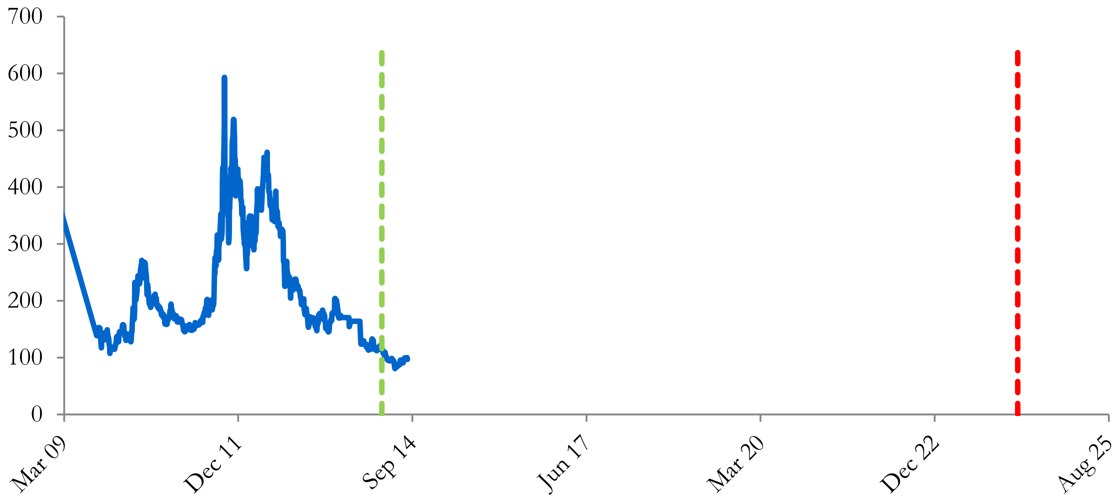
This Buffered Leveraged Security pays investors the increase in the Dow Jones EURO STOXX 50 Index, but if the Dow Jones EURO STOXX 50 Index declines over the term of the note, investors will suffer losses equal to the percentage decline in the Dow Jones EURO STOXX 50 Index. In addition, investors bear the credit risk of Morgan Stanley. Investors purchasing this Buffered Leveraged Security effectively sell at-the-money put options to Morgan Stanley, buy at-the-money call options, and a zero-coupon note from Morgan Stanley. This Buffered Leveraged Security is fairly priced if and only if the market value of the options investors received from Morgan Stanley equals the market value of the options investors gave Morgan Stanley plus the interest investors would have received on Morgan Stanley's straight debt.

Morgan Stanley's Stock Price



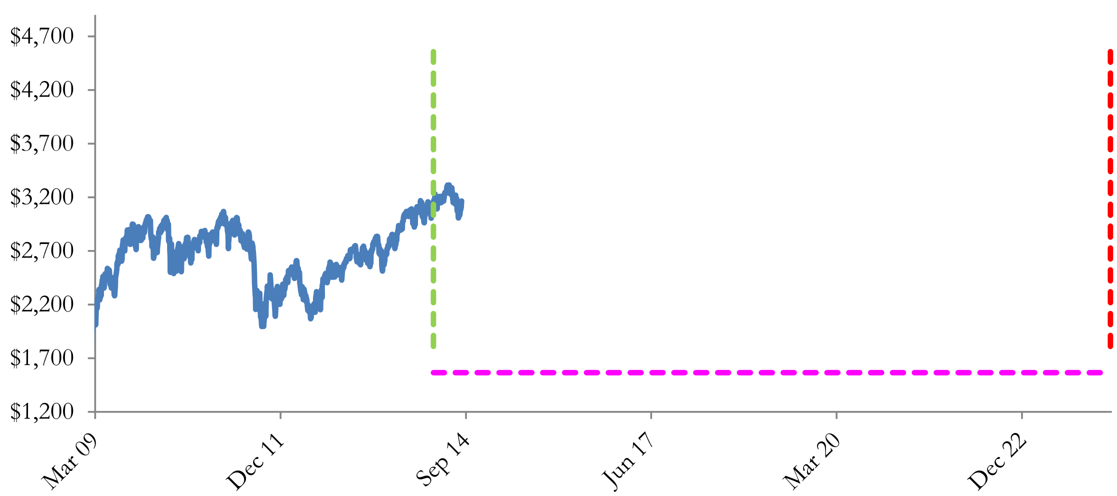
The graph above shows the adjusted closing price of the issuer Morgan Stanley for the past several years. The stock price of the issuer is an indication of the financial strength of Morgan Stanley. The adjusted price shown above incorporates any stock split, reverse stock split, etc.

Morgan Stanley's CDS Rate



Credit default swap (CDS) rates are the market price that investors require to bear credit risk of an issuer such as Morgan Stanley. CDS rates are usually given in basis points (bps). One basis point equals 0.01%. Higher CDS rates reflect higher perceived credit risk, higher required yields, and therefore lower market value of Morgan Stanley's debt, including outstanding Buffered Leveraged Security. Fluctuations in Morgan Stanley's CDS rate impact the market value of the notes in the secondary market.

The Dow Jones EURO STOXX 50 Index Level

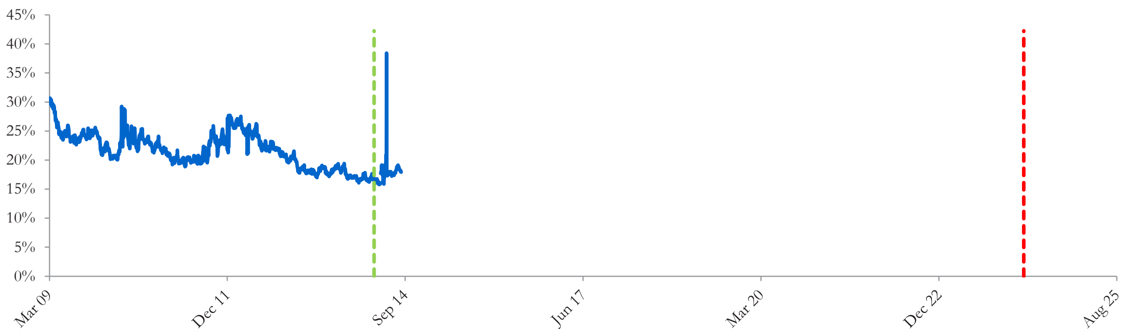


The graph above shows the historical levels of the Dow Jones EURO STOXX 50 Index for the past several years. The final payoff of this note is determined by the Dow Jones EURO STOXX 50 Index level at maturity. Higher fluctuations in the Dow Jones EURO STOXX 50 Index level correspond to a greater uncertainty in the final payout of this Buffered Leveraged Security.

Realized Payoff

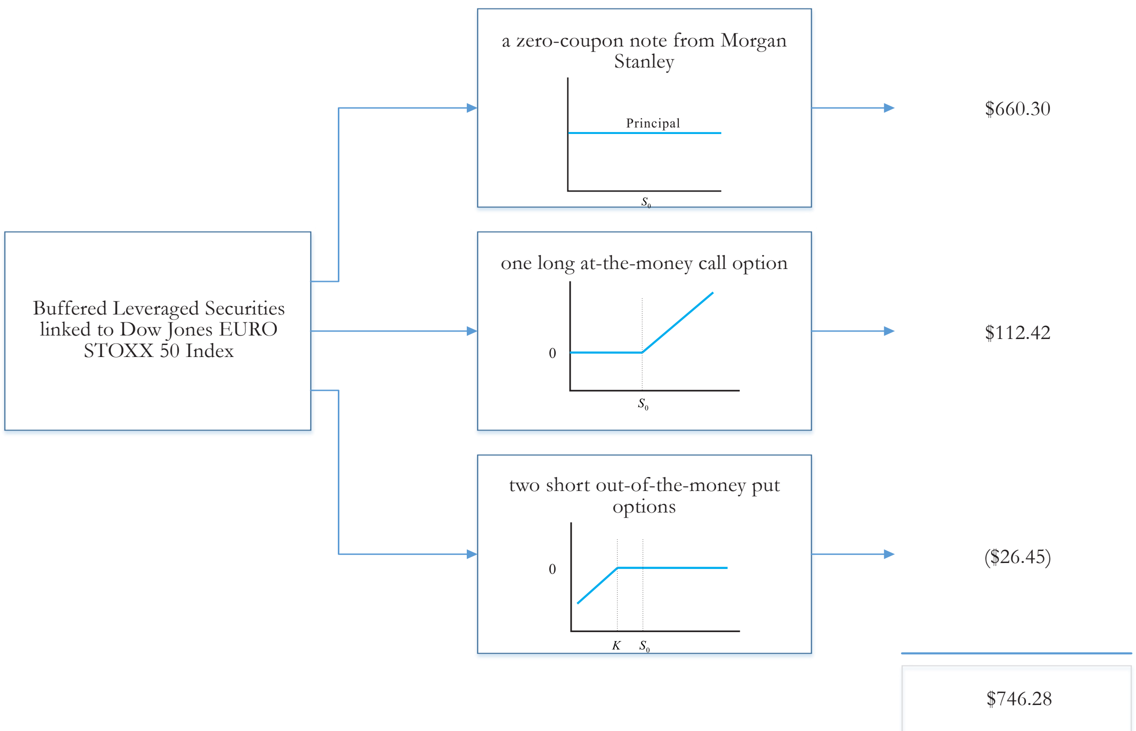
This product will mature on March 28, 2024.

Reference Asset The Dow Jones EURO STOXX 50 Index's Implied Volatility



The annualized implied volatility of the Dow Jones EURO STOXX 50 Index on March 26, 2014 was 16.63%, meaning that options contracts on the Dow Jones EURO STOXX 50 Index were trading at prices that reflect an expected annual volatility of 16.63%. The higher the implied volatility, the larger the expected fluctuations of the Dow Jones EURO STOXX 50 Index level and of the Note's market value during the life of the Notes.

Decomposition of this Buffered Leveraged Security



This note can be decomposed into different components, and each component can be valued separately. The chart above shows the value of each component of this Buffered Leveraged Security.

1. Delta measures the sensitivity of the price of the note to the the Dow Jones EURO STOXX 50 Index level on March 26, 2014.
2. CDS rates can be considered a measure of the probability that an issuer will default over a certain period of time and the likely loss given a default. The lower the CDS rate, the lower the default probability. CDS rate is given in basis points (1 basis point equals 0.01%), and is considered as a market premium, on top of the risk-free rate, that investors require to insure against a potential default.
3. Fair price evaluation is based on the Black-Scholes model of the the Dow Jones EURO STOXX 50 Index on March 26, 2014.
4. Calculated payout at maturity is only an approximation, and may differ from actual payouts at maturity.
5. Our evaluation does not include any transaction fees, broker commissions, or liquidity discounts on the notes.