SECURITIES LITIGATION & CONSULTING GROUP

Structured Products Research Report

Report Prepared On: 07/30/13

Structured Product Details

Name	Buffered Return Optimization Securities linked to Russell 2000 Index
Issue Size	$7.99 million
Issue Price	$10
Term	24 Months
Annualized Coupon	0.00%
Pricing Date	February 25, 2013
Issue Date	February 28, 2013
Valuation Date	February 23, 2015
Maturity Date	February 27, 2015
Issuer	Morgan Stanley
CDS Rate	55.4 bps
Swap Rate	0.39%
Reference Asset	the Russell 2000 Index
Initial Level	895.84
Dividend Rate	1.94%
Implied Volatility	21.79%
Delta[1]	0.57
Fair Price at Issue	$9.61
CUSIP	61761M458
SEC Link	www.sec.gov/Archives/edgar/data/895421/000095010313001354/dp36550_424b2-ps576.htm

Buffered Return Optimization Securities linked to Russell 2000 Index

Description

Morgan Stanley issued $7.99 million of Buffered Return Optimization Securities linked to Russell 2000 Index on February 28, 2013 at $10 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 Russell 2000 Index.

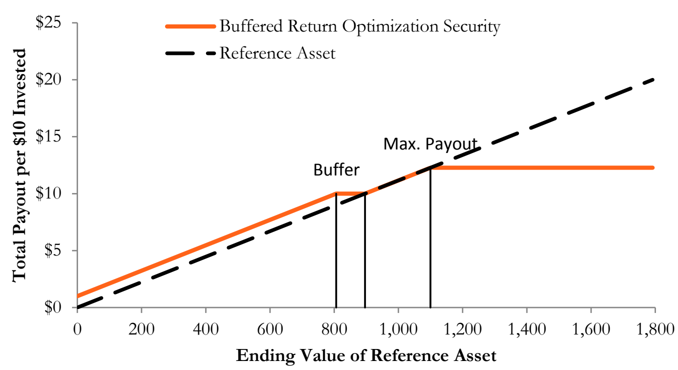
If on February 23, 2015 the Russell 2000 Index level is higher than 895.84, but lower than 1,099.82, the notes pay a return equal to the percentage increase in the Russell 2000 Index, up to a cap of 22.77%. If on February 23, 2015 the refe is below 895.84 but not below 806.26, investors receive $10 face value per note. If the Russell 2000 Index level on February 23, 2015 is lower than 806.26, investors receive face value per note reduced by the amount the reference asset is below 806.26 as a percent of the initial level, 895.84.

Valuation

This product can be valued as a combination of a note from Morgan Stanley, one short out-of-the-money put option, one long at-the-money call option, and one short out-of-the-money call option. For reasonable valuation inputs this note was worth $9.61 when it was issued on February 28, 2013 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 $0.39 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 Russell 2000 Index level (horizontal axis). For comparison, the dashed line shows the payoff if you invested in the Russell 2000 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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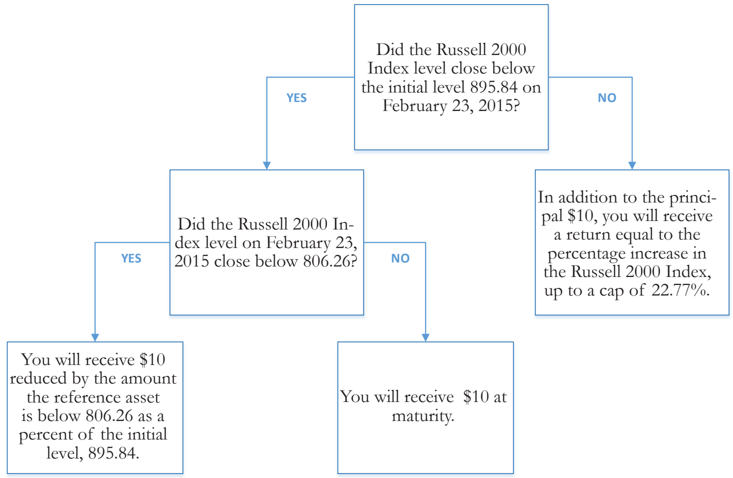
Principal Payback Table

The Russell 2000 Index	Note Payoff
0.00	$1.00
89.58	$2.00
179.17	$3.00
268.75	$4.00
358.34	$5.00
447.92	$6.00
537.50	$7.00
627.09	$8.00
716.67	$9.00
806.26	$10.00
895.84	**$10.00**
985.42	$11.00
1,075.01	$12.00
1,164.59	$12.28
1,254.18	$12.28
1,343.76	$12.28

Maturity Payoff Diagram

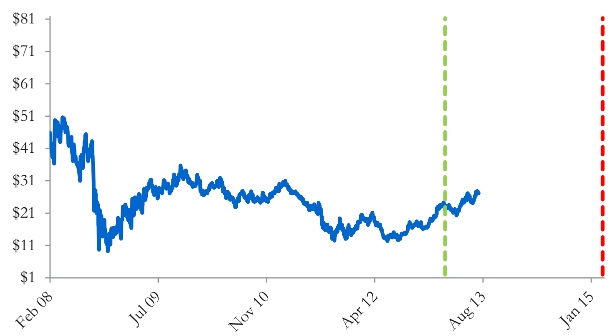


The contingent payoffs of this Buffered Return Optimization Security.

Analysis

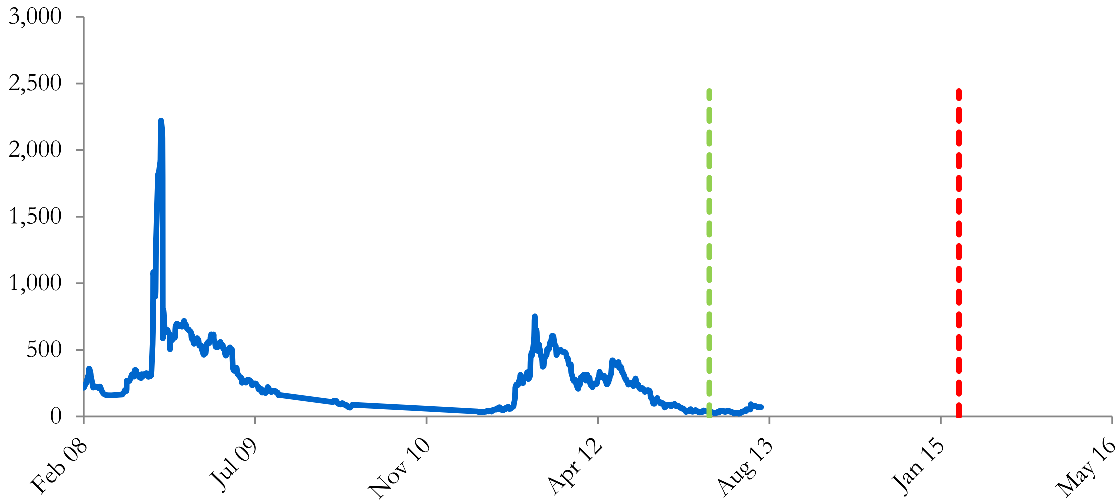
This Buffered Return Optimization Security pays investors the increase in the Russell 2000 Index capped at 22.77%, but if the Russell 2000 Index declines over the term of the note, investors will suffer losses equal to the percentage decline in the Russell 2000 Index. In addition, investors bear the credit risk of Morgan Stanley. Investors purchasing this Buffered Return Optimization Security effectively sell at-the-money put and out-of-the-money call options to Morgan Stanley, buy at-the-money call options, and a zero-coupon note from Morgan Stanley. This Buffered Return Optimization 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



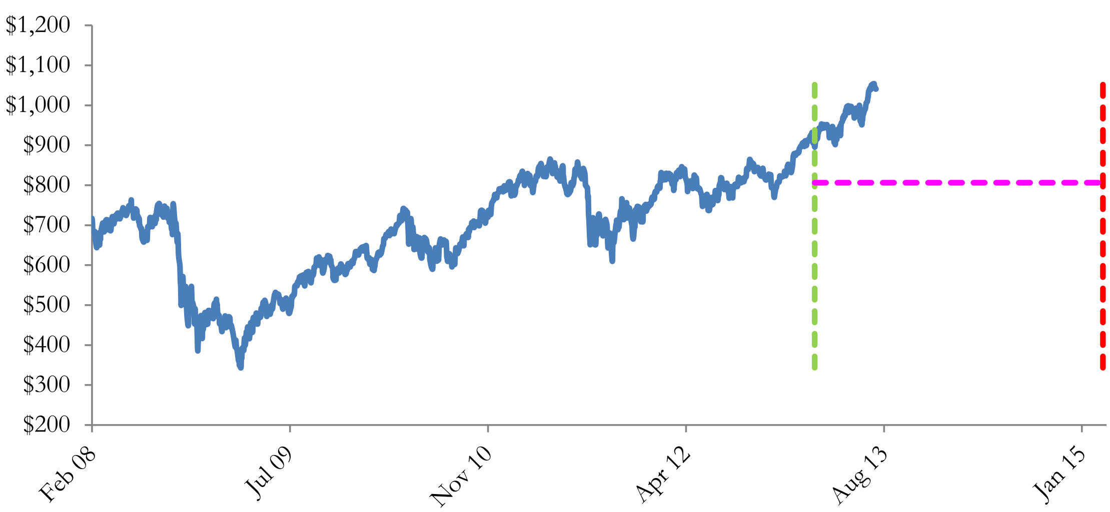
The graph above shows the adjusted closing price of the issuer Morgan Stanley for the past several years. The stock price of the issuer is an indication of the financial strength of Morgan Stanley. The adjusted price shown above incorporates any stock split, reverse stock split, etc.

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 Return Optimization Security. Fluctuations in Morgan Stanley's CDS rate impact the market value of the notes in the secondary market.

The Russell 2000 Index Level

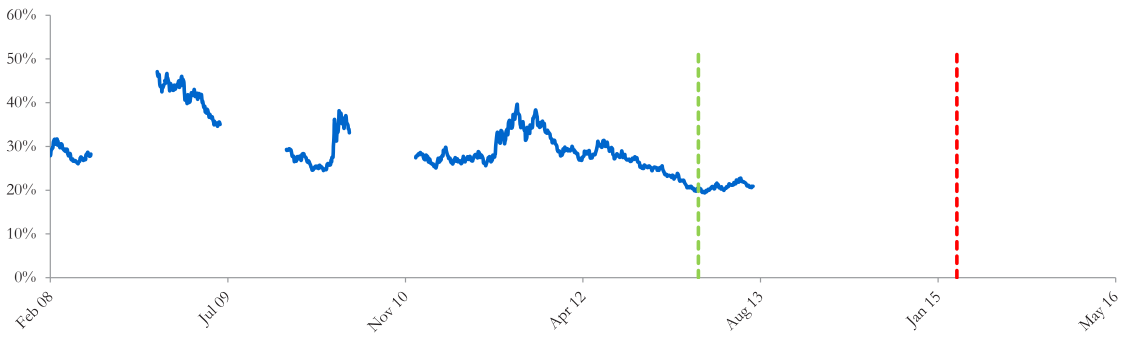


The graph above shows the historical levels of the Russell 2000 Index for the past several years. The final payoff of this note is determined by the Russell 2000 Index level at maturity. Higher fluctuations in the Russell 2000 Index level correspond to a greater uncertainty in the final payout of this Buffered Return Optimization Security.

Realized Payoff

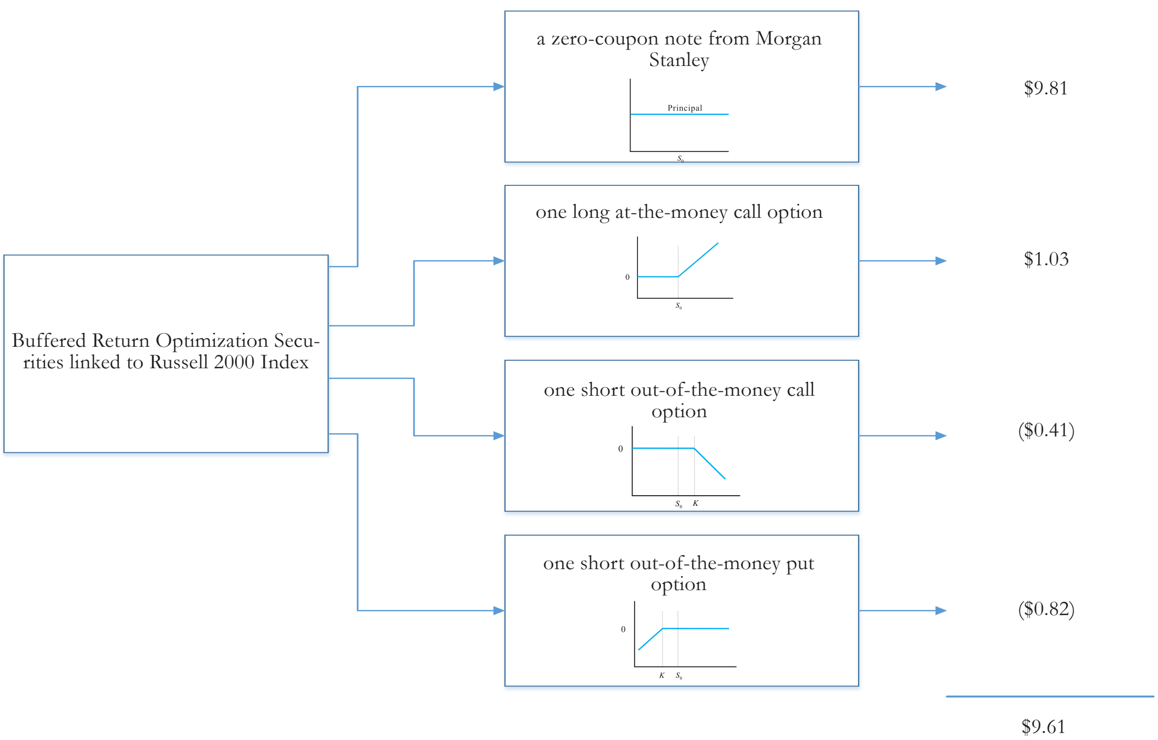
This product will mature on February 27, 2015.

Reference Asset The Russell 2000 Index's Implied Volatility



The annualized implied volatility of the Russell 2000 Index on February 25, 2013 was 21.79%, meaning that options contracts on the Russell 2000 Index were trading at prices that reflect an expected annual volatility of 21.79%. The higher the implied volatility, the larger the expected fluctuations of the Russell 2000 Index level and of the Note's market value during the life of the Notes.

Decomposition of this Buffered Return Optimization 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 Return Optimization Security.

1. Delta measures the sensitivity of the price of the note to the the Russell 2000 Index level on February 25, 2013.
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 Russell 2000 Index on February 25, 2013.
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.