



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

FINANZMARKTAUFSICHT (FMA) - FINANCIAL MARKET AUTHORITY (AUSTRIA)
 COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
 RAHOITUSTARKASTUS (FINLAND)
 AUTORITE DES MARCHES FINANCIERS (FRANCE)
 BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSaufICHT (BAFIN) (GERMANY)
 IRISH FINANCIAL SERVICES REGULATORY AUTHORITY (IRELAND)
 COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (ITALY)
 FINANCIAL MARKET AUTHORITY (LIECHTENSTEIN)
 COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
 AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)
 FINANSTILSYNET (NORWAY)
 COMISSAO DO MERCADO DE VALORES MOBILIARIOS (PORTUGAL)
 COMISION NACIONAL DEL MERCADO DE VALORES (SPAIN)
 FINANSINSPEKTIONEN (SWEDEN)

From:

The Financial Services Authority
 25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom

We hereby certify that the Base Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and was approved by the FSA on 15 June 2010.

Name of Issuer:	1. Morgan Stanley 2. Morgan Stanley & Co. International plc 3. Morgan Stanley (Jersey) Limited 4. Morgan Stanley B.V.	
Registered Office/Seat:	1. State of Delaware, USA 2. England and Wales 3. Jersey, Channel Islands 4. The Netherlands	
Type of Securities:	Program for the Issuance of Notes, Series A and B, Warrants and Certificates	
Guarantor (if any):	Morgan Stanley	Financial Services Authority
Annexes:	IV, V, VI and XII	UK Listing Authority
		Document approved
		Date: 15 JUNE 2010
		Signed: 1. <i>alboles</i>



We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Attachments:

1. Base Prospectus dated 15 June 2010
2. Danish Translation of the Summary
3. Finnish Translation of the Summary
4. French Translation of the Summary
5. Italian Translation of the Summary
6. German Translation of the Summary
7. Portuguese Translation of the Summary
8. Spanish Translation of the Summary
9. Swedish Translation of the Summary