MORGAN STANLEY
Form 10-Q
November 06, 2012
**Table of Contents**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934

*For the quarterly period ended September 30, 2012*

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934

Commission File Number 1-11758

(Exact Name of Registrant as specified in its charter)

| **Delaware** | **1585 Broadway** | **36-3145972** | **(212) 761-4000** |
|---|---|---|---|
| (State or other jurisdiction of | **New York, NY 10036** | (I.R.S. Employer Identification No.) | (Registrant s telephone number, including area code) |
| incorporation or organization) | (Address of principal executive | | |
| | offices, including zip code) | | |

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer x Accelerated Filer ¨

Non-Accelerated Filer ¨ Smaller reporting company ¨
(Do not check if a smaller reporting company)
Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of October 31, 2012, there were 1,974,320,133 shares of the Registrant s Common Stock, par value $0.01 per share, outstanding.

Table of Contents

# QUARTERLY REPORT ON FORM 10-Q

*For the quarter ended September 30, 2012*

Table of Contents


| | | Page |
|---|---|---|
| **Part I Financial Information** | | |
| Item 1. | Financial Statements (unaudited) | 1 |
| | Condensed Consolidated Statements of Financial Condition September 30, 2012 and December 31, 2011 | 1 |
| | Condensed Consolidated Statements of Income Three and Nine Months Ended September 30, 2012 and 2011 | 3 |
| | Condensed Consolidated Statements of Comprehensive Income Three and Nine Months Ended September 30, 2012 and 2011 | 4 |
| | Condensed Consolidated Statements of Cash Flows Nine Months Ended September 30, 2012 and 2011 | 5 |
| | Condensed Consolidated Statements of Changes in Total Equity Nine Months Ended September 30, 2012 and 2011 | 6 |
| | Notes to Condensed Consolidated Financial Statements (unaudited) | 8 |
| | Report of Independent Registered Public Accounting Firm | 91 |
| Item 2. | Management s Discussion and Analysis of Financial Condition and Results of Operations | 92 |
| | Introduction | 92 |
| | Executive Summary | 93 |
| | Business Segments | 104 |
| | Accounting Developments | 120 |
| | Other Matters | 121 |
| | Critical Accounting Policies | 123 |
| | Liquidity and Capital Resources | 128 |
| Item 3. | Quantitative and Qualitative Disclosures about Market Risk | 144 |
| Item 4. | Controls and Procedures | 160 |
| Financial Data Supplement (Unaudited) | | 161 |
| **Part II Other Information** | | |
| Item 1. | Legal Proceedings | 167 |
| Item 2. | Unregistered Sales of Equity Securities and Use of Proceeds | 172 |
| Item 6. | Exhibits | 172 |

Table of Contents

**AVAILABLE INFORMATION**

Morgan Stanley files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the SEC ). You may read and copy any document we file with the SEC at the SEC s public reference room at 100 F Street, NE, Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for information on the public reference room. The SEC maintains an internet site that contains annual, quarterly and current reports, proxy and information statements and other information that issuers (including Morgan Stanley) file electronically with the SEC. Morgan Stanley s electronic SEC filings are available to the public at the SEC s internet site, *www.sec.gov*.

Morgan Stanley s internet site is *www.morganstanley.com*. You can access Morgan Stanley s Investor Relations webpage at *www.morganstanley.com/about/ir*. Morgan Stanley makes available free of charge, on or through its Investor Relations webpage, its proxy statements, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ), as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. Morgan Stanley also makes available, through its Investor Relations webpage, via a link to the SEC s internet site, statements of beneficial ownership of Morgan Stanley s equity securities filed by its directors, officers, 10% or greater shareholders and others under Section 16 of the Exchange Act.

Morgan Stanley has a Corporate Governance webpage. You can access information about Morgan Stanley s corporate governance at *www.morganstanley.com/about/company/governance*. Morgan Stanley posts the following on its Corporate Governance webpage:

- Amended and Restated Certificate of Incorporation;
- Amended and Restated Bylaws;
- Charters for its Audit Committee; Operations and Technology Committee; Compensation, Management Development and Succession Committee; Nominating and Governance Committee; and Risk Committee;
- Corporate Governance Policies;
- Policy Regarding Communication with the Board of Directors;
- Policy Regarding Director Candidates Recommended by Shareholders;
- Policy Regarding Corporate Political Contributions;
- Policy Regarding Shareholder Rights Plan;
- Code of Ethics and Business Conduct;
- Code of Conduct; and

Integrity Hotline information.

Morgan Stanley s Code of Ethics and Business Conduct applies to all directors, officers and employees, including its Chief Executive Officer, Chief Financial Officer and Deputy Chief Financial Officer. Morgan Stanley will post any amendments to the Code of Ethics and Business Conduct and any waivers that are required to be disclosed by the rules of either the SEC or the New York Stock Exchange LLC ( NYSE ) on its internet site. You can request a copy of these documents, excluding exhibits, at no cost, by contacting Investor Relations, 1585 Broadway, New York, NY 10036 (212-761-4000). The information on Morgan Stanley s internet site is not incorporated by reference into this report.

Table of Contents

## Part I Financial Information.

## Item 1. Financial Statements.

**MORGAN STANLEY**

**Condensed Consolidated Statements of Financial Condition**

**(dollars in millions, except share data)**

**(unaudited)**

| | September 30, 2012 | December 31, 2011 |
|---|---|---|
| **Assets** | | |
| Cash and due from banks ($487 and $511 at September 30, 2012 and December 31, 2011, respectively, related to consolidated variable interest entities generally not available to the Company) | $ 18,239 | $ 13,165 |
| Interest bearing deposits with banks | 18,347 | 34,147 |
| Cash deposited with clearing organizations or segregated under federal and other regulations or requirements | 28,847 | 29,454 |
| Financial instruments owned, at fair value (approximately $133,773 and $140,749 were pledged to various parties at September 30, 2012 and December 31, 2011, respectively): | | |
| U.S. government and agency securities | 52,134 | 63,449 |
| Other sovereign government obligations | 37,171 | 29,059 |
| Corporate and other debt ($2,261 and $3,007 at September 30, 2012 and December 31, 2011, respectively, related to consolidated variable interest entities, generally not available to the Company) | 55,439 | 68,923 |
| Corporate equities | 55,575 | 47,966 |
| Derivative and other contracts | 34,568 | 48,064 |
| Investments ($1,855 and $1,666 at September 30, 2012 and December 31, 2011, respectively, related to consolidated variable interest entities, generally not available to the Company) | 8,501 | 8,195 |
| Physical commodities | 7,920 | 9,697 |
| Total financial instruments owned, at fair value | 251,308 | 275,353 |
| Securities available for sale, at fair value | 40,498 | 30,495 |
| Securities received as collateral, at fair value | 12,811 | 11,651 |
| Federal funds sold and securities purchased under agreements to resell (includes $625 and $112 at fair value at September 30, 2012 and December 31, 2011, respectively) | 136,282 | 130,155 |
| Securities borrowed | 138,545 | 127,074 |
| Receivables: | | |
| Customers | 45,506 | 33,977 |
| Brokers, dealers and clearing organizations | 7,673 | 5,248 |
| Fees, interest and other | 10,399 | 9,444 |
| Loans (net of allowances of $101 and $17 at September 30, 2012 and December 31, 2011, respectively) | 24,344 | 15,369 |
| Other investments | 4,749 | 4,832 |
| Premises, equipment and software costs (net of accumulated depreciation of $5,350 and $4,852 at September 30, 2012 and December 31, 2011, respectively) ($227 and $234 at September 30, 2012 and December 31, 2011, respectively, related to consolidated variable interest entities, generally not available to the Company) | 6,083 | 6,457 |
| Goodwill | 6,622 | 6,686 |
| | 3,905 | 4,285 |

| | | |
|---|---|---|
| Intangible assets (net of accumulated amortization of $1,162 and $910 at September 30, 2012 and December 31, 2011, respectively) (includes $6 and $133 at fair value at September 30, 2012 and December 31, 2011, respectively) | | |
| Other assets ($327 and $446 at September 30, 2012 and December 31, 2011, respectively, related to consolidated variable interest entities, generally not available to the Company) | 10,827 | 12,106 |
| Total assets | $ 764,985 | $ 749,898 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

**MORGAN STANLEY**

**Condensed Consolidated Statements of Financial Condition (Continued)**

**(dollars in millions, except share data)**

**(unaudited)**

| | September 30, 2012 | December 31, 2011 |
|---|---|---|
| **Liabilities** | | |
| Deposits (includes $1,942 and $2,101 at fair value at September 30, 2012 and December 31, 2011, respectively) | $ 70,757 | $ 65,662 |
| Commercial paper and other short-term borrowings (includes $697 and $1,339 at fair value at September 30, 2012 and December 31, 2011, respectively) | 2,123 | 2,843 |
| Financial instruments sold, not yet purchased, at fair value: | | |
| U.S. government and agency securities | 26,651 | 19,630 |
| Other sovereign government obligations | 27,528 | 17,141 |
| Corporate and other debt | 7,649 | 8,410 |
| Corporate equities | 28,026 | 24,497 |
| Derivative and other contracts | 35,033 | 46,453 |
| Physical commodities | | 16 |
| Total financial instruments sold, not yet purchased, at fair value | 124,887 | 116,147 |
| Obligation to return securities received as collateral, at fair value | 16,441 | 15,394 |
| Securities sold under agreements to repurchase (includes $287 and $348 at fair value at September 30, 2012 and December 31, 2011, respectively ) | 116,220 | 104,800 |
| Securities loaned | 35,920 | 30,462 |
| Other secured financings (includes $9,674 and $14,594 at fair value at September 30, 2012 and December 31, 2011, respectively) ($1,176 and $2,316 at September 30, 2012 and December 31, 2011, respectively, related to consolidated variable interest entities and are non-recourse to the Company) | 18,173 | 20,719 |
| Payables: | | |
| Customers | 117,193 | 117,241 |
| Brokers, dealers and clearing organizations | 7,447 | 4,082 |
| Interest and dividends | 3,347 | 2,292 |
| Other liabilities and accrued expenses ($119 and $121 at September 30, 2012 and December 31, 2011, respectively, related to consolidated variable interest entities and are non-recourse to the Company) | 14,561 | 15,944 |
| Long-term borrowings (includes $45,756 and $39,663 at fair value at September 30, 2012 and December 31, 2011, respectively) | 168,444 | 184,234 |
| | 695,513 | 679,820 |
| Commitments and contingent liabilities (see Note 12) | | |
| Redeemable noncontrolling interests (see Notes 2, 3 and 14) | 4,302 | |
| Equity | | |
| Morgan Stanley shareholders equity: | | |
| Preferred stock | 1,508 | 1,508 |
| Common stock, $0.01 par value; | | |
| Shares authorized: 3,500,000,000 at September 30, 2012 and December 31, 2011; | | |
| Shares issued: 2,038,893,979 at September 30, 2012 and 1,989,377,171 at December 31, 2011; | | |
| Shares outstanding: 1,975,040,372 at September 30, 2012 and 1,926,986,130 at December 31, 2011 | 20 | 20 |
| Paid-in capital | 23,202 | 22,836 |
| Retained earnings | 39,441 | 40,341 |

| | | |
|---|---|---|
| Employee stock trust | 2,979 | 3,166 |
| Accumulated other comprehensive loss | (146) | (157) |
| Common stock held in treasury, at cost, $0.01 par value; 63,853,607 shares at September 30, 2012 and 62,391,041 shares at December 31, 2011 | (2,226) | (2,499) |
| Common stock issued to employee trust | (2,979) | (3,166) |
| Total Morgan Stanley shareholders equity | 61,799 | 62,049 |
| Nonredeemable noncontrolling interests | 3,371 | 8,029 |
| Total equity | 65,170 | 70,078 |
| Total liabilities, redeemable noncontrolling interests and equity | $ 764,985 | $ 749,898 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

**MORGAN STANLEY**

**Condensed Consolidated Statements of Income**

**(dollars in millions, except share and per share data)**

**(unaudited)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Revenues: | | | | |
| Investment banking | $ 1,152 | $ 1,031 | $ 3,319 | $ 3,940 |
| Principal transactions: | | | | |
| Trading | 607 | 4,960 | 5,483 | 11,421 |
| Investments | 290 | (298) | 438 | 433 |
| Commissions and fees | 988 | 1,476 | 3,205 | 4,198 |
| Asset management, distribution and administration fees | 2,257 | 2,149 | 6,677 | 6,406 |
| Other | 152 | 347 | 432 | 110 |
| Total non-interest revenues | 5,446 | 9,665 | 19,554 | 26,508 |
| Interest income | 1,379 | 1,753 | 4,244 | 5,573 |
| Interest expense | 1,536 | 1,608 | 4,621 | 5,490 |
| Net interest | (157) | 145 | (377) | 83 |
| Net revenues | 5,289 | 9,810 | 19,177 | 26,591 |
| Non-interest expenses: | | | | |
| Compensation and benefits | 3,929 | 3,638 | 11,993 | 12,545 |
| Occupancy and equipment | 388 | 382 | 1,160 | 1,174 |
| Brokerage, clearing and exchange fees | 359 | 443 | 1,167 | 1,254 |
| Information processing and communications | 493 | 456 | 1,439 | 1,340 |
| Marketing and business development | 138 | 143 | 440 | 436 |
| Professional services | 477 | 440 | 1,367 | 1,310 |
| Other | 985 | 623 | 1,948 | 1,976 |
| Total non-interest expenses | 6,769 | 6,125 | 19,514 | 20,035 |
| Income (loss) from continuing operations before income taxes | (1,480) | 3,685 | (337) | 6,556 |
| Provision for (benefit from) income taxes | (524) | 1,415 | (244) | 1,709 |
| Income (loss) from continuing operations | (956) | 2,270 | (93) | 4,847 |
| Discontinued operations: | | | | |
| Gain (loss) from discontinued operations | (15) | (5) | 61 | (55) |
| Provision for (benefit from) income taxes | (15) | (28) | 40 | (37) |
| Net gain (loss) from discontinued operations | | 23 | 21 | (18) |
| Net income (loss) | $ (956) | $ 2,293 | $ (72) | $ 4,829 |
| Net income applicable to redeemable noncontrolling interests | 8 | | 8 | |
| Net income applicable to nonredeemable noncontrolling interests | 59 | 94 | 446 | 469 |

| | | | | |
|---|---|---|---|---|
| Net income (loss) applicable to Morgan Stanley | $ (1,023) | $ 2,199 | $ (526) | $ 4,360 |
| Earnings (loss) applicable to Morgan Stanley common shareholders | $ (1,047) | $ 2,153 | $ (599) | $ 2,335 |
| Amounts applicable to Morgan Stanley: | | | | |
| Income (loss) from continuing operations | $ (1,007) | $ 2,178 | $ (522) | $ 4,383 |
| Net gain (loss) from discontinued operations | (16) | 21 | (4) | (23) |
| Net income (loss) applicable to Morgan Stanley | $ (1,023) | $ 2,199 | $ (526) | $ 4,360 |
| Earnings (loss) per basic common share: | | | | |
| Income (loss) from continuing operations | $ (0.55) | $ 1.15 | $ (0.32) | $ 1.48 |
| Net gain (loss) from discontinued operations | | 0.01 | | (0.01) |
| Earnings (loss) per basic common share | $ (0.55) | $ 1.16 | $ (0.32) | $ 1.47 |
| Earnings (loss) per diluted common share: | | | | |
| Income (loss) from continuing operations | $ (0.55) | $ 1.14 | $ (0.32) | $ 1.47 |
| Net gain (loss) from discontinued operations | | 0.01 | | (0.02) |
| Earnings (loss) per diluted common share | $ (0.55) | $ 1.15 | $ (0.32) | $ 1.45 |
| Average common shares outstanding: | | | | |
| Basic | 1,889,300,631 | 1,848,246,471 | 1,883,813,883 | 1,589,519,478 |
| Diluted | 1,889,300,631 | 1,868,743,943 | 1,883,813,883 | 1,607,962,757 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

**MORGAN STANLEY**

**Condensed Consolidated Statements of Comprehensive Income**

**(dollars in millions)**

**(unaudited)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Net income (loss) | $ (956) | $ 2,293 | $ (72) | $ 4,829 |
| Other comprehensive income (loss), net of tax: | | | | |
| Foreign currency translation adjustments(1) | $ 43 | $ (108) | $ (88) | $ 23 |
| Amortization of cash flow hedges(2) | 2 | 1 | 5 | 5 |
| Net unrealized gains on Securities available for sale(3) | 62 | 76 | 84 | 90 |
| Pension, postretirement and other related adjustments(4) | (4) | 1 | 15 | 8 |
| Total other comprehensive income (loss) | $ 103 | $ (30) | $ 16 | $ 126 |
| Comprehensive income (loss) | $ (853) | $ 2,263 | $ (56) | $ 4,955 |
| Net income applicable to redeemable noncontrolling interests | 8 | | 8 | |
| Net income applicable to nonredeemable noncontrolling interests | 59 | 94 | 446 | 469 |
| Other comprehensive income (loss) applicable to redeemable noncontrolling interests | (1) | | (1) | |
| Other comprehensive income applicable to nonredeemable noncontrolling interests | 29 | 63 | 5 | 72 |
| Comprehensive income (loss) applicable to Morgan Stanley | $ (948) | $ 2,106 | $ (514) | $ 4,414 |

(1) Amounts are net of provision for (benefit from) income taxes of $(150) million and $239 million for the quarters ended September 30, 2012 and 2011, respectively, and $26 million and $103 million for the nine months ended September 30, 2012 and 2011, respectively.

(2) Amounts are net of provision for income taxes of $1 million and $2 million for the quarters ended September 30, 2012 and 2011, respectively and $3 million and $4 million for the nine months ended September 30, 2012 and 2011, respectively.

(3) Amounts are net of provision for income taxes of $46 million and $52 million for the quarters ended September 30, 2012 and 2011, respectively, and $63 million and $62 million for the nine months ended September 30, 2012 and 2011, respectively.

(4) Amounts are net of provision for income taxes of $8 million and $1 million for the quarters ended September 30, 2012 and 2011, respectively, and $18 million and $1 million for the nine months ended September 30, 2012 and 2011, respectively.

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

**MORGAN STANLEY**

**Condensed Consolidated Statements of Cash Flows**

**(dollars in millions)**

**(unaudited)**

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2012 | 2011 |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Net income (loss) | $ (72) | $ 4,829 |
| Adjustments to reconcile net income to net cash provided by (used for) operating activities: | | |
| Loss on equity method investees | 24 | 788 |
| Compensation payable in common stock and options | 898 | 1,006 |
| Depreciation and amortization | 1,218 | 1,187 |
| Gain on business dispositions | (108) | (24) |
| Gain on sale of securities available for sale | (53) | (130) |
| Gain on retirement of long-term debt | (29) | (46) |
| Impairment charges and other-than-temporary impairment charges | 224 | 57 |
| Changes in assets and liabilities: | | |
| Cash deposited with clearing organizations or segregated under federal and other regulations or requirements | 607 | (11,684) |
| Financial instruments owned, net of financial instruments sold, not yet purchased | 31,556 | 34,742 |
| Securities borrowed | (11,471) | 14,826 |
| Securities loaned | 5,458 | (1,309) |
| Receivables and other assets | (23,625) | 3,263 |
| Payables and other liabilities | 9,807 | 22,501 |
| Federal funds sold and securities purchased under agreements to resell | (6,127) | (21,571) |
| Securities sold under agreements to repurchase | 14,465 | (37,545) |
| Net cash provided by operating activities | 22,772 | 10,890 |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Net proceeds from (payments for): | | |
| Premises, equipment and software costs | (865) | (1,088) |
| Business dispositions, net of cash disposed | 1,536 | |
| Loans | (1,739) | (7,252) |
| Purchases of securities available for sale | (17,492) | (13,968) |
| Sales, maturities and redemptions of securities available for sale | 8,200 | 16,809 |
| Net cash used for investing activities | (10,360) | (5,499) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Net proceeds from (payments for): | | |
| Commercial paper and other short-term borrowings | (720) | (375) |
| Distributions related to nonredeemable noncontrolling interests | (186) | (489) |
| Derivatives financing activities | 102 | 54 |
| Other secured financings | (4,291) | 1,705 |
| Deposits | 5,095 | 2,372 |
| Net proceeds from: | | |
| Excess tax benefits associated with stock-based awards | 42 | 30 |
| Issuance of long-term borrowings | 16,196 | 30,063 |
| Payments for: | | |
| Long-term borrowings | (36,386) | (31,936) |
| Repurchases of common stock for employee tax withholding | (222) | (311) |
| Purchase of additional stake in the Wealth Management Joint Venture from Citi | (1,890) | |
| Cash dividends | (349) | (714) |

| | | |
|---|---|---|
| Net cash provided by (used for) financing activities | (22,609) | 399 |
| Effect of exchange rate changes on cash and cash equivalents | (42) | 140 |
| Effect of cash and cash equivalents related to variable interest entities | (487) | 362 |
| Net increase (decrease) in cash and cash equivalents | (10,726) | 6,292 |
| Cash and cash equivalents, at beginning of period | 47,312 | 47,615 |
| Cash and cash equivalents, at end of period | $ 36,586 | $ 53,907 |
| Cash and cash equivalents include: | | |
| Cash and due from banks | $ 18,239 | $ 12,255 |
| Interest bearing deposits with banks | 18,347 | 41,652 |
| Cash and cash equivalents, at end of period | $ 36,586 | $ 53,907 |

**SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION**

Cash payments for interest were $3,423 million and $4,832 million for the nine months ended September 30, 2012 and 2011, respectively.

Cash payments for income taxes were $330 million and $791 million for the nine months ended September 30, 2012 and 2011, respectively.

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

**MORGAN STANLEY**

**Condensed Consolidated Statements of Changes in Total Equity**

**Nine Months Ended September 30, 2012**

**(dollars in millions)**

**(unaudited)**

| | Preferred Stock | Common Stock | Paid-in Capital | Retained Earnings | Employee Stock Trust | Accumulated Other Comprehensive Income (Loss) | Common Stock Held in Treasury at Cost | Common Stock Issued to Employee Trust | Non-Redeemable Non-controlling Interests | Total Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| **BALANCE AT DECEMBER 31, 2011** | $ 1,508 | $ 20 | $ 22,836 | $ 40,341 | $ 3,166 | $ (157) | $ (2,499) | $ (3,166) | $ 8,029 | $ 70,078 |
| Net loss applicable to Morgan Stanley | | | | (526) | | | | | | (526) |
| Net income applicable to nonredeemable noncontrolling interests | | | | | | | | | 446 | 446 |
| Dividends | | | | (374) | | | | | | (374) |
| Shares issued under employee plans and related tax effects | | | 473 | | (187) | | 495 | 187 | | 968 |
| Repurchases of common stock | | | | | | | (222) | | | (222) |
| Net change in cash flow hedges | | | | | | 5 | | | | 5 |
| Pension, postretirement and other related adjustments | | | | | | 10 | | | 5 | 15 |
| Foreign currency translation adjustments | | | | | | (88) | | | | (88) |
| Change in net unrealized gains on securities available for sale | | | | | | 84 | | | | 84 |
| Purchase of additional stake in the Wealth Management Joint Venture | | | (107) | | | | | | (1,718) | (1,825) |
| Reclassification to redeemable noncontrolling interests | | | | | | | | | (4,296) | (4,296) |
| Other net increases in nonredeemable noncontrolling interests | | | | | | | | | 905 | 905 |
| **BALANCE AT SEPTEMBER 30, 2012** | $ 1,508 | $ 20 | $ 23,202 | $ 39,441 | $ 2,979 | $ (146) | $ (2,226) | $ (2,979) | $ 3,371 | $ 65,170 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

**MORGAN STANLEY**

**Condensed Consolidated Statements of Changes in Total Equity (Continued)**

**Nine Months Ended September 30, 2011**

**(dollars in millions)**

**(unaudited)**

| | Preferred Stock | Common Stock | Paid-in Capital | Retained Earnings | Employee Stock Trust | Accumulated Other Comprehensive Income (Loss) | Common Stock Held in Treasury at Cost | Common Stock Issued to Employee Trust | Non-Redeemable Non-controlling Interests | Total Equity |
|---|---|---|---|---|---|---|---|---|---|---|
| **BALANCE AT DECEMBER 31, 2010** | $ 9,597 | $ 16 | $ 13,521 | $ 38,603 | $ 3,465 | $ (467) | $ (4,059) | $ (3,465) | $ 8,196 | $ 65,407 |
| Net loss applicable to Morgan Stanley | | | | 4,360 | | | | | | 4,360 |
| Net income applicable to nonredeemable noncontrolling interests | | | | | | | | | 469 | 469 |
| Dividends | | | | (527) | | | | | | (527) |
| Shares issued under employee plans and related tax effects | | | (917) | | (249) | | 1,873 | 249 | | 956 |
| Repurchases of common stock | | | | | | | (312) | | | (312) |
| Net change in cash flow hedges | | | | | | 5 | | | | 5 |
| Pension, postretirement and other related adjustments | | | | | | 8 | | | | 8 |
| Foreign currency translation adjustments | | | | | | (49) | | | 72 | 23 |
| Change in net unrealized gains on securities available for sale | | | | | | 90 | | | | 90 |
| Other increase in equity method investments | | | 86 | | | | | | | 86 |
| MUFG stock conversion | (8,089) | 4 | 9,811 | (1,726) | | | | | | |
| Other net decreases in nonredeemable noncontrolling interests | | | | | | | | | (471) | (471) |
| **BALANCE AT SEPTEMBER 30, 2011** | $ 1,508 | $ 20 | $ 22,501 | $ 40,710 | $ 3,216 | $ (413) | $ (2,498) | $ (3,216) | $ 8,266 | $ 70,094 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**1. Introduction and Basis of Presentation.**

***The Company.*** Morgan Stanley, a financial holding company, is a global financial services firm that maintains significant market positions in each of its business segments Institutional Securities, Global Wealth Management Group and Asset Management. Unless the context otherwise requires, the terms Morgan Stanley and the Company mean Morgan Stanley and its consolidated subsidiaries and the term Parent means the parent company, Morgan Stanley.

A summary of the activities of each of the Company s business segments is as follows:

*Institutional Securities* provides capital raising; financial advisory services, including advice on mergers and acquisitions, restructurings, real estate and project finance; corporate lending; sales, trading, financing and market-making activities in equity and fixed income securities and related products, including foreign exchange and commodities; and investment activities.

*Global Wealth Management Group*, which includes the Company s 65% interest in Morgan Stanley Smith Barney Holdings LLC (the Wealth Management Joint Venture or Wealth Management JV ), provides brokerage and investment advisory services to individual investors and small-to-medium sized businesses and institutions covering various investment alternatives; financial and wealth planning services; annuity and other insurance products; credit and other lending products; cash management services; retirement services; and trust and fiduciary services and engages in fixed income principal trading, which primarily facilitates clients trading or investments in such securities.

*Asset Management* provides a broad array of investment strategies that span the risk/return spectrum across geographies, asset classes and public and private markets to a diverse group of clients across the institutional and intermediary channels as well as high net worth clients.

***Discontinued Operations.***

*Saxon.* On October 24, 2011, the Company announced that it had reached an agreement to sell Saxon, a provider of servicing and subservicing of residential mortgage loans, to Ocwen Financial Corporation. The transaction, which was restructured as a sale of Saxon s assets during the first quarter of 2012, was substantially completed in the second quarter of 2012. The remaining operations of Saxon are expected to be wound down within the year. The Company expects to incur incremental wind-down costs in future periods. The results of Saxon are reported as discontinued operations within the Institutional Securities business segment for all periods presented.

*Quilter.* On April 2, 2012, the Company completed the sale of Quilter & Co. Ltd. ( Quilter ), its retail wealth management business in the United Kingdom ( U.K. ). The results of Quilter are reported as discontinued operations within the Global Wealth Management Group business segment for all periods presented.

Prior period amounts have been recast for discontinued operations. See Note 21 for additional information on discontinued operations.

***Basis of Financial Information.*** The condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ( U.S. ), which require the Company to make estimates and assumptions regarding the valuations of certain financial instruments, the valuation of goodwill and intangible assets, compensation, deferred tax assets, the outcome of litigation and tax matters, and other matters that affect the condensed consolidated financial statements and related disclosures. The Company believes that the estimates utilized in the preparation of the condensed consolidated financial statements are prudent and reasonable. Actual results could differ materially from these estimates.

Intercompany balances and transactions have been eliminated.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The condensed consolidated financial statements should be read in conjunction with the Company s consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 (the Form 10-K ). The condensed consolidated financial statements reflect all adjustments of a normal recurring nature that are, in the opinion of management, necessary for the fair presentation of the results for the interim period. The results of operations for interim periods are not necessarily indicative of results for the entire year.

***Consolidation.*** The condensed consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries and other entities in which the Company has a controlling financial interest, including certain variable interest entities ( VIE ) (see Note 7). For condensed consolidated subsidiaries that are less than wholly owned, the third-party holdings of equity interests are referred to as noncontrolling interests. The portion of net income attributable to noncontrolling interests for such subsidiaries is presented as either Net income (loss) applicable to redeemable noncontrolling interests or Net income (loss) applicable to nonredeemable noncontrolling interests in the condensed consolidated statements of income. The portion of the shareholders equity of such subsidiaries that is redeemable is presented as Redeemable noncontrolling interests outside of the equity section in the condensed statements of financial condition. The portion of the shareholders equity of such subsidiaries that is nonredeemable is presented as Nonredeemable noncontrolling interests in the condensed consolidated statements of financial condition.

For entities where (1) the total equity investment at risk is sufficient to enable the entity to finance its activities without additional support and (2) the equity holders bear the economic residual risks and returns of the entity and have the power to direct the activities of the entity that most significantly affect its economic performance, the Company consolidates those entities it controls either through a majority voting interest or otherwise. For VIEs (i.e., entities that do not meet these criteria), the Company consolidates those entities where the Company has the power to make the decisions that most significantly affect the economic performance of the VIE and has the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE, except for certain VIEs that are money market funds, investment companies or are entities qualifying for accounting purposes as investment companies. Generally, the Company consolidates those entities when it absorbs a majority of the expected losses or a majority of the expected residual returns, or both, of the entities.

For investments in entities in which the Company does not have a controlling financial interest but has significant influence over operating and financial decisions, the Company generally applies the equity method of accounting with net gains and losses recorded within Other revenues. Where the Company has elected to measure certain eligible investments at fair value in accordance with the fair value option, net gains and losses are recorded within Principal transactions Investments (see Note 4).

Equity and partnership interests held by entities qualifying for accounting purposes as investment companies are carried at fair value.

The Company s significant regulated U.S. and international subsidiaries include Morgan Stanley & Co. LLC ( MS&Co. ), Morgan Stanley Smith Barney LLC, Morgan Stanley & Co. International plc ( MSIP ), Morgan Stanley MUFG Securities, Co., Ltd. ( MSMS ), Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association.

***Income Statement Presentation.*** The Company, through its subsidiaries and affiliates, provides a wide variety of products and services to a large and diversified group of clients and customers, including corporations, governments, financial institutions and individuals. In connection with the delivery of the various products and services to clients, the Company manages its revenues and related expenses in the aggregate. As such, when

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

assessing the performance of its businesses, primarily in its Institutional Securities business segment, the Company considers its principal trading, investment banking, commissions and fees and interest income, along with the associated interest expense, as one integrated activity.

**2. Significant Accounting Policies.**

For a detailed discussion about the Company s significant accounting policies, see Note 2 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K.

During the nine months ended September 30, 2012, other than the following, no other updates were made to the Company s significant accounting policies.

**Noncontrolling Interests.**

For consolidated subsidiaries that are less than wholly owned, the third-party holdings of equity interests are referred to as noncontrolling interests.

As a result of the modifications to the purchase agreement regarding the Wealth Management JV, the Company now classifies Citigroup, Inc. s ( Citi s ) interest in the Wealth Management JV as redeemable noncontrolling interests, as the interest is redeemable at both the option of the Company and upon the occurrence of an event that is not solely within the Company s control. This interest is classified outside of the equity section in Redeemable noncontrolling interests in the condensed consolidated statements of financial condition. Noncontrolling interests that do not contain such redemption features are presented as nonredeemable noncontrolling interests within the equity section of the condensed consolidated statements of financial condition.

**Financial Instruments and Fair Value Valuation Process.**

The Valuation Review Group ( VRG ) within the Financial Control Group ( FCG ) is responsible for the Company s fair value valuation policies, processes and procedures. VRG is independent of the business units and reports to the Chief Financial Officer ( CFO ), who has final authority over the valuation of the Company s financial instruments. VRG implements valuation control processes to validate the fair value of the Company s financial instruments measured at fair value including those derived from pricing models. These control processes are designed to assure that the values used for financial reporting are based on observable inputs wherever possible. In the event that observable inputs are not available, the control processes are designed to assure that the valuation approach utilized is appropriate and consistently applied and the assumptions are reasonable.

The Company s control processes apply to financial instruments categorized in Level 1, Level 2 or Level 3 of the fair value hierarchy, unless otherwise noted. These control processes include:

*Model Review.* VRG, in conjunction with the Market Risk Department ( MRD ) and, where appropriate, the Credit Risk Management Department, both of which report to the Chief Risk Officer, independently review the valuation model s theoretical soundness, the appropriateness of the valuation methodology and calibration techniques developed by the business units using observable inputs. Where inputs are not observable, VRG reviews the appropriateness of the proposed valuation methodology to ensure it is consistent with how a market participant would arrive at the unobservable input. The valuation methodologies utilized in the absence of observable inputs may include extrapolation techniques and the use of comparable observable inputs. As part of the review, VRG develops a methodology to independently verify the fair value generated by the business unit s valuation model. Before trades are executed using new valuation models, those models are required to be independently reviewed. All of the Company s valuation models are subject to an independent annual VRG review.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Independent Price Verification.* The business units are responsible for determining the fair value of financial instruments using approved valuation models and valuation methodologies. Generally on a monthly basis, VRG independently validates the fair values of financial instruments determined using valuation models by determining the appropriateness of the inputs used by the business units and testing compliance with the documented valuation methodologies approved in the model review process described above.

VRG uses recently executed transactions, other observable market data such as exchange data, broker/dealer quotes, third-party pricing vendors and aggregation services for validating the fair values of financial instruments generated using valuation models. VRG assesses the external sources and their valuation methodologies to determine if the external providers meet the minimum standards expected of a third-party pricing source. Pricing data provided by approved external sources is evaluated using a number of approaches; for example, by corroborating the external sources prices to executed trades, analyzing the methodology and assumptions used by the external source to generate a price and/or by evaluating how active the third-party pricing source (or originating sources used by the third-party pricing source) is in the market. Based on this analysis, VRG generates a ranking of the observable market data to ensure that the highest-ranked market data source is used to validate the business unit s fair value of financial instruments.

For financial instruments categorized within Level 3 of the fair value hierarchy, VRG reviews the business unit s valuation techniques to ensure these are consistent with market participant assumptions.

The results of this independent price verification and any adjustments made by VRG to the fair value generated by the business units are presented to management of the three business segments (*i.e.*, Institutional Securities, Global Wealth Management Group and Asset Management), the CFO and the Chief Risk Officer on a regular basis.

*Review of New Level 3 Transactions.* VRG reviews the model and valuation methodology used to price all new material Level 3 transactions and both FCG and MRD management must approve the fair value of the trade that is initially recognized.

**Securities Available for Sale Other-than-temporary Impairment.**

For available for sale ( AFS ) debt securities, a credit loss exists if the present value of cash flows expected to be collected is less than the amortized cost basis of the security. When determining if a credit loss exists, the Company considers all relevant information including the length of time and the extent to which the fair value has been less than the amortized cost basis; adverse conditions specifically related to the security, an industry, or geographic area; changes in the financial condition of the issuer of the security, or in the case of an asset-backed debt security, changes in the financial condition of the underlying loan obligors; the historical and implied volatility of the fair value of the security; the payment structure of the debt security and the likelihood of the issuer being able to make payments that increase in the future; failure of the issuer of the security to make scheduled interest or principal payments; any changes to the rating of the security by a rating agency and recoveries or additional declines in fair value after the balance sheet date. When estimating the present value of expected cash flows, information includes the remaining payment terms of the security, prepayment speeds, financial condition of the issuer(s), expected defaults and the value of any underlying collateral.

For AFS equity securities, the Company considers various factors including the intent and ability to hold the equity security for a period of time sufficient to allow for any anticipated recovery in market value in evaluating whether an other-than-temporary impairment ( OTTI ) exists. If the equity security is considered other-than-temporarily impaired, the security will be written down to fair value, with the full difference between fair value and cost recognized in earnings.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Condensed Consolidated Statements of Cash Flows.**

For purposes of the condensed consolidated statements of cash flows, cash and cash equivalents consist of Cash and due from banks and Interest bearing deposits with banks, which are highly liquid investments with original maturities of three months or less and readily convertible to known amounts of cash, and are held for investment purposes. In the nine months ended September 30, 2012, the Company s significant non-cash activities include approximately $2.4 billion and $1.0 billion, respectively of assets and liabilities disposed of, in connection with business dispositions. At June 30, 2011, Mitsubishi UFJ Financial Group, Inc. ( MUFG ) and the Company converted MUFG s outstanding Series B Non-Cumulative Non-Voting Perpetual Convertible Preferred Stock ( Series B Preferred Stock ) in the Company with a face value of $7.8 billion (carrying value $8.1 billion) into the Company s common stock. As a result of the adjustment to the conversion ratio, pursuant to the transaction agreement, the Company incurred a one-time, non-cash negative adjustment of approximately $1.7 billion in its calculation of basic and diluted earnings per share during the nine months ended September 30, 2011 (see Note 15).

During the third quarter of 2012, the Company identified that activities related to certain loans had been reported as cash flows from operating activities and should have been presented as investing activities. The Company corrected the previously presented cash flows for these loans and in doing so, for the nine months ended September 30, 2011, the condensed consolidated statement of cash flows were adjusted to increase net cash flows from operating activities by $7.3 billion with a corresponding decrease in net cash flows from investing activities. The Company has evaluated the effect of the incorrect presentation, both qualitatively and quantitatively, and concluded that it did not have a material impact on, nor require amendment of, any previously filed annual or quarterly consolidated financial statements.

**Accounting Developments.**

*Reconsideration of Effective Control for Repurchase Agreements.*

In April 2011, the Financial Accounting Standards Board (the FASB ) issued accounting guidance that modified the criteria that must be satisfied for a transfer of financial assets to be accounted for as a sale. If the transferor maintains effective control over the transferred assets, the transaction is to be accounted for as a financing. This guidance eliminated from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion. This guidance became effective for transfers occurring on and after January 1, 2012. The adoption of this accounting guidance did not have a material impact on the Company s condensed consolidated financial statements.

*Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS.*

In May 2011, the FASB issued an accounting update that clarified existing fair value measurement guidance and changed certain principles or requirements for measuring fair value or disclosing information about fair value measurements. This update resulted in common principles and requirements for measuring fair value and for disclosing information about fair value measurement in accordance with U.S. GAAP and International Financial Reporting Standards ( IFRS ). The guidance became effective for the Company beginning on January 1, 2012. See Note 4 for additional disclosures as required by this accounting guidance.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Goodwill and Intangible Assets.*

In September 2011, the FASB issued accounting guidance that simplified how entities test goodwill for impairment. This guidance allows entities an option to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under that option, an entity no longer would be required to calculate the fair value of a reporting unit unless the entity determines, based on that qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. This guidance became effective for the Company beginning on January 1, 2012. The adoption of this accounting guidance did not have a material impact on the Company s condensed consolidated financial statements.

During the third quarter ended September 30, 2012, the Company changed the brand name of the U.S. Wealth Management business from Morgan Stanley Smith Barney to Morgan Stanley Wealth Management. The Smith Barney tradename will continue to be legally protected by the Company and will continue to be used as stipulated by our regulators as the legal entity name for the retail broker dealer ( Morgan Stanley Smith Barney LLC ). As a result of the change in intended use of this tradename, the Company determined that the tradename should be reclassified from an indefinite lived to a finite lived intangible asset. This change required the Company to test the intangible asset for impairment. Based on a comparison of the fair value to the carrying value of the tradename as of the date of the name change, no impairment was identified. The carrying value of the tradename will be amortized over its remaining estimated useful life.

**3. Wealth Management Joint Venture.**

On May 31, 2009, the Company and Citi consummated the combination of the Company s Global Wealth Management Group and the businesses of Citi s Smith Barney in the U.S., Quilter Holdings Ltd. in the U.K. and Smith Barney Australia (collectively, Smith Barney ). The combined businesses operate as Morgan Stanley Wealth Management. Prior to September 2012, the Company owned 51% and Citi owned 49% of the Wealth Management JV.

In September 2012, the Company reached an agreement with Citi for the Company to purchase from Citi an additional 14% stake in the Wealth Management JV at an implied 100% valuation for the Wealth Management JV of $13.5 billion, and receive a transfer of approximately $5.4 billion of deposits at no premium from Citi.

In addition, subject to obtaining the required regulatory approvals, Morgan Stanley and Citi have reached an agreement with respect to the purchase of Citi s remaining 35% stake in the Wealth Management JV at the same implied $13.5 billion valuation, and receive a transfer of deposits of approximately $54 billion at no premium from Citi, no later than June 1, 2015. The Company also agreed to purchase the next 15% stake in the Wealth Management JV by June 1, 2013, subject to regulatory approvals.

The Company completed the purchase of the additional 14% stake in the Wealth Management JV from Citi on September 17, 2012 for $1.89 billion. The related $5.4 billion of deposits were transferred at no premium in October of 2012. At September 30, 2012, the Company holds a 65% stake in the Wealth Management JV. The Company must use reasonable best efforts to obtain regulatory approvals required to purchase the remaining 35% stake in the Wealth Management JV by June 1, 2015, and, subject to receipt of such approvals, the Company must consummate such acquisition by that date at a purchase price of $4.725 billion (or a pro rata portion of such amount if less than 35% of the total outstanding stake are being purchased).

The change in the terms of the Wealth Management JV s noncontrolling interests resulted in a reclassification of approximately $4.3 billion from nonredeemable noncontrolling interests to redeemable noncontrolling interests

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

on the condensed consolidated statements of financial condition. At September 30, 2012, the redeemable noncontrolling interest is not reflected as a liability at its redemption amount because it is not deemed probable that the noncontrolling interest will become redeemable due to the fact that regulatory approvals are required.

**4. Fair Value Disclosures.**

***Fair Value Measurements.***

A description of the valuation techniques applied to the Company s major categories of assets and liabilities measured at fair value on a recurring basis follows.

*Financial Instruments Owned and Financial Instruments Sold, Not Yet Purchased.*

*U.S. Government and Agency Securities.*

U.S. Treasury Securities. U.S. Treasury securities are valued using quoted market prices. Valuation adjustments are not applied. Accordingly, U.S. Treasury securities are generally categorized in Level 1 of the fair value hierarchy.

U.S. Agency Securities. U.S. agency securities are composed of three main categories consisting of agency-issued debt, agency mortgage pass-through pool securities and collateralized mortgage obligations. Non-callable agency-issued debt securities are generally valued using quoted market prices. Callable agency-issued debt securities are valued by benchmarking model-derived prices to quoted market prices and trade data for identical or comparable securities. The fair value of agency mortgage pass-through pool securities is model-driven based on spreads of the comparable To-be-announced ( TBA ) security. Collateralized mortgage obligations are valued using quoted market prices and trade data adjusted by subsequent changes in related indices for identical or comparable securities. Actively traded non-callable agency-issued debt securities are generally categorized in Level 1 of the fair value hierarchy. Callable agency-issued debt securities, agency mortgage pass-through pool securities and collateralized mortgage obligations are generally categorized in Level 2 of the fair value hierarchy.

*Other Sovereign Government Obligations.*

Foreign sovereign government obligations are valued using quoted prices in active markets when available. These bonds are generally categorized in Level 1 of the fair value hierarchy. If the market is less active or prices are dispersed, these bonds are categorized in Level 2 of the fair value hierarchy.

*Corporate and Other Debt.*

State and Municipal Securities. The fair value of state and municipal securities is determined using recently executed transactions, market price quotations and pricing models that factor in, where applicable, interest rates, bond or credit default swap spreads and volatility. These bonds are generally categorized in Level 2 of the fair value hierarchy.

Residential Mortgage-Backed Securities ( RMBS ), Commercial Mortgage-Backed Securities ( CMBS ) and other Asset-Backed Securities ( ABS ). RMBS, CMBS and other ABS may be valued based on price or spread data obtained from observed transactions or independent external parties such as vendors or brokers. When position-specific external price data are not observable, the fair value determination may require benchmarking to similar instruments and/or analyzing expected credit losses, default and recovery rates. In evaluating the fair value of each security, the Company considers security collateral-specific attributes, including payment priority, credit enhancement levels, type of collateral, delinquency

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

rates and loss severity. In addition, for RMBS borrowers, Fair Isaac Corporation ( FICO ) scores and the level of documentation for the loan are also considered. Market standard models, such as Intex, Trepp or others, may be deployed to model the specific collateral composition and cash flow structure of each transaction. Key inputs to these models are market spreads, forecasted credit losses, default and prepayment rates for each asset category. Valuation levels of RMBS and CMBS indices are also used as an additional data point for benchmarking purposes or to price outright index positions.

RMBS, CMBS and other ABS are generally categorized in Level 2 of the fair value hierarchy. If external prices or significant spread inputs are unobservable or if the comparability assessment involves significant subjectivity related to property type differences, cash flows, performance and other inputs, then RMBS, CMBS and other ABS are categorized in Level 3 of the fair value hierarchy.

Corporate Bonds. The fair value of corporate bonds is determined using recently executed transactions, market price quotations (where observable), bond spreads or credit default swap spreads obtained from independent external parties such as vendors and brokers adjusted for any basis difference between cash and derivative instruments. The spread data used are for the same maturity as the bond. If the spread data do not reference the issuer, then data that reference a comparable issuer are used. When position-specific external price data are not observable, fair value is determined based on either benchmarking to similar instruments or cash flow models with yield curves, bond or single name credit default swap spreads and recovery rates as significant inputs. Corporate bonds are generally categorized in Level 2 of the fair value hierarchy; in instances where prices, spreads or any of the other aforementioned key inputs are unobservable, they are categorized in Level 3 of the fair value hierarchy.

Collateralized Debt Obligations ( CDO ). The Company holds cash CDOs that typically reference a tranche of an underlying synthetic portfolio of single name credit default swaps collateralized by corporate bonds ( credit-linked notes ) or cash portfolio of asset-backed securities ( asset-backed CDOs ). Credit correlation, a primary input used to determine the fair value of credit-linked notes, is usually unobservable and derived using a benchmarking technique. The other credit-linked note model inputs such as credit spreads, including collateral spreads, and interest rates are typically observable. Asset-backed CDOs are valued based on an evaluation of the market and model input parameters sourced from similar positions as indicated by primary and secondary market activity. Each asset-backed CDO position is evaluated independently taking into consideration available comparable market levels, underlying collateral performance and pricing, deal structures, as well as liquidity. Cash CDOs are categorized in Level 2 of the fair value hierarchy when either the credit correlation input is insignificant or comparable market transactions are observable. In instances where the credit correlation input is deemed to be significant or comparable market transactions are unobservable, cash CDOs are categorized in Level 3 of the fair value hierarchy.

Corporate Loans and Lending Commitments. The fair value of corporate loans is determined using recently executed transactions, market price quotations (where observable), implied yields from comparable debt, and market observable credit default swap spread levels obtained from independent external parties such as vendors and brokers adjusted for any basis difference between cash and derivative instruments, along with proprietary valuation models and default recovery analysis where such transactions and quotations are unobservable. The fair value of contingent corporate lending commitments is determined by using executed transactions on comparable loans and the anticipated market price based on pricing indications from syndicate banks and customers. The valuation of loans and lending commitments also takes into account fee income that is considered an attribute of the contract. Corporate loans and lending commitments are categorized in Level 2 of the fair value hierarchy except in instances where prices or significant spread inputs are unobservable, in which case they are categorized in Level 3 of the fair value hierarchy. Corporate loans and lending commitments are presented within Loans and lending commitments in the fair value hierarchy table.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Mortgage Loans. Mortgage loans are valued using observable prices based on transactional data or third party pricing for identical or comparable instruments, when available. Where position-specific external prices are not observable, the Company estimates fair value based on benchmarking to prices and rates observed in the primary market for similar loan or borrower types or based on the present value of expected future cash flows using its best estimates of the key assumptions, including forecasted credit losses, prepayment rates, forward yield curves and discount rates commensurate with the risks involved or a methodology that utilizes the capital structure and credit spreads of recent comparable securitization transactions. Mortgage loans valued based on observable market data for identical or comparable instruments are categorized in Level 2 of the fair value hierarchy. Where observable prices are not available, due to the subjectivity involved in the comparability assessment related to mortgage loan vintage, geographical concentration, prepayment speed and projected loss assumptions, mortgage loans are categorized in Level 3 of the fair value hierarchy. Mortgage loans are presented within Loans and lending commitments in the fair value hierarchy table.

Auction Rate Securities ( ARS ). The Company primarily holds investments in Student Loan Auction Rate Securities ( SLARS ) and Municipal Auction Rate Securities ( MARS ) with interest rates that are reset through periodic auctions. SLARS are ABS backed by pools of student loans. MARS are municipal bonds often wrapped by municipal bond insurance. ARS were historically traded and valued as floating rate notes, priced at par due to the auction mechanism. Beginning in fiscal 2008, uncertainties in the credit markets have resulted in auctions failing for certain types of ARS. Once the auctions failed, ARS could no longer be valued using observations of auction market prices. Accordingly, the fair value of ARS is determined using independent external market data where available and an internally developed methodology to discount for the lack of liquidity and non-performance risk.

Inputs that impact the valuation of SLARS are independent external market data, the underlying collateral types, level of seniority in the capital structure, amount of leverage in each structure, credit rating and liquidity considerations. Inputs that impact the valuation of MARS are recently executed transactions, the maximum rate, quality of underlying issuers/insurers and evidence of issuer calls/prepayment. ARS are generally categorized in Level 2 of the fair value hierarchy as the valuation technique relies on observable external data. SLARS and MARS are presented within Asset-backed securities and State and municipal securities, respectively, in the fair value hierarchy table.

*Corporate Equities.*

Exchange-Traded Equity Securities. Exchange-traded equity securities are generally valued based on quoted prices from the exchange. To the extent these securities are actively traded, valuation adjustments are not applied, and they are categorized in Level 1 of the fair value hierarchy; otherwise, they are categorized in Level 2 or Level 3 of the fair value hierarchy.

Unlisted Equity Securities. Unlisted equity securities are valued based on an assessment of each underlying security, considering rounds of financing and third-party transactions, discounted cash flow analyses and market-based information, including comparable company transactions, trading multiples and changes in market outlook, among other factors. These securities are generally categorized in Level 3 of the fair value hierarchy.

Fund Units. Listed fund units are generally marked to the exchange-traded price or net asset value ( NAV ) and are categorized in Level 1 of the fair value hierarchy if actively traded on an exchange or in Level 2 of the fair value hierarchy if trading is not active. Unlisted fund units are generally marked to NAV and categorized as Level 2; however, positions which are not redeemable at the measurement date or in the near future are categorized in Level 3 of the fair value hierarchy.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Derivative and Other Contracts.*

Listed Derivative Contracts. Listed derivatives that are actively traded are valued based on quoted prices from the exchange and are categorized in Level 1 of the fair value hierarchy. Listed derivatives that are not actively traded are valued using the same approaches as those applied to over-the-counter ( OTC ) derivatives; they are generally categorized in Level 2 of the fair value hierarchy.

OTC Derivative Contracts. OTC derivative contracts include forward, swap and option contracts related to interest rates, foreign currencies, credit standing of reference entities, equity prices or commodity prices.

Depending on the product and the terms of the transaction, the fair value of OTC derivative products can be either observed or modeled using a series of techniques and model inputs from comparable benchmarks, including closed-form analytic formulas, such as the Black-Scholes option-pricing model, and simulation models or a combination thereof. Many pricing models do not entail material subjectivity because the methodologies employed do not necessitate significant judgment, and the pricing inputs are observed from actively quoted markets, as is the case for generic interest rate swaps, certain option contracts and certain credit default swaps. In the case of more established derivative products, the pricing models used by the Company are widely accepted by the financial services industry. A substantial majority of OTC derivative products valued by the Company using pricing models fall into this category and are categorized in Level 2 of the fair value hierarchy.

Other derivative products, including complex products that have become illiquid, require more judgment in the implementation of the valuation technique applied due to the complexity of the valuation assumptions and the reduced observability of inputs. This includes certain types of interest rate derivatives with both volatility and correlation exposure and credit derivatives including credit default swaps on certain mortgage-backed or asset-backed securities, basket credit default swaps and CDO-squared positions (a CDO-squared position is a special purpose vehicle that issues interests, or tranches, that are backed by tranches issued by other CDOs) where direct trading activity or quotes are unobservable. These instruments involve significant unobservable inputs and are categorized in Level 3 of the fair value hierarchy.

Derivative interests in credit default swaps on certain mortgage-backed or asset-backed securities, for which observability of external price data is limited, are valued based on an evaluation of the market and model input parameters sourced from similar positions as indicated by primary and secondary market activity. Each position is evaluated independently taking into consideration available comparable market levels as well as cash-synthetic basis, or the underlying collateral performance and pricing, behavior of the tranche under various cumulative loss and prepayment scenarios, deal structures (*e.g.*, non-amortizing reference obligations, call features, etc.) and liquidity. While these factors may be supported by historical and actual external observations, the determination of their value as it relates to specific positions nevertheless requires significant judgment.

For basket credit default swaps and CDO-squared positions, the correlation input between reference credits is unobservable for each specific swap or position and is benchmarked to standardized proxy baskets for which correlation data are available. The other model inputs such as credit spread, interest rates and recovery rates are observable. In instances where the correlation input is deemed to be significant, these instruments are categorized in Level 3 of the fair value hierarchy; otherwise, these instruments are categorized in Level 2 of the fair value hierarchy.

The Company trades various derivative structures with commodity underlyings. Depending on the type of structure, the model inputs generally include interest rate yield curves, commodity underlier price curves, implied volatility of the underlying commodities and, in some cases, the implied correlation between

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

these inputs. The fair value of these products is determined using executed trades and broker and consensus data to provide values for the aforementioned inputs. Where these inputs are unobservable, relationships to observable commodities and data points, based on historic and/or implied observations, are employed as a technique to estimate the model input values. Commodity derivatives are generally categorized in Level 2 of the fair value hierarchy; in instances where significant inputs are unobservable, they are categorized in Level 3 of the fair value hierarchy.

For further information on derivative instruments and hedging activities, see Note 11.

*Investments.*

The Company s investments include direct investments in equity securities as well as investments in private equity funds, real estate funds and hedge funds, which include investments made in connection with certain employee deferred compensation plans. Direct investments are presented in the fair value hierarchy table as Principal investments and Other. Initially, the transaction price is generally considered by the Company as the exit price and is the Company s best estimate of fair value.

After initial recognition, in determining the fair value of non-exchange-traded internally and externally managed funds, the Company generally considers the NAV of the fund provided by the fund manager to be the best estimate of fair value. For non-exchange-traded investments either held directly or held within internally managed funds, fair value after initial recognition is based on an assessment of each underlying investment, considering rounds of financing and third-party transactions, discounted cash flow analyses and market-based information, including comparable company transactions, trading multiples and changes in market outlook, among other factors. Exchange-traded direct equity investments are generally valued based on quoted prices from the exchange.

Exchange-traded direct equity investments that are actively traded are categorized in Level 1 of the fair value hierarchy. Non-exchange-traded direct equity investments and investments in private equity and real estate funds are generally categorized in Level 3 of the fair value hierarchy. Investments in hedge funds that are redeemable at the measurement date or in the near future are categorized in Level 2 of the fair value hierarchy; otherwise, they are categorized in Level 3 of the fair value hierarchy.

*Physical Commodities.*

The Company trades various physical commodities, including crude oil and refined products, natural gas, base and precious metals and agricultural products. Fair value for physical commodities is determined using observable inputs, including broker quotations and published indices. Physical commodities are categorized in Level 2 of the fair value hierarchy; in instances where significant inputs are unobservable, they are categorized in Level 3 of the fair value hierarchy.

*Securities Available for Sale.*

Securities available for sale are composed of U.S. government and agency securities (*e.g.*, U.S. Treasury securities, agency-issued debt, agency mortgage pass-through securities and collateralized mortgage obligations), Federal Family Education Loan Program ( FFELP ) student loan asset-backed securities, auto loan asset-backed securities, corporate bonds and equity securities. Actively traded U.S. Treasury securities, non-callable agency-issued debt securities and equity securities are generally categorized in Level 1 of the fair value hierarchy. Callable agency-issued debt securities, agency mortgage pass-through securities, collateralized mortgage obligations and FFELP student loan asset-backed securities, auto loan asset-backed securities and corporate bonds are generally categorized in Level 2 of the fair value hierarchy. For further information on securities available for sale, see Note 5.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Deposits.*

Time Deposits. The fair value of certificates of deposit is determined using third-party quotations. These deposits are generally categorized in Level 2 of the fair value hierarchy.

*Commercial Paper and Other Short-term Borrowings/Long-term Borrowings.*

Structured Notes. The Company issues structured notes that have coupon or repayment terms linked to the performance of fixed income or equity securities, indices, currencies or commodities. Fair value of structured notes is determined using valuation models for the derivative and debt portions of the notes. These models incorporate observable inputs referencing identical or comparable securities, including prices that the notes are linked to, interest rate yield curves, option volatility and currency, commodity or equity prices. Independent, external and traded prices for the notes are also considered. The impact of the Company s own credit spreads is also included based on the Company s observed secondary bond market spreads. Most structured notes are categorized in Level 2 of the fair value hierarchy.

*Securities Purchased under Agreements to Resell, and Securities Sold under Agreements to Repurchase.*

The fair value of a reverse repurchase agreement or repurchase agreement is computed using a standard cash flow discounting methodology. The inputs to the valuation include contractual cash flows and collateral funding spreads, which are estimated using various benchmarks, interest rate yield curves and option volatilities. In instances where the unobservable inputs are deemed significant, reverse repurchase agreements and repurchase agreements are categorized in Level 3 of the fair value hierarchy; otherwise, they are categorized in Level 2 of the fair value hierarchy.

The following fair value hierarchy tables present information about the Company s assets and liabilities measured at fair value on a recurring basis at September 30, 2012 and December 31, 2011.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Assets and Liabilities Measured at Fair Value on a Recurring Basis at September 30, 2012.**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Counterparty and Cash Collateral Netting | Balance at September 30, 2012 |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| **Assets at Fair Value** | | | | | |
| Financial instruments owned: | | | | | |
| U.S. government and agency securities: | | | | | |
| U.S. Treasury securities | $ 25,532 | $ | $ | $ | $ 25,532 |
| U.S. agency securities | 1,593 | 25,009 | | | 26,602 |
| Total U.S. government and agency securities | 27,125 | 25,009 | | | 52,134 |
| Other sovereign government obligations | 31,178 | 5,990 | 3 | | 37,171 |
| Corporate and other debt: | | | | | |
| State and municipal securities | | 1,952 | 2 | | 1,954 |
| Residential mortgage-backed securities | | 1,446 | 20 | | 1,466 |
| Commercial mortgage-backed securities | | 1,602 | 126 | | 1,728 |
| Asset-backed securities | | 1,130 | 10 | | 1,140 |
| Corporate bonds | | 16,569 | 757 | | 17,326 |
| Collateralized debt obligations | | 566 | 2,031 | | 2,597 |
| Loans and lending commitments | | 11,605 | 7,825 | | 19,430 |
| Other debt | | 9,787 | 11 | | 9,798 |
| Total corporate and other debt | | 44,657 | 10,782 | | 55,439 |
| Corporate equities(1) | 53,263 | 1,941 | 371 | | 55,575 |
| Derivative and other contracts: | | | | | |
| Interest rate contracts | 1,590 | 874,089 | 4,164 | | 879,843 |
| Credit contracts | | 73,612 | 6,621 | | 80,233 |
| Foreign exchange contracts | 6 | 47,326 | 126 | | 47,458 |
| Equity contracts | 1,493 | 43,321 | 747 | | 45,561 |
| Commodity contracts | 4,408 | 21,757 | 2,248 | | 28,413 |
| Other | | 146 | | | 146 |
| Netting(2) | (6,694) | (959,322) | (8,620) | (72,450) | (1,047,086) |
| Total derivative and other contracts | 803 | 100,929 | 5,286 | (72,450) | 34,568 |
| Investments: | | | | | |
| Private equity funds | | 5 | 2,246 | | 2,251 |
| Real estate funds | | 6 | 1,354 | | 1,360 |
| Hedge funds | | 375 | 564 | | 939 |
| Principal investments | 155 | 2 | 3,026 | | 3,183 |
| Other | 160 | 132 | 476 | | 768 |
| Total investments | 315 | 520 | 7,666 | | 8,501 |
| Physical commodities | | 7,920 | | | 7,920 |
| Total financial instruments owned | 112,684 | 186,966 | 24,108 | (72,450) | 251,308 |

| | | | | | |
|---|---|---|---|---|---|
| Securities available for sale | 17,756 | 22,742 | | | 40,498 |
| Securities received as collateral | 12,766 | 41 | 4 | | 12,811 |
| Federal funds sold and securities purchased under agreements to resell | | 625 | | | 625 |
| Intangible assets(3) | | | 6 | | 6 |
| Total assets measured at fair value | $ 143,206 | $ 210,374 | $ 24,118 | $ (72,450) | $ 305,248 |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Counterparty and Cash Collateral Netting | Balance at September 30, 2012 |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| **Liabilities at Fair Value** | | | | | |
| Deposits | $ | $ 1,942 | $ | $ | $ 1,942 |
| Commercial paper and other short-term borrowings | | 683 | 14 | | 697 |
| Financial instruments sold, not yet purchased: | | | | | |
| U.S. government and agency securities: | | | | | |
| U.S. Treasury securities | 25,194 | | | | 25,194 |
| U.S. agency securities | 1,318 | 139 | | | 1,457 |
| Total U.S. government and agency securities | 26,512 | 139 | | | 26,651 |
| Other sovereign government obligations | 25,548 | 1,980 | | | 27,528 |
| Corporate and other debt: | | | | | |
| State and municipal securities | | 100 | | | 100 |
| Residential mortgage-backed securities | | | 4 | | 4 |
| Corporate bonds | | 6,222 | 91 | | 6,313 |
| Collateralized debt obligations | | 347 | 1 | | 348 |
| Unfunded lending commitments | | 552 | 62 | | 614 |
| Other debt | | 215 | 55 | | 270 |
| Total corporate and other debt | | 7,436 | 213 | | 7,649 |
| Corporate equities(1) | 27,049 | 965 | 12 | | 28,026 |
| Derivative and other contracts: | | | | | |
| Interest rate contracts | 1,842 | 844,049 | 4,263 | | 850,154 |
| Credit contracts | | 71,299 | 3,998 | | 75,297 |
| Foreign exchange contracts | 10 | 52,619 | 537 | | 53,166 |
| Equity contracts | 1,529 | 47,179 | 2,082 | | 50,790 |
| Commodity contracts | 5,129 | 23,590 | 1,480 | | 30,199 |
| Other | | 58 | 3 | | 61 |
| Netting(2) | (6,694) | (959,322) | (8,620) | (49,998) | (1,024,634) |
| Total derivative and other contracts | 1,816 | 79,472 | 3,743 | (49,998) | 35,033 |
| Total financial instruments sold, not yet purchased | 80,925 | 89,992 | 3,968 | (49,998) | 124,887 |
| Obligation to return securities received as collateral | 16,378 | 43 | 20 | | 16,441 |
| Securities sold under agreements to repurchase | | 89 | 198 | | 287 |
| Other secured financings | | 9,258 | 416 | | 9,674 |
| Long-term borrowings | | 43,302 | 2,454 | | 45,756 |
| Total liabilities measured at fair value | $ 97,303 | $ 145,309 | $ 7,070 | $ (49,998) | $ 199,684 |

(1) The Company holds or sells short for trading purposes equity securities issued by entities in diverse industries and of varying size.
(2)

For positions with the same counterparty that cross over the levels of the fair value hierarchy, both counterparty netting and cash collateral netting are included in the column titled Counterparty and Cash Collateral Netting. For contracts with the same counterparty, counterparty netting among positions classified within the same level is included within that level. For further information on derivative instruments and hedging activities, see Note 11.

(3) Amount represents mortgage servicing rights ( MSR ) accounted for at fair value. See Note 7 for further information on MSRs.

**Transfers Between Level 1 and Level 2 During the Quarter Ended September 30, 2012.**

For assets and liabilities that were transferred between Level 1 and Level 2 during the period, fair values are ascribed as if the assets or liabilities had been transferred as of the beginning of the period.

*Financial instruments owned Derivative and other contracts and Financial instruments sold, not yet purchased Derivative and other contracts.* During the quarter ended September 30, 2012, the Company reclassified approximately $1.2 billion of derivative assets and approximately $1.5 billion of derivative liabilities from Level 2 to Level 1 as these listed derivatives became actively traded and were valued based on quoted

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

prices from the exchange. Also during the quarter ended September 30, 2012, the Company reclassified approximately $0.5 billion of derivative assets and approximately $0.5 billion of derivative liabilities from Level 1 to Level 2 as transactions in these contracts did not occur with sufficient frequency and volume to constitute an active market.

**Transfers Between Level 1 and Level 2 During the Nine Months Ended September 30, 2012.**

*Financial instruments owned Derivative and other contracts and Financial instruments sold, not yet purchased Derivative and other contracts.* During the nine months ended September 30, 2012, the Company reclassified approximately $2.7 billion of derivative assets and approximately $2.6 billion of derivative liabilities from Level 2 to Level 1 as these listed derivatives became actively traded and were valued based on quoted prices from the exchange. Also during the nine months ended September 30, 2012, the Company reclassified approximately $0.3 billion of derivative assets and approximately $0.3 billion of derivative liabilities from Level 1 to Level 2 as transactions in these contracts did not occur with sufficient frequency and volume to constitute an active market.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Assets and Liabilities Measured at Fair Value on a Recurring Basis at December 31, 2011.**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Counterparty and Cash Collateral Netting | Balance at December 31, 2011 |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| **Assets at Fair Value** | | | | | |
| Financial instruments owned: | | | | | |
| U.S. government and agency securities: | | | | | |
| U.S. Treasury securities | $ 38,769 | $ 1 | $ | $ | $ 38,770 |
| U.S. agency securities | 4,332 | 20,339 | 8 | | 24,679 |
| Total U.S. government and agency securities | 43,101 | 20,340 | 8 | | 63,449 |
| Other sovereign government obligations | 22,650 | 6,290 | 119 | | 29,059 |
| Corporate and other debt: | | | | | |
| State and municipal securities | | 2,261 | | | 2,261 |
| Residential mortgage-backed securities | | 1,304 | 494 | | 1,798 |
| Commercial mortgage-backed securities | | 1,686 | 134 | | 1,820 |
| Asset-backed securities | | 937 | 31 | | 968 |
| Corporate bonds | | 25,873 | 675 | | 26,548 |
| Collateralized debt obligations | | 1,711 | 980 | | 2,691 |
| Loans and lending commitments | | 14,854 | 9,590 | | 24,444 |
| Other debt | | 8,265 | 128 | | 8,393 |
| Total corporate and other debt | | 56,891 | 12,032 | | 68,923 |
| Corporate equities(1) | 45,173 | 2,376 | 417 | | 47,966 |
| Derivative and other contracts: | | | | | |
| Interest rate contracts | 1,493 | 906,082 | 5,301 | | 912,876 |
| Credit contracts | | 123,689 | 15,102 | | 138,791 |
| Foreign exchange contracts | | 61,770 | 573 | | 62,343 |
| Equity contracts | 929 | 44,558 | 800 | | 46,287 |
| Commodity contracts | 6,356 | 31,246 | 2,176 | | 39,778 |
| Other | | 292 | 306 | | 598 |
| Netting(2) | (7,596) | (1,045,912) | (11,837) | (87,264) | (1,152,609) |
| Total derivative and other contracts | 1,182 | 121,725 | 12,421 | (87,264) | 48,064 |
| Investments: | | | | | |
| Private equity funds | | 7 | 1,936 | | 1,943 |
| Real estate funds | | 5 | 1,213 | | 1,218 |
| Hedge funds | | 473 | 696 | | 1,169 |
| Principal investments | 161 | 104 | 2,937 | | 3,202 |
| Other | 141 | 21 | 501 | | 663 |
| Total investments | 302 | 610 | 7,283 | | 8,195 |
| Physical commodities | | 9,651 | 46 | | 9,697 |
| Total financial instruments owned | 112,408 | 217,883 | 32,326 | (87,264) | 275,353 |
| Securities available for sale | 13,437 | 17,058 | | | 30,495 |

| | | | | | |
|---|---|---|---|---|---|
| Securities received as collateral | 11,530 | 121 | | | 11,651 |
| Federal funds sold and securities purchased under agreements to resell | | 112 | | | 112 |
| Intangible assets(3) | | | 133 | | 133 |
| Total assets measured at fair value | $ 137,375 | $ 235,174 | $ 32,459 | $ (87,264) | $ 317,744 |

23

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Counterparty and Cash Collateral Netting | Balance at December 31, 2011 |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| **Liabilities at Fair Value** | | | | | |
| Deposits | $ | $ 2,101 | $ | $ | $ 2,101 |
| Commercial paper and other short-term borrowings | | 1,337 | 2 | | 1,339 |
| Financial instruments sold, not yet purchased: | | | | | |
| U.S. government and agency securities: | | | | | |
| U.S. Treasury securities | 17,776 | | | | 17,776 |
| U.S. agency securities | 1,748 | 106 | | | 1,854 |
| Total U.S. government and agency securities | 19,524 | 106 | | | 19,630 |
| Other sovereign government obligations | 14,981 | 2,152 | 8 | | 17,141 |
| Corporate and other debt: | | | | | |
| State and municipal securities | | 3 | | | 3 |
| Residential mortgage-backed securities | | | 355 | | 355 |
| Commercial mortgage-backed securities | | 14 | | | 14 |
| Corporate bonds | | 6,217 | 219 | | 6,436 |
| Collateralized debt obligations | | 3 | | | 3 |
| Unfunded lending commitments | | 1,284 | 85 | | 1,369 |
| Other debt | | 157 | 73 | | 230 |
| Total corporate and other debt | | 7,678 | 732 | | 8,410 |
| Corporate equities(1) | 24,347 | 149 | 1 | | 24,497 |
| Derivative and other contracts: | | | | | |
| Interest rate contracts | 1,680 | 873,466 | 4,881 | | 880,027 |
| Credit contracts | | 121,438 | 9,288 | | 130,726 |
| Foreign exchange contracts | | 64,218 | 530 | | 64,748 |
| Equity contracts | 877 | 45,375 | 2,034 | | 48,286 |
| Commodity contracts | 7,144 | 31,248 | 1,606 | | 39,998 |
| Other | | 879 | 1,396 | | 2,275 |
| Netting(2) | (7,596) | (1,045,912) | (11,837) | (54,262) | (1,119,607) |
| Total derivative and other contracts | 2,105 | 90,712 | 7,898 | (54,262) | 46,453 |
| Physical commodities | | 16 | | | 16 |
| Total financial instruments sold, not yet purchased | 60,957 | 100,813 | 8,639 | (54,262) | 116,147 |
| Obligation to return securities received as collateral | 15,267 | 127 | | | 15,394 |
| Securities sold under agreements to repurchase | | 8 | 340 | | 348 |
| Other secured financings | | 14,024 | 570 | | 14,594 |
| Long-term borrowings | 10 | 38,050 | 1,603 | | 39,663 |
| Total liabilities measured at fair value | $ 76,234 | $ 156,460 | $ 11,154 | $ (54,262) | $ 189,586 |

(1) The Company holds or sells short for trading purposes equity securities issued by entities in diverse industries and of varying size.

(2) For positions with the same counterparty that cross over the levels of the fair value hierarchy, both counterparty netting and cash collateral netting are included in the column titled Counterparty and Cash Collateral Netting. For contracts with the same counterparty, counterparty netting among positions classified within the same level is included within that level. For further information on derivative instruments and hedging activities, see Note 11.

(3) Amount represents MSRs accounted for at fair value. See Note 7 for further information on MSRs.

**Transfers Between Level 1 and Level 2 During the Quarter Ended September 30, 2011.**

*Financial instruments owned Derivative and other contracts and Financial instruments sold, not yet purchased Derivative and other contracts*. During the quarter ended September 30, 2011, the Company reclassified approximately $1.0 billion of derivative assets and approximately $0.9 billion of derivative liabilities from Level 2 to Level 1 as these listed derivatives became actively traded and were valued based on quoted prices from the exchange.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Financial instruments owned Other sovereign government obligations.* During the quarter ended September 30, 2011, the Company reclassified approximately $1.8 billion of other sovereign government obligations assets and approximately $2.1 billion of other sovereign government obligations liabilities from Level 1 to Level 2. These reclassifications primarily related to European peripheral government bonds as transactions in these securities did not occur with sufficient frequency and volume to constitute an active market.

**Transfers Between Level 1 and Level 2 During the Nine Months Ended September 30, 2011.**

*Financial instruments owned Derivative and other contracts and Financial instruments sold, not yet purchased Derivative and other contracts*. During the nine months ended September 30, 2011, the Company reclassified approximately $0.8 billion of derivative assets and approximately $1.2 billion of derivative liabilities from Level 2 to Level 1 as these listed derivatives became actively traded and were valued based on quoted prices from the exchange.

*Financial instruments owned Other sovereign government obligations.* During the nine months ended September 30, 2011, the Company reclassified approximately $1.8 billion of other sovereign government obligations assets and approximately $2.1 billion of other sovereign government obligations liabilities from Level 1 to Level 2. These reclassifications primarily related to European peripheral government bonds as transactions in these securities did not occur with sufficient frequency and volume to constitute an active market.

**Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis.**

The following tables present additional information about Level 3 assets and liabilities measured at fair value on a recurring basis for the quarter and nine months ended September 30, 2012 and 2011, respectively. Level 3 instruments may be hedged with instruments classified in Level 1 and Level 2. As a result, the realized and unrealized gains (losses) for assets and liabilities within the Level 3 category presented in the tables below do not reflect the related realized and unrealized gains (losses) on hedging instruments that have been classified by the Company within the Level 1 and/or Level 2 categories.

Additionally, both observable and unobservable inputs may be used to determine the fair value of positions that the Company has classified within the Level 3 category. As a result, the unrealized gains (losses) during the period for assets and liabilities within the Level 3 category presented in the tables below may include changes in fair value during the period that were attributable to both observable (*e.g.*, changes in market interest rates) and unobservable (*e.g.*, changes in unobservable long-dated volatilities) inputs.

For assets and liabilities that were transferred into Level 3 during the period, gains (losses) are presented as if the assets or liabilities had been transferred into Level 3 at the beginning of the period; similarly, for assets and liabilities that were transferred out of Level 3 during the period, gains (losses) are presented as if the assets or liabilities had been transferred out at the beginning of the period.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Quarter Ended September 30, 2012.**

| | Beginning Balance at June 30, 2012 | Total Realized and Unrealized Gains (Losses)(1) | Purchases | Sales | Issuances | Settlements | Net Transfers | Ending Balance at September 30, 2012 | Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at September 30, 2012(2) |
|---|---|---|---|---|---|---|---|---|---|
| | (dollars in millions) | | | | | | | | |
| **Assets at Fair Value** | | | | | | | | | |
| Financial instruments owned: | | | | | | | | | |
| Other sovereign government obligations | $ 1 | $ | $ 1 | | $ | $ | $ 1 | $ 3 | $ |
| Corporate and other debt: | | | | | | | | | |
| State and municipal securities | 3 | 1 | | (2) | | | | 2 | |
| Residential mortgage-backed securities | 24 | 1 | 1 | (4) | | | (2) | 20 | (1) |
| Commercial mortgage-backed securities | 256 | 13 | 7 | (54) | | (99) | 3 | 126 | 8 |
| Asset-backed securities | 9 | 1 | | | | | | 10 | 1 |
| Corporate bonds | 745 | 50 | 86 | (157) | | | 33 | 757 | 51 |
| Collateralized debt obligations | 1,457 | 92 | 569 | (200) | | | 113 | 2,031 | 127 |
| Loans and lending commitments | 7,794 | 183 | 1,098 | (366) | | (674) | (210) | 7,825 | 148 |
| Other debt | 13 | | 12 | (2) | | | (12) | 11 | |
| Total corporate and other debt | 10,301 | 341 | 1,773 | (785) | | (773) | (75) | 10,782 | 334 |
| Corporate equities | 482 | 9 | 48 | (95) | | | (73) | 371 | 9 |
| Net derivative and other contracts(3): | | | | | | | | | |
| Interest rate contracts | (172) | (282) | 5 | | (10) | 187 | 173 | (99) | (76) |
| Credit contracts | 3,842 | (791) | 22 | | (17) | (266) | (167) | 2,623 | (870) |
| Foreign exchange contracts | (224) | (101) | | | | (12) | (74) | (411) | (102) |
| Equity contracts | (1,173) | (2) | 126 | (12) | (57) | 32 | (249) | (1,335) | (8) |
| Commodity contracts | 937 | (84) | 11 | | (3) | (5) | (88) | 768 | (28) |
| Other | (27) | | | | | 6 | 18 | (3) | |
| Total net derivative and other contracts | 3,183 | (1,260) | 164 | (12) | (87) | (58) | (387) | 1,543 | (1,084) |
| Investments: | | | | | | | | | |
| Private equity funds | 2,005 | 162 | 127 | (48) | | | | 2,246 | 153 |
| Real estate funds | 1,326 | 44 | 20 | (36) | | | | 1,354 | 30 |
| Hedge funds | 533 | 19 | 42 | (46) | | | 16 | 564 | 14 |
| Principal investments | 3,047 | 1 | 33 | (50) | | | (5) | 3,026 | 3 |
| Other | 543 | 4 | 11 | (9) | | | (73) | 476 | 5 |
| Total investments | 7,454 | 230 | 233 | (189) | | | (62) | 7,666 | 205 |
| Securities received as collateral | | | | | | | 4 | 4 | |
| Intangible assets | 8 | | | | | (2) | | 6 | |
| **Liabilities at Fair Value** | | | | | | | | | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Commercial paper and other short-term borrowings | $ 2 | $ | $ | $ | $ | $ 12 | $ 14 | $ | |
| Financial instruments sold, not yet purchased: | | | | | | | | | |
| Corporate and other debt: | | | | | | | | | |
| Residential mortgage-backed securities | 4 | | | | | | 4 | | |
| Corporate bonds | 127 | (26) | (116) | 56 | | (2) | 91 | (45) | |
| Collateralized debt obligations | 1 | | | 1 | | (1) | 1 | | |
| Unfunded lending commitments | 51 | (11) | | | | | 62 | (11) | |
| Other debt | 63 | 2 | (6) | | | | 55 | 2 | |
| Total corporate and other debt | 246 | (35) | (122) | 57 | | (3) | 213 | (54) | |
| Corporate equities | 47 | 26 | (21) | | | 12 | 12 | (3) | |
| Obligation to return securities received as collateral | | | | | | 20 | 20 | | |
| Securities sold under agreements to repurchase | 185 | (13) | | | | | 198 | (13) | |
| Other secured financings | 470 | (22) | | | (76) | | 416 | (22) | |
| Long-term borrowings | 2,210 | (215) | | 259 | (223) | (7) | 2,454 | (231) | |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(1) Total realized and unrealized gains (losses) are primarily included in Principal transactions Trading in the condensed consolidated statements of income except for $230 million related to Financial instruments owned Investments, which is included in Principal transactions Investments.
(2) Amounts represent unrealized gains (losses) for the quarter ended September 30, 2012 related to assets and liabilities still outstanding at September 30, 2012.
(3) Net derivative and other contracts represent Financial instruments owned Derivative and other contracts net of Financial instruments sold, not yet purchased Derivative and other contracts. For further information on derivative instruments and hedging activities, see Note 11.

*Financial instruments owned Net derivative and other contracts.* The net loss in Net derivative and other contracts was primarily driven by tightening of credit spreads on underlying reference entities of basket credit default swaps.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Nine Months Ended September 30, 2012.**

| | Beginning Balance at December 31, 2011 | Total Realized and Unrealized Gains (Losses)(1) | Purchases | Sales | Issuances | Settlements | Net Transfers | Ending Balance at September 30, 2012 | Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at September 30, 2012(2) |
|---|---|---|---|---|---|---|---|---|---|
| | (dollars in millions) | | | | | | | | |
| **Assets at Fair Value** | | | | | | | | | |
| Financial instruments owned: | | | | | | | | | |
| U.S. agency securities | $ 8 | $ | $ | $ (7) | $ | $ | $ (1) | $ | $ |
| Other sovereign government obligations | 119 | | 2 | (118) | | | | 3 | |
| Corporate and other debt: | | | | | | | | | |
| State and municipal securities | | 2 | | (3) | | | 3 | 2 | |
| Residential mortgage-backed securities | 494 | (24) | 4 | (267) | | | (187) | 20 | (36) |
| Commercial mortgage-backed securities | 134 | 36 | 123 | (65) | | (100) | (2) | 126 | 28 |
| Asset-backed securities | 31 | 1 | 9 | (31) | | | | 10 | |
| Corporate bonds | 675 | 8 | 367 | (314) | | | 21 | 757 | (1) |
| Collateralized debt obligations | 980 | 193 | 1,215 | (321) | | | (36) | 2,031 | 147 |
| Loans and lending commitments | 9,590 | 54 | 2,592 | (2,205) | | (2,019) | (187) | 7,825 | (144) |
| Other debt | 128 | 15 | 8 | (140) | | | | 11 | 9 |
| Total corporate and other debt | 12,032 | 285 | 4,318 | (3,346) | | (2,119) | (388) | 10,782 | 3 |
| Corporate equities | 417 | (2) | 153 | (184) | | | (13) | 371 | 3 |
| Net derivative and other contracts(3): | | | | | | | | | |
| Interest rate contracts | 420 | (338) | 98 | | (15) | 7 | (271) | (99) | (85) |
| Credit contracts | 5,814 | (1,733) | 46 | | (421) | (533) | (550) | 2,623 | (2,048) |
| Foreign exchange contracts | 43 | (163) | | | | (142) | (149) | (411) | (221) |
| Equity contracts | (1,234) | 156 | 272 | (5) | (122) | (205) | (197) | (1,335) | 143 |
| Commodity contracts | 570 | 152 | 17 | | (8) | 29 | 8 | 768 | 145 |
| Other | (1,090) | 59 | | | | 238 | 790 | (3) | 56 |
| Total net derivative and other contracts | 4,523 | (1,867) | 433 | (5) | (566) | (606) | (369) | 1,543 | (2,010) |
| Investments: | | | | | | | | | |
| Private equity funds | 1,936 | 176 | 271 | (138) | | | 1 | 2,246 | 134 |
| Real estate funds | 1,213 | 107 | 137 | (104) | | | 1 | 1,354 | 179 |
| Hedge funds | 696 | 26 | 61 | (135) | | | (84) | 564 | 19 |
| Principal investments | 2,937 | 25 | 267 | (199) | | | (4) | 3,026 | (6) |
| Other | 501 | (16) | 40 | (10) | | | (39) | 476 | (15) |
| Total investments | 7,283 | 318 | 776 | (586) | | | (125) | 7,666 | 311 |
| Physical commodities | 46 | | | | | (46) | | | |
| Securities received as collateral | | | | | | | 4 | 4 | |
| Intangible assets | 133 | (40) | | (83) | | (4) | | 6 | (6) |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | Beginning Balance at December 31, 2011 | Total Realized and Unrealized Gains (Losses)(1) | Purchases | Sales | Issuances | Settlements | Net Transfers | Ending Balance at September 30, 2012 | Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at September 30, 2012(2) |
|---|---|---|---|---|---|---|---|---|---|
| | (dollars in millions) | | | | | | | | |
| **Liabilities at Fair Value** | | | | | | | | | |
| Commercial paper and other short-term borrowings | $ 2 | $ (2) | $ | $ | $ | $ (2) | $ 12 | $ 14 | $ (1) |
| Financial instruments sold, not yet purchased: | | | | | | | | | |
| Other sovereign government obligations | 8 | | (8) | | | | | | |
| Corporate and other debt: | | | | | | | | | |
| Residential mortgage-backed securities | 355 | (4) | (355) | | | | | 4 | (4) |
| Corporate bonds | 219 | (44) | (254) | 119 | | | (37) | 91 | (53) |
| Collateralized debt obligations | | | | 1 | | | | 1 | |
| Unfunded lending commitments | 85 | 23 | | | | | | 62 | 23 |
| Other debt | 73 | 3 | | 40 | | (55) | | 55 | 5 |
| Total corporate and other debt | 732 | (22) | (609) | 160 | | (55) | (37) | 213 | (29) |
| Corporate equities | 1 | 2 | (22) | 15 | | | 20 | 12 | (2) |
| Obligation to return securities received as collateral | | | | | | | 20 | 20 | |
| Securities sold under agreements to repurchase | 340 | (10) | | | | | (152) | 198 | (10) |
| Other secured financings | 570 | (33) | | | 55 | (220) | (22) | 416 | (33) |
| Long-term borrowings | 1,603 | (444) | | | 585 | (181) | 3 | 2,454 | (429) |

(1) Total realized and unrealized gains (losses) are primarily included in Principal transactions Trading in the condensed consolidated statements of income except for $318 million related to Financial instruments owned Investments, which is included in Principal transactions Investments.

(2) Amounts represent unrealized gains (losses) for the nine months ended September 30, 2012 related to assets and liabilities still outstanding at September 30, 2012.

(3) Net derivative and other contracts represent Financial instruments owned Derivative and other contracts net of Financial instruments sold, not yet purchased Derivative and other contracts. For further information on derivative instruments and hedging activities, see Note 11.

*Financial instruments owned Net derivative and other contracts.* The net loss in Net derivative and other contracts was primarily driven by tightening of credit spreads on underlying reference entities of basket credit default swaps.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Quarter Ended September 30, 2011.**

| | Beginning Balance at June 30, 2011 | Total Realized and Unrealized Gains (Losses)(1) | Purchases | Sales | Issuances | Settlements | Net Transfers | Ending Balance at September 30, 2011 | Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at September 30, 2011(2) |
|---|---|---|---|---|---|---|---|---|---|
| | (dollars in millions) | | | | | | | | |
| **Assets at Fair Value** | | | | | | | | | |
| Financial instruments owned: | | | | | | | | | |
| U.S. agency securities | $ 2 | $ | $ 18 | $ (10) | $ | $ | $ | $ 10 | $ |
| Other sovereign government obligations | 132 | (13) | | | | | (1) | 118 | (13) |
| Corporate and other debt: | | | | | | | | | |
| Residential mortgage-backed securities | 509 | (28) | 147 | (193) | | | (49) | 386 | (16) |
| Commercial mortgage-backed securities | 136 | (3) | 7 | (49) | | | 55 | 146 | (6) |
| Asset-backed securities | 298 | 3 | 1 | (297) | | | 1 | 6 | 2 |
| Corporate bonds | 1,179 | (119) | 309 | (385) | | | 20 | 1,004 | (151) |
| Collateralized debt obligations | 1,650 | (115) | 189 | (303) | | (24) | (148) | 1,249 | (119) |
| Loans and lending commitments | 10,420 | (166) | 1,525 | (968) | | (957) | 1,453 | 11,307 | (184) |
| Other debt | 163 | 40 | 10 | (34) | | (13) | (29) | 137 | 24 |
| Total corporate and other debt | 14,355 | (388) | 2,188 | (2,229) | | (994) | 1,303 | 14,235 | (450) |
| Corporate equities | 461 | (46) | 90 | (137) | | | 13 | 381 | (62) |
| Net derivative and other contracts(3): | | | | | | | | | |
| Interest rate contracts | 317 | 274 | 17 | | (112) | 200 | 16 | 712 | 294 |
| Credit contracts | 7,392 | 3,375 | 107 | | (383) | (51) | 93 | 10,533 | 3,277 |
| Foreign exchange contracts | 44 | 62 | | | | (47) | | 59 | 52 |
| Equity contracts | (1,661) | 532 | 80 | (41) | (156) | 57 | (30) | (1,219) | 511 |
| Commodity contracts | 316 | 245 | | | | (19) | | 542 | 330 |
| Other | (397) | (710) | | | (5) | 16 | (2) | (1,098) | (701) |
| Total net derivative and other contracts | 6,011 | 3,778 | 204 | (41) | (656) | 156 | 77 | 9,529 | 3,763 |
| Investments: | | | | | | | | | |
| Private equity funds | 2,160 | (104) | 66 | (82) | | | | 2,040 | (126) |
| Real estate funds | 1,290 | (15) | 7 | (28) | | | | 1,254 | 3 |
| Hedge funds | 827 | (4) | 31 | (65) | | | 2 | 791 | (4) |
| Principal investments | 3,120 | (50) | 41 | (153) | | | 116 | 3,074 | (72) |
| Other | 525 | (34) | 1 | (8) | | | (3) | 481 | (37) |
| Total investments | 7,922 | (207) | 146 | (336) | | | 115 | 7,640 | (236) |
| Physical commodities | 673 | | | | | (673) | | | |
| Intangible assets | 133 | (1) | 1 | | | | | 133 | (1) |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | Beginning Balance at June 30, 2011 | Total Realized and Unrealized Gains (Losses)(1) | Purchases | Sales | Issuances | Settlements | Net Transfers | Ending Balance at September 30, 2011 | Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at September 30, 2011(2) |
|---|---|---|---|---|---|---|---|---|---|
| | (dollars in millions) | | | | | | | | |
| **Liabilities at Fair Value** | | | | | | | | | |
| Commercial paper and other short-term borrowings | $ 23 | $ 1 | $ | $ | $ 1 | $ (19) | $ (2) | $ 2 | $ 1 |
| Financial instruments sold, not yet purchased: | | | | | | | | | |
| Other sovereign government obligations | | | (31) | | | | 31 | | |
| Corporate and other debt: | | | | | | | | | |
| Residential mortgage-backed securities | 41 | 1 | (37) | 115 | | | (25) | 93 | |
| Corporate bonds | 35 | 122 | (34) | 168 | | | 23 | 70 | 39 |
| Unfunded lending commitments | 240 | (66) | | | | (100) | | 206 | (66) |
| Other debt | 178 | 98 | (7) | 9 | | (2) | (10) | 70 | 97 |
| Total corporate and other debt | 494 | 155 | (78) | 292 | | (102) | (12) | 439 | 70 |
| Corporate equities | 1 | 6 | (16) | 17 | | | 6 | 2 | |
| Securities sold under agreements to repurchase | 358 | 12 | | | | | | 346 | 12 |
| Other secured financings | 742 | 33 | | | 27 | (146) | | 590 | 33 |
| Long-term borrowings | 1,251 | 76 | | | 239 | (133) | 5 | 1,286 | 58 |

(1) Total realized and unrealized gains (losses) are primarily included in Principal transactions Trading in the condensed consolidated statements of income except for $(207) million related to Financial instruments owned Investments, which is included in Principal transactions Investments.
(2) Amounts represent unrealized gains (losses) for the quarter ended September 30, 2011 related to assets and liabilities still outstanding at September 30, 2011.
(3) Net derivative and other contracts represent Financial instruments owned Derivative and other contracts net of Financial instruments sold, not yet purchased Derivative and other contracts. For further information on derivative instruments and hedging activities, see Note 11.

*Financial instruments owned Corporate and other debt.* During the quarter ended September 30, 2011, the Company reclassified approximately $0.8 billion of certain Corporate and other debt, primarily corporate loans, residential mortgage-backed securities, and collateralized debt obligations, from Level 3 to Level 2. The Company reclassified the corporate loans as external prices and/or spread inputs for these instruments became observable.

The Company also reclassified approximately $2.1 billion of certain Corporate and other debt from Level 2 to Level 3. The reclassifications were primarily related to corporate loans and were generally due to a reduction in market price quotations for these or comparable instruments, or a lack of available broker quotes, such that unobservable inputs had to be utilized for the fair value measurement of these instruments.

*Financial instruments owned Net derivative and other contracts.* The net gains in Net derivative and other contracts were primarily driven by widening of credit spreads on underlying reference entities of certain basket default swaps where the Company was long protection.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Nine Months Ended September 30, 2011.**

| | Beginning Balance at December 31, 2010 | Total Realized and Unrealized Gains (Losses)(1) | Purchases | Sales | Issuances | Settlements | Net Transfers | Ending Balance at September 30, 2011 | Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at September 30, 2011(2) |
|---|---|---|---|---|---|---|---|---|---|
| | (dollars in millions) | | | | | | | | |
| **Assets at Fair Value** | | | | | | | | | |
| Financial instruments owned: | | | | | | | | | |
| U.S. agency securities | $ 13 | $ 1 | $ 54 | $ (56) | $ | $ | $ (2) | $ 10 | $ 1 |
| Other sovereign government obligations | 73 | (5) | 56 | | | | (6) | 118 | (3) |
| Corporate and other debt: | | | | | | | | | |
| State and municipal securities | 110 | (1) | | (96) | | | (13) | | |
| Residential mortgage-backed securities | 319 | (50) | 347 | (329) | | (1) | 100 | 386 | (57) |
| Commercial mortgage-backed securities | 188 | 10 | 61 | (68) | | | (45) | 146 | (9) |
| Asset-backed securities | 13 | 5 | 16 | (48) | | | 20 | 6 | 1 |
| Corporate bonds | 1,368 | (147) | 492 | (651) | | | (58) | 1,004 | (76) |
| Collateralized debt obligations | 1,659 | 135 | 749 | (1,191) | | (55) | (48) | 1,249 | (102) |
| Loans and lending commitments | 11,666 | (179) | 3,504 | (1,182) | | (2,285) | (217) | 11,307 | (203) |
| Other debt | 193 | 43 | 10 | (64) | | (11) | (34) | 137 | |
| Total corporate and other debt | 15,516 | (184) | 5,179 | (3,629) | | (2,352) | (295) | 14,235 | (446) |
| Corporate equities | 484 | 2 | 295 | (324) | | | (76) | 381 | (23) |
| Net derivative and other contracts(3): | | | | | | | | | |
| Interest rate contracts | 424 | 1,255 | 36 | | (809) | (239) | 45 | 712 | 1,152 |
| Credit contracts | 6,594 | 3,860 | 1,176 | | (478) | (707) | 88 | 10,533 | 4,195 |
| Foreign exchange contracts | 46 | (95) | 2 | | | 100 | 6 | 59 | (73) |
| Equity contracts | (762) | 664 | 187 | (130) | (1,373) | 67 | 128 | (1,219) | 636 |
| Commodity contracts | 188 | 422 | 457 | | (321) | (299) | 95 | 542 | 490 |
| Other | (913) | (571) | 1 | | (120) | 424 | 81 | (1,098) | (565) |
| Total net derivative and other contracts | 5,577 | 5,535 | 1,859 | (130) | (3,101) | (654) | 443 | 9,529 | 5,835 |
| Investments: | | | | | | | | | |
| Private equity funds | 1,986 | 156 | 189 | (362) | | | 71 | 2,040 | 84 |
| Real estate funds | 1,176 | 128 | 40 | (90) | | | | 1,254 | 181 |
| Hedge funds | 901 | (30) | 172 | (361) | | | 109 | 791 | (32) |
| Principal investments | 3,131 | 192 | 285 | (618) | | | 84 | 3,074 | (8) |
| Other | 560 | 16 | 4 | (25) | | | (74) | 481 | 4 |
| Total investments | 7,754 | 462 | 690 | (1,456) | | | 190 | 7,640 | 229 |
| Physical commodities | | (48) | 721 | | | (673) | | | |
| Securities received as collateral | 1 | | | (1) | | | | | |
| Intangible assets | 157 | (27) | 5 | | | (2) | | 133 | (28) |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | Beginning Balance at December 31, 2010 | Total Realized and Unrealized Gains (Losses)(1) | Purchases | Sales | Issuances | Settlements | Net Transfers | Ending Balance at September 30, 2011 | Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at September 30, 2011(2) |
|---|---|---|---|---|---|---|---|---|---|
| | (dollars in millions) | | | | | | | | |
| **Liabilities at Fair Value** | | | | | | | | | |
| Deposits | $ 16 | $ 2 | $ | $ | $ | $ (14) | $ | $ | $ |
| Commercial paper and other short-term borrowings | 2 | 1 | | | 2 | (1) | | 2 | 1 |
| Financial instruments sold, not yet purchased: | | | | | | | | | |
| Corporate and other debt: | | | | | | | | | |
| Residential mortgage-backed securities | | (9) | (8) | 92 | | | | 93 | 1 |
| Commercial mortgage-backed securities | | 1 | | 1 | | | | | 1 |
| Corporate bonds | 44 | 90 | (183) | 305 | | | (6) | 70 | 95 |
| Unfunded lending commitments | 263 | 57 | | | | | | 206 | 57 |
| Other debt | 194 | 99 | (5) | 9 | | (2) | (27) | 70 | 98 |
| Total corporate and other debt | 501 | 238 | (196) | 407 | | (2) | (33) | 439 | 252 |
| Corporate equities | 15 | 6 | (18) | 12 | | | (1) | 2 | 3 |
| Obligation to return securities received as collateral | 1 | | (1) | | | | | | |
| Securities sold under agreements to repurchase | 351 | 4 | | | | (1) | | 346 | 4 |
| Other secured financings | 1,016 | (7) | | | 24 | (151) | (306) | 590 | (23) |
| Long-term borrowings | 1,316 | 66 | | | 489 | (332) | (121) | 1,286 | 45 |

(1) Total realized and unrealized gains (losses) are primarily included in Principal transactions Trading in the condensed consolidated statements of income except for $462 million related to Financial instruments owned Investments, which is included in Principal transactions Investments.

(2) Amounts represent unrealized gains (losses) for the nine months ended September 30, 2011 related to assets and liabilities still outstanding at September 30, 2011.

(3) Net derivative and other contracts represent Financial instruments owned Derivative and other contracts net of Financial instruments sold, not yet purchased Derivative and other contracts. For further information on derivative instruments and hedging activities, see Note 11.

*Financial instruments owned Corporate and other debt.* During the nine months ended September 30, 2011, the Company reclassified approximately $1.4 billion of certain Corporate and other debt, primarily corporate loans, from Level 3 to Level 2. The Company reclassified these corporate loans as external prices and/or spread inputs for these instruments became observable.

The Company also reclassified approximately $1.1 billion of certain Corporate and other debt from Level 2 to Level 3. The reclassifications were primarily related to corporate loans and were generally due to a reduction in market price quotations for these or comparable instruments, or a lack of available broker quotes, such that unobservable inputs had to be utilized for the fair value measurement of these instruments.

*Financial instruments owned Net derivative and other contracts.* The net gains in Net derivative and other contracts were primarily driven by widening of credit spreads on underlying reference entities of certain basket default swaps where the Company was long protection.

33

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Quantitative Information about and Sensitivity of Significant Unobservable Inputs used in Recurring Level 3 Fair Value Measurements at September 30, 2012**

The disclosures below provide information on the valuation techniques, significant unobservable inputs and their ranges for each major category of assets and liabilities measured at fair value on a recurring basis with a significant Level 3 balance. The level of aggregation and breadth of products cause the range of inputs to be wide and not evenly distributed across the inventory. Further, the range of unobservable inputs may differ across firms in the financial services industry because of diversity in the types of products included in each firm s inventory. The disclosures below also include qualitative information on the sensitivity of the fair value measurements to changes in the significant unobservable inputs.

| | Balance at September 30, 2012 (dollars in millions) | Valuation Technique(s) | Significant Unobservable Input(s) / Sensitivity of the Fair Value to Changes in the Unobservable Inputs | Range(1) |
|---|---|---|---|---|
| **Assets** | | | | |
| Financial instruments owned: | | | | |
| Corporate and other debt: | | | | |
| Commercial mortgage-backed securities | $ 126 | Comparable pricing(2) | Comparable bond price / (A) | 0 to 68 points |
| Corporate bonds | 757 | Comparable pricing(2) | Comparable bond price / (A) | 0 to 156 points |
| Collateralized debt obligations | 2,031 | Comparable pricing(2) | Comparable bond price / (A) | 16 to 84 points |
| | | Correlation model | Credit correlation / (B) | 19 to 77% |
| Loans and lending commitments | 7,825 | Corporate loan model | Credit spread / (C) | 21 to 1,396 basis points |
| | | Option model | At the money volatility / (C) | 38 to 44% |
| | | Comparable pricing(2) | Comparable loan price / (A) | 65 to 100 points |
| Corporate equities(3) | 371 | Net asset value | Discount to net asset value / (C) | 0 to 34% |
| | | Discounted cash flow | Implied weighted average cost of capital /(C) | 10 to 18% |
| | | Comparable pricing(2) | Discount to comparable equity price / (C) | 0 to 27% |
| | | Market approach | Earnings before interest, taxes, depreciation and amortization ( EBITDA ) multiple / (A) | 3 to 6 times |
| Net derivative and other contracts: | | | | |
| Interest rate contracts | (99) | Option model | Interest rate volatility concentration liquidity multiple / (C)(D) | 0 to 12 times |
| | | | Comparable bond price / (A)(D) | 5 to 98 points |
| | | | Interest rate volatility skew / (A)(D) | 12 to 93% |
| | | | Interest rate quanto correlation / (A)(D) | 4 to 16% |
| | | | Interest rate curve correlation / (A)(D) | 48 to 92% |
| Credit contracts | 2,623 | Comparable pricing(2) | Cash synthetic basis / (C) | 2 to 10 points |
| | | | Comparable bond price / (C) | 1 to 75 points |
| | | Correlation model | Credit correlation / (B) | 14 to 92% |
| Foreign exchange contracts(4) | (411) | Option model | Comparable bond price / (A)(D) | 5 to 98 points |
| | | | Interest rate quanto correlation / (A)(D) | 4 to 16% |
| | | | Interest rate - credit spread correlation / (A)(D) | -28 to 8% |
| | | | Interest rate - Foreign exchange correlation / (A)(D) | 2 to 60% |
| | | | Interest rate volatility skew / (A)(D) | 12 to 93% |
| Equity contracts(4) | (1,335) | Option model | At the money volatility / (C)(D) | 8 to 24% |
| | | | Volatility skew / (C)(D) | -5 to 0% |
| | | | Equity - Equity correlation / (C)(D) | 40 to 96% |

| | | | | |
|---|---|---|---|---|
| | | | Equity - Foreign exchange correlation / (C)(D) | -50 to 60% |
| | | | Equity - Interest rate correlation / (C)(D) | -62 to 79% |
| Commodity contracts | 768 | Option model | Forward power price / (C)(D) | $33 to $ 85 per Megawatt hour |
| | | | Commodity volatility / (A)(D) | 19 to 98% |
| | | | Cross commodity correlation / (C)(D) | 43 to 97% |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | Balance at September 30, 2012 (dollars in millions) | Valuation Technique(s) | Significant Unobservable Input(s) / Sensitivity of the Fair Value to Changes in the Unobservable Inputs | Range(1) |
|---|---|---|---|---|
| Investments (3): | | | | |
| Principal investments | | | | |
| | 3,026 | Discounted cash flow | Implied weighted average cost of capital / (C)(D) | 10 to 19% |
| | | | Exit multiple / (A)(D) | 5 to 10 times |
| | | Discounted cash flow | Capitalization rate / (C)(D) | 5 to 8% |
| | | | Equity discount rate / (C)(D) | 15 to 35% |
| | | Market approach | EBITDA multiple / (A) | 3 to 10 times |
| Other | | | | |
| | 476 | Discounted cash flow | Implied weighted average cost of capital / (C)(D) | 12 to 13% |
| | | | Exit multiple / (A)(D) | 5 times |
| | | Market approach | EBITDA multiple / (A) | 6 to 9 times |
| **Liabilities** | | | | |
| Financial instruments sold, not yet purchased: | | | | |
| Corporate and other debt: | | | | |
| Corporate bonds | $ 91 | Comparable pricing(2) | Comparable bond price / (A) | 10 to 135 points |
| Unfunded lending commitments | 62 | Corporate loan model | Credit spread / (C) | 43 to 837 basis points |
| | | Comparable pricing(2) | Comparable loan price / (A) | 25 to 90 points |
| Other debt | 55 | Comparable pricing(2) | Comparable bond price / (A) | 100 points |
| | | | Comparable bond price / (C) | 2 to 16 points |
| Securities sold under agreements to repurchase | 198 | Discounted cash flow | Funding spread / (A) | 38 to 227 basis points |
| Other secured financings | 416 | Comparable pricing(2) | Comparable bond price / (A) | 100 to 115 points |
| | | Discounted cash flow | Funding spread / (A) | 204 to 206 basis points |
| Long-term borrowings | 2,454 | Option model | At the money volatility / (A)(D) | 14 to 22% |
| | | | Volatility skew / (A)(D) | -2 to 0% |
| | | | Equity - Equity correlation / (C)(D) | 50 to 98% |
| | | | Equity - Foreign exchange correlation / (A)(D) | -70 to 25% |

(1) The ranges of significant unobservable inputs are represented in points, percentages, basis points, times or megawatt hours. Points are a percentage of par; for example, 68 points would be 68% of par. A basis point equals 1/100th of 1%; for example, 1,396 basis points would equal 13.96%.
(2) Prices for the identical instrument are not available and significant subjectivity may be involved when fair value is determined using pricing data available for comparable instruments.
(3) Investments in funds measured using an unadjusted net asset value are excluded.
(4) Includes derivative contracts with multiple risks (i.e., hybrid products).

**Sensitivity of the fair value to changes in the unobservable inputs:**

(A) Significant increase (decrease) in the unobservable input in isolation would result in a significantly higher (lower) fair value measurement.
(B) Significant changes in credit correlation may result in a significantly higher or lower fair value measurement. Increasing (decreasing) correlation drives a redistribution of risk within the capital structure such that junior tranches become less (more) risky and senior tranches become more (less) risky.
(C) Significant increase (decrease) in the unobservable input in isolation would result in a significantly lower (higher) fair value measurement.
(D) There are no predictable relationships between the significant unobservable inputs.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Fair Value of Investments that Calculate Net Asset Value.***

The Company s Investments measured at fair value were $8,501 million and $8,195 million at September 30, 2012 and December 31, 2011, respectively. The following table presents information solely about the Company s investments in private equity funds, real estate funds and hedge funds measured at fair value based on net asset value at September 30, 2012 and December 31, 2011, respectively.

| | At September 30, 2012 | | At December 31, 2011 | |
|---|---|---|---|---|
| | Fair Value | Unfunded Commitment | Fair Value | Unfunded Commitment |
| | (dollars in millions) | | | |
| Private equity funds | $ 2,251 | $ 666 | $ 1,906 | $ 938 |
| Real estate funds | 1,360 | 215 | 1,188 | 448 |
| Hedge funds(1): | | | | |
| Long-short equity hedge funds | 463 | | 545 | 5 |
| Fixed income/credit-related hedge funds | 81 | | 124 | |
| Event-driven hedge funds | 56 | | 163 | |
| Multi-strategy hedge funds | 339 | 2 | 335 | |
| Total | $ 4,550 | $ 883 | $ 4,261 | $ 1,391 |

(1) Fixed income/credit-related hedge funds, event-driven hedge funds, and multi-strategy hedge funds are redeemable at least on a six-month period basis primarily with a notice period of 90 days or less. At September 30, 2012, approximately 37% of the fair value amount of long-short equity hedge funds is redeemable at least quarterly, 37% is redeemable every six months and 26% of these funds have a redemption frequency of greater than six months. The notice period for long-short equity hedge funds at September 30, 2012 is primarily greater than six months. At December 31, 2011, approximately 38% of the fair value amount of long-short equity hedge funds is redeemable at least quarterly, 32% is redeemable every six months and 30% of these funds have a redemption frequency of greater than six months. The notice period for long-short equity hedge funds at December 31, 2011 is primarily greater than six months.

*Private Equity Funds.* Amount includes several private equity funds that pursue multiple strategies including leveraged buyouts, venture capital, infrastructure growth capital, distressed investments, and mezzanine capital. In addition, the funds may be structured with a focus on specific domestic or foreign geographic regions. These investments are generally not redeemable with the funds. Instead, the nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund. At September 30, 2012, it is estimated that 5% of the fair value of the funds will be liquidated in the next five years, another 29% of the fair value of the funds will be liquidated between five to 10 years and the remaining 66% of the fair value of the funds have a remaining life of greater than 10 years.

*Real Estate Funds.* Amount includes several real estate funds that invest in real estate assets such as commercial office buildings, retail properties, multi-family residential properties, developments or hotels. In addition, the funds may be structured with a focus on specific geographic domestic or foreign regions. These investments are generally not redeemable with the funds. Distributions from each fund will be received as the underlying investments of the funds are liquidated. At September 30, 2012, it is estimated that 4% of the fair value of the funds will be liquidated within the next five years, another 46% of the fair value of the funds will be liquidated between five to 10 years and the remaining 50% of the fair value of the funds have a remaining life of greater than 10 years.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Hedge Funds*. Investments in hedge funds may be subject to initial period lock-up restrictions or gates. A hedge fund lock-up provision is a provision that provides that, during a certain initial period, an investor may not make a withdrawal from the fund. The purpose of a gate is to restrict the level of redemptions that an investor in a particular hedge fund can demand on any redemption date.

*Long-short Equity Hedge Funds.* Amount includes investments in hedge funds that invest, long or short, in equities. Equity value and growth hedge funds purchase stocks perceived to be undervalued and sell stocks perceived to be overvalued. Investments representing approximately 12% of the fair value of the investments in this category cannot be redeemed currently because the investments include certain initial period lock-up restrictions. The remaining restriction period for these investments subject to lock-up restrictions was primarily three years or less at September 30, 2012. Investments representing approximately 7% of the fair value of the investments in long-short equity hedge funds cannot be redeemed currently because an exit restriction has been imposed by the hedge fund manager. The restriction period for these investments subject to an exit restriction was primarily one year or less at September 30, 2012.

*Fixed Income/Credit-Related Hedge Funds.* Amount includes investments in hedge funds that employ long-short, distressed or relative value strategies in order to benefit from investments in undervalued or overvalued securities that are primarily debt or credit related. At September 30, 2012, investments representing approximately 5% of the fair value of the investments in fixed income/credit-related hedge funds cannot be redeemed currently because the investments include certain initial period lock-up restrictions. The remaining restriction period for these investments subject to lock-up restrictions was primarily one year or less at September 30, 2012.

*Event-Driven Hedge Funds.* Amount includes investments in hedge funds that invest in event-driven situations such as mergers, hostile takeovers, reorganizations, or leveraged buyouts. This may involve the simultaneous purchase of stock in companies being acquired and the sale of stock in its acquirer, with the expectation to profit from the spread between the current market price and the ultimate purchase price of the target company. At September 30, 2012, there were no restrictions on redemptions.

*Multi-strategy Hedge Funds.* Amount includes investments in hedge funds that pursue multiple strategies to realize short- and long-term gains. Management of the hedge funds has the ability to overweight or underweight different strategies to best capitalize on current investment opportunities. At September 30, 2012, investments representing approximately 68% of the fair value of the investments in this category cannot be redeemed currently because the investments include certain initial period lock-up restrictions. The remaining restriction period for these investments subject to lock-up restrictions was primarily two years or less at September 30, 2012.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Fair Value Option.***

The Company elected the fair value option for certain eligible instruments that are risk managed on a fair value basis to mitigate income statement volatility caused by measurement basis differences between the elected instruments and their associated risk management transactions or to eliminate complexities of applying certain accounting models. The following tables present net gains (losses) due to changes in fair value for items measured at fair value pursuant to the fair value option election for the quarters and nine months ended September 30, 2012 and 2011, respectively.

| | Principal Transactions-Trading | Interest Income (Expense) | Gains (Losses) Included in Net Revenues |
|---|---|---|---|
| | | (dollars in millions) | |
| *Three Months Ended September 30, 2012* | | | |
| Federal funds sold and securities purchased under agreements to resell | $ 3 | $ 2 | $ 5 |
| Deposits | 16 | (22) | (6) |
| Commercial paper and other short-term borrowings(1) | (68) | | (68) |
| Securities sold under agreements to repurchase | (13) | (1) | (14) |
| Long-term borrowings(1) | (3,570) | (348) | (3,918) |
| *Nine Months Ended September 30, 2012* | | | |
| Federal funds sold and securities purchased under agreements to resell | $ 11 | $ 4 | $ 15 |
| Deposits | 41 | (66) | (25) |
| Commercial paper and other short-term borrowings(1) | 14 | | 14 |
| Securities sold under agreements to repurchase | (10) | (3) | (13) |
| Long-term borrowings(1) | (5,221) | (1,017) | (6,238) |
| *Three Months Ended September 30, 2011* | | | |
| Deposits | $ 18 | $ (30) | $ (12) |
| Commercial paper and other short-term borrowings(2) | 541 | | 541 |
| Securities sold under agreements to repurchase | 6 | | 6 |
| Long-term borrowings(2) | 5,624 | (249) | 5,375 |
| *Nine Months Ended September 30, 2011* | | | |
| Deposits | $ 49 | $ (90) | $ (41) |
| Commercial paper and other short-term borrowings(2) | 585 | | 585 |
| Securities sold under agreements to repurchase | 6 | | 6 |
| Long-term borrowings(2) | 4,316 | (809) | 3,507 |

(1) Of the total gains (losses) recorded in Principal Transactions Trading for short-term and long-term borrowings for the quarter and nine months ended September 30, 2012, $(2,262) million and $(3,890) million, respectively, are attributable to changes in the credit quality of the Company and the respective remainder is attributable to changes in foreign currency rates or interest rates or movements in the reference price or index for structured notes, before the impact of related hedges.

(2) Of the total gains (losses) recorded in Principal Transactions Trading for short-term and long-term borrowings for the quarter and nine months ended September 30, 2011, $3,410 million and $3,465 million, respectively, are attributable to changes in the credit quality of the Company and the respective remainder is attributable to changes in foreign currency rates or interest rates or movements in the reference price or index for structured notes, before the impact of related hedges.

In addition to the amounts in the above table, as discussed in Note 2 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K, all of the instruments within Financial instruments owned or Financial instruments sold, not yet purchased are

measured at fair value, either through the election of the fair value option, or as required by other accounting guidance. The amounts in the above table are included within Net revenues and do not reflect gains or losses on related hedging instruments, if any.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following tables present information on the Company s short-term and long-term borrowings (primarily structured notes), loans and unfunded lending commitments for which the fair value option was elected.

**Gains (Losses) due to Changes in Instrument Specific Credit Risk.**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Short-term and long-term borrowings(1) | $ (2,262) | $ 3,410 | $ (3,890) | $ 3,465 |
| Loans(2) | 255 | (318) | 429 | (438) |
| Unfunded lending commitments(3) | 319 | (821) | 804 | (1,034) |

(1) The change in the fair value of short-term and long-term borrowings (primarily structured notes) includes an adjustment to reflect the change in credit quality of the Company based upon observations of the Company s secondary bond market spreads.
(2) Instrument-specific credit gains (losses) were determined by excluding the non-credit components of gains and losses, such as those due to changes in interest rates.
(3) Gains (losses) were generally determined based on the differential between estimated expected client yields and contractual yields at each respective period end.

**Net Difference between Contractual Principal Amount and Fair Value.**

| | Contractual Principal Amount Exceeds Fair Value | |
|---|---|---|
| | At September 30, 2012 | At December 31, 2011 |
| | (dollars in billions) | |
| Short-term and long-term borrowings(1) | $ 0.1 | $ 2.5 |
| Loans(2) | 26.2 | 27.2 |
| Loans 90 or more days past due and/or on non-accrual status(2)(3) | 22.5 | 22.1 |

(1) These amounts do not include structured notes where the repayment of the initial principal amount fluctuates based on changes in the reference price or index.
(2) The majority of this difference between principal and fair value amounts emanates from the Company s distressed debt trading business, which purchases distressed debt at amounts well below par.
(3) The aggregate fair value of loans that were in non-accrual status, which includes all loans 90 or more days past due, was $1.3 billion and $2.0 billion at September 30, 2012 and December 31, 2011, respectively. The aggregate fair value of loans that were 90 or more days past due was $0.8 billion and $1.5 billion at September 30, 2012 and December 31, 2011, respectively.

The tables above exclude non-recourse debt from consolidated VIEs, liabilities related to failed sales of financial assets, pledged commodities and other liabilities that have specified assets attributable to them.

**Assets and Liabilities Measured at Fair Value on a Non-recurring Basis.**

Certain assets were measured at fair value on a non-recurring basis and are not included in the tables above. These assets may include loans, other investments, premises, equipment and software costs, and intangible assets.

The following tables present, by caption on the condensed consolidated statements of financial condition, the fair value hierarchy for those assets measured at fair value on a non-recurring basis for which the Company recognized a non-recurring fair value adjustment for the quarters and nine months ended September 30, 2012 and 2011, respectively.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Three and Nine Months Ended September 30, 2012.*

| | | Fair Value Measurements Using: | | | | |
|---|---|---|---|---|---|---|
| | Carrying Value At September 30, 2012(1) | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Gains (Losses) for the Three Months Ended September 30, 2012(2) | Total Gains (Losses) for the Nine Months Ended September 30, 2012(2) |
| | (dollars in millions) | | | | | |
| Loans(3) | $ 893 | $ | $ 138 | $ 755 | $ (10) | $ (30) |
| Other investments(4) | 82 | | | 82 | (11) | (21) |
| Premises, equipment and software costs(5) | 34 | | | 34 | (168) | (169) |
| Intangible assets(4) | | | | | | (4) |
| Total | $ 1,009 | $ | $ 138 | $ 871 | $ (189) | $ (224) |

(1) Carrying values relate only to those assets that had fair value adjustments during the quarter ended September 30, 2012. These amounts do not include assets that had fair value adjustments during the nine months ended September 30, 2012, unless the assets also had a fair value adjustment during the quarter ended September 30, 2012.

(2) Losses are recorded within Other expenses in the condensed consolidated statement of income except for fair value adjustments related to Loans and losses related to Other investments, which are included in Other revenues.

(3) Non-recurring changes in fair value for loans held for investment were calculated based upon the fair value of the underlying collateral. The fair value of the collateral was determined using internal expected recovery models. The non-recurring change in fair value for mortgage loans held for sale is based upon a valuation model incorporating market observable inputs.

(4) Losses recorded were determined primarily using discounted cash flow models.

(5) Losses were determined using discounted cash flow models and primarily represented the write-off of the carrying value of certain premises and software that were abandoned during the quarter ended September 30, 2012 in association with the Morgan Stanley Wealth Management integration.

In addition to the losses included in the table above, there was a pre-tax gain of approximately $51 million (related to Other assets) included in discontinued operations in the nine months ended September 30, 2012 in connection with the disposition of Saxon (see Notes 1 and 21). This pre-tax gain was primarily due to the subsequent increase in fair value of Saxon, which had incurred impairment losses of $98 million in the quarter ended December 31, 2011. The fair value of Saxon was determined based on the revised purchase price agreed upon with the buyer.

There were no liabilities measured at fair value on a non-recurring basis during the quarter and nine months ended September 30, 2012.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Three Months and Nine Month Ended September 30, 2011.*

| | | Fair Value Measurements Using: | | | | |
|---|---|---|---|---|---|---|
| | Carrying Value At September 30, 2011(1) | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Gains (Losses) for the Three Months Ended September 30, 2011(2) | Total Gains (Losses) for the Nine Months Ended September 30, 2011(2) |
| | (dollars in millions) | | | | | |
| Loans(3) | $ 108 | $ | $ 47 | $ 61 | $ (19) | $ |
| Other investments(4) | 111 | | | 111 | (16) | (44) |
| Premises, equipment and software costs | 3 | | | 3 | (4) | (6) |
| Intangible assets(5) | | | | | (4) | (7) |
| Total | $ 222 | $ | $ 47 | $ 175 | $ (43) | $ (57) |

(1) Carrying values relate only to those assets that had fair value adjustments during the quarter ended September 30, 2011. These amounts do not include assets that had fair value adjustments during the nine months ended September 30, 2011, unless the assets also had a fair value adjustment during the quarter ended September 30, 2011.
(2) Losses are recorded within Other expenses in the condensed consolidated statement of income except for fair value adjustments related to Loans and losses related to Other investments, which are included in Other revenues.
(3) Non-recurring changes in fair value for loans held for investment were calculated based upon the fair value of the underlying collateral. The fair value of the collateral was determined using internal expected recovery models. The non-recurring change in fair value for mortgage loans held for sale is based upon a valuation model incorporating market observable inputs.
(4) Losses recorded were determined primarily using discounted cash flow models.
(5) Losses were determined primarily using discounted cash flow models or a valuation technique incorporating an observable market index.

There were no liabilities measured at fair value on a non-recurring basis during the quarter and nine months ended September 30, 2011.

***Financial Instruments Not Measured at Fair Value.***

The table below presents the carrying value, fair value and fair value hierarchy category of certain financial instruments that are not measured at fair value in the condensed consolidated statements of financial condition. The table below excludes certain financial instruments such as equity method investments and all non-financial assets and liabilities such as the value of the long-term relationships with our deposit customers.

The carrying value of cash and cash equivalents, including Interest bearing deposits with banks, and other short-term financial instruments such as Federal funds sold and securities purchased under agreements to resell, Securities borrowed, Securities sold under agreements to repurchase, Securities loaned, certain receivables and payables arising in the ordinary course of business, certain Deposits, Commercial paper and other short-term borrowings and Other secured financings approximate fair value because of the relatively short period of time between their origination and expected maturity.

The fair value of sweep facilities whereby cash balances are swept into separate money market savings deposits and transaction accounts included within Deposits is determined using a standard cash flow discounting methodology.

For longer-dated Federal funds sold and securities purchased under agreements to resell, Securities borrowed, Securities sold under agreements to repurchase, Securities loaned and Other secured financings, fair value is determined using a standard cash flow discounting methodology. The inputs to the valuation include contractual cash flows and collateral funding spreads, which are estimated using various benchmarks and interest rate yield curves.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For consumer and residential real estate loans where position-specific external price data is not observable, the fair value is based on the credit risks of the borrower using a probability of default and loss given default method, discounted at the estimated external cost of funding level. The fair value of corporate loans is determined using recently executed transactions, market price quotations (where observable), implied yields from comparable debt, and market observable credit default swap spread levels along with proprietary valuation models and default recovery analysis where such transactions and quotations are unobservable.

The fair value of long-term borrowings is generally determined based on transactional data or third party pricing for identical or comparable instruments, when available. Where position-specific external prices are not observable, fair value is determined based on current interest rates and credit spreads for debt instruments with similar terms and maturity.

**Financial Instruments Not Measured at Fair Value at September 30, 2012.**

| | At September 30, 2012 | | Fair Value Measurements using: | | |
|---|---|---|---|---|---|
| | Carrying Value | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| | | | (dollars in millions) | | |
| **Financial Assets:** | | | | | |
| Cash and due from banks | $ 18,239 | $ 18,239 | $ 18,239 | $ | $ |
| Interest bearing deposits with banks | 18,347 | 18,347 | 18,347 | | |
| Cash deposited with clearing organizations or segregated under federal and other regulations or requirements | 28,847 | 28,847 | 28,847 | | |
| Federal funds sold and securities purchased under agreements to resell | 135,657 | 135,685 | | 134,663 | 1,022 |
| Securities borrowed | 138,545 | 138,543 | | 138,480 | 63 |
| Receivables:(1) | | | | | |
| Customers | 45,506 | 45,506 | | 45,506 | |
| Brokers, dealers and clearing organizations | 7,673 | 7,673 | | 7,673 | |
| Fees, interest and other | 6,255 | 6,138 | | | 6,138 |
| Loans(2) | 24,344 | 23,198 | | 3,208 | 19,990 |
| **Financial Liabilities:** | | | | | |
| Deposits | $ 68,815 | $ 68,815 | $ | $ 68,815 | $ |
| Commercial paper and other short-term borrowings | 1,426 | 1,426 | | 1,106 | 320 |
| Securities sold under agreements to repurchase | 115,933 | 116,040 | | 105,918 | 10,122 |
| Securities loaned | 35,920 | 35,919 | | 34,634 | 1,285 |
| Other secured financings | 8,499 | 8,544 | | 6,580 | 1,964 |
| Payables:(1) | | | | | |
| Customers | 117,193 | 117,193 | | 117,193 | |
| Brokers, dealers and clearing organizations | 7,447 | 7,447 | | 7,447 | |
| Long-term borrowings | 122,688 | 121,064 | | 113,023 | 8,041 |

(1) Accrued interest, fees and dividend receivables and payables where carrying value approximates fair value have been excluded.
(2) Includes all loans measured at fair value on a non-recurring basis.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The fair value of the Company s unfunded lending commitments, primarily related to corporate lending in the Institutional Securities business segment, that are not carried at fair value at September 30, 2012 was $645 million, of which $453 million and $192 million would be categorized in Level 2 and Level 3 of the fair value hierarchy, respectively. The carrying value of these commitments, if fully funded, would be $45.9 billion. For a description of the Company s lending commitments, see Note 13 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K.

**5. Securities Available for Sale.**

The following tables present information about the Company s available for sale securities:

| | At September 30, 2012 | | | | |
|---|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Other-than-Temporary Impairment | Fair Value |
| | | | (dollars in millions) | | |
| Debt securities available for sale: | | | | | |
| U.S. government and agency securities: | | | | | |
| U.S. Treasury securities | $ 17,601 | $ 151 | $ 3 | $ | $ 17,749 |
| U.S. agency securities | 16,637 | 186 | 1 | | 16,822 |
| Total U.S. government and agency securities | 34,238 | 337 | 4 | | 34,571 |
| Corporate and other debt: | | | | | |
| Auto loan asset-backed securities | 1,816 | 6 | | | 1,822 |
| Corporate bonds | 1,895 | 16 | | | 1,911 |
| FFELP student loan asset-backed securities(1) | 2,165 | 22 | | | 2,187 |
| Total Corporate and other debt | 5,876 | 44 | | | 5,920 |
| Total debt securities available for sale | 40,114 | 381 | 4 | | 40,491 |
| Equity securities available for sale | 15 | | 8 | | 7 |
| Total | $ 40,129 | $ 381 | $ 12 | $ | $ 40,498 |

(1) Amounts are backed by a guarantee from the U.S. Department of Education of at least 95% of the principal balance and interest on such loans.

| | At December 31, 2011 | | | | |
|---|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Other-than-Temporary Impairment | Fair Value |
| | | | (dollars in millions) | | |
| Debt securities available for sale: | | | | | |
| U.S. government and agency securities: | | | | | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| U.S. Treasury securities | $ 13,240 | $ | 182 | $ | | $ | $ 13,422 |
| U.S. agency securities | 16,083 | | 54 | | 20 | | 16,117 |
| Corporate and other debt(1) | 944 | | | | 3 | | 941 |
| Total debt securities available for sale | 30,267 | | 236 | | 23 | | 30,480 |
| Equity securities available for sale | 15 | | | | | | 15 |
| Total | $ 30,282 | $ | 236 | $ | 23 | $ | $ 30,495 |

(1) Amounts represent FFELP student loan asset-backed securities, in which the loans are backed by a guarantee from the U.S. Department of Education of at least 95% of the principal balance and interest on such loans.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The tables below present the fair value of investments in securities available for sale that are in an unrealized loss position:

| | Less than 12 Months | | 12 Months or Longer | | Total | |
|---|---|---|---|---|---|---|
| **At September 30, 2012** | **Fair Value** | **Gross Unrealized Losses** | **Fair Value** | **Gross Unrealized Losses** | **Fair Value** | **Gross Unrealized Losses** |
| | | | (dollars in millions) | | | |
| Debt securities available for sale: | | | | | | |
| U.S. government and agency securities: | | | | | | |
| U.S. Treasury securities | $ 1,306 | $ 3 | $ | $ | $ 1,306 | $ 3 |
| U.S. agency securities | 179 | | 80 | 1 | 259 | 1 |
| Total U.S. government and agency securities | 1,485 | 3 | 80 | 1 | 1,565 | 4 |
| Total debt securities available for sale | 1,485 | 3 | 80 | 1 | 1,565 | 4 |
| Equity securities available for sale | 7 | 8 | | | 7 | 8 |
| Total | $ 1,492 | $ 11 | $ 80 | $ 1 | $ 1,572 | $ 12 |

| | Less than 12 Months | | 12 Months or Longer | | Total | |
|---|---|---|---|---|---|---|
| **At December 31, 2011** | **Fair Value** | **Gross Unrealized Losses** | **Fair Value** | **Gross Unrealized Losses** | **Fair Value** | **Gross Unrealized Losses** |
| | | | (dollars in millions) | | | |
| Debt securities available for sale: | | | | | | |
| U.S. government and agency securities: | | | | | | |
| U.S. agency securities | $ 6,250 | $ 15 | $ 1,492 | $ 5 | $ 7,742 | $ 20 |
| Corporate and other debt | 679 | 3 | | | 679 | 3 |
| Total | $ 6,929 | $ 18 | $ 1,492 | $ 5 | $ 8,421 | $ 23 |

Gross unrealized losses are recorded in Accumulated other comprehensive income.

For debt securities available for sale in an unrealized loss position, the Company does not intend to sell these securities or expect to be required to sell these securities prior to recovery of the amortized cost basis. In addition, the Company does not expect the U.S. government and agency securities to experience a credit loss given the explicit and implicit guarantee provided by the U.S. government. The Company believes that the debt securities with an unrealized loss in Accumulated other comprehensive income were not other-than-temporarily impaired at September 30, 2012 and December 31, 2011.

For equity securities available for sale in an unrealized loss position, the Company does not intend to sell these securities or expect to be required to sell these securities prior to the recovery of the amortized cost basis. The Company believes that the equity securities with an unrealized loss in Accumulated other comprehensive income were not other-than-temporarily impaired at September 30, 2012.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the amortized cost and fair value of debt securities available for sale by contractual maturity dates at September 30, 2012.

| At September 30, 2012 | Amortized Cost | Fair Value | Annualized Average Yield |
|---|---|---|---|
| | (dollars in millions) | | |
| U.S. government and agency securities: | | | |
| U.S. Treasury securities: | | | |
| Due within 1 year | $ 2,155 | $ 2,162 | 0.9% |
| After 1 year but through 5 years | 14,140 | 14,274 | 0.8% |
| After 5 years | 1,306 | 1,313 | 1.1% |
| Total | 17,601 | 17,749 | |
| U.S. agency securities: | | | |
| After 1 year but through 5 years | 54 | 54 | 1.0% |
| After 5 years | 16,583 | 16,768 | 1.0% |
| Total | 16,637 | 16,822 | |
| Total U.S. government and agency securities | 34,238 | 34,571 | 0.9% |
| Corporate and other debt: | | | |
| Auto loan asset-backed securities: | | | |
| After 1 year but through 5 years | 1,605 | 1,611 | 0.7% |
| After 5 years | 211 | 211 | 0.6% |
| Total | 1,816 | 1,822 | |
| Corporate bonds: | | | |
| Due within 1 year | 99 | 99 | 0.8% |
| After 1 year but through 5 years | 1,749 | 1,764 | 1.1% |
| After 5 years | 47 | 48 | 1.2% |
| Total | 1,895 | 1,911 | |
| FFELP student loan asset-backed securities: | | | |
| After 1 year but through 5 years | 45 | 45 | 0.8% |
| After 5 years | 2,120 | 2,142 | 1.2% |
| Total | 2,165 | 2,187 | |
| Total Corporate and other debt | 5,876 | 5,920 | 1.0% |
| Total debt securities available for sale | $ 40,114 | $ 40,491 | 0.9% |

See Note 7 for additional information on securities issued by VIEs, including U.S. agency mortgage-backed securities, auto loan asset-backed securities and FFELP student loan asset-backed securities.

The following table presents information pertaining to sales of securities available for sale during the three and nine months ended September 30, 2012 and 2011:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Gross realized gains | $ 31 | $ 36 | $ 56 | $ 132 |
| Gross realized losses | $ | $ | $ 3 | $ 2 |
| Proceeds of sales of securities available for sale | $ | $ 1,775 | $ | $ 14,917 |

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Gross realized gains and losses are recognized in Other revenues in the condensed consolidated statements of income.

**6. Collateralized Transactions.**

The Company enters into reverse repurchase agreements, repurchase agreements, securities borrowed and securities loaned transactions to, among other things, acquire securities to cover short positions and settle other securities obligations, to accommodate customers needs and to finance the Company s inventory positions. The Company s policy is generally to take possession of Securities received as collateral, Securities purchased under agreements to resell and Securities borrowed. The Company manages credit exposure arising from reverse repurchase agreements, repurchase agreements, securities borrowed and securities loaned transactions by, in appropriate circumstances, entering into master netting agreements and collateral arrangements with counterparties that provide the Company, in the event of a customer default, the right to liquidate collateral and the right to offset a counterparty s rights and obligations. The Company also monitors the fair value of the underlying securities as compared with the related receivable or payable, including accrued interest, and, as necessary, requests additional collateral to ensure such transactions are adequately collateralized. Where deemed appropriate, the Company s agreements with third parties specify its rights to request additional collateral.

The Company also engages in securities financing transactions for customers through margin lending. Under these agreements and transactions, the Company either receives or provides collateral, including U.S. government and agency securities, other sovereign government obligations, corporate and other debt, and corporate equities. Customer receivables generated from margin lending activity are collateralized by customer-owned securities held by the Company. The Company monitors required margin levels and established credit limits daily and, pursuant to such guidelines, requires customers to deposit additional collateral, or reduce positions, when necessary. Margin loans are extended on a demand basis and are not committed facilities. Factors considered in the review of margin loans are the amount of the loan, the intended purpose, the degree of leverage being employed in the account, and overall evaluation of the portfolio to ensure proper diversification or, in the case of concentrated positions, appropriate liquidity of the underlying collateral or potential hedging strategies to reduce risk. Additionally, transactions relating to concentrated or restricted positions require a review of any legal impediments to liquidation of the underlying collateral. Underlying collateral for margin loans is reviewed with respect to the liquidity of the proposed collateral positions, valuation of securities, historic trading range, volatility analysis and an evaluation of industry concentrations. For these transactions, adherence to the Company s collateral policies significantly limits the Company s credit exposure in the event of customer default. The Company may request additional margin collateral from customers, if appropriate, and, if necessary, may sell securities that have not been paid for or purchase securities sold but not delivered from customers. At September 30, 2012 and December 31, 2011, there were approximately $23.4 billion and $16.2 billion, respectively, of customer margin loans outstanding.

Other secured financings include the liabilities related to transfers of financial assets that are accounted for as financings rather than sales, consolidated VIEs where the Company is deemed to be the primary beneficiary, and certain equity-linked notes and other secured borrowings. These liabilities are generally payable from the cash flows of the related assets accounted for as Financial instruments owned (see Note 7).

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company pledges its financial instruments owned to collateralize repurchase agreements and other securities financings. Pledged financial instruments that can be sold or repledged by the secured party are identified as Financial instruments owned (pledged to various parties) in the condensed consolidated statements of financial condition. The carrying value and classification of financial instruments owned by the Company that have been loaned or pledged to counterparties where those counterparties do not have the right to sell or repledge the collateral were as follows:

| | At September 30, 2012 | At December 31, 2011 |
|---|---|---|
| | (dollars in millions) | |
| Financial instruments owned: | | |
| U.S. government and agency securities | $ 11,349 | $ 9,263 |
| Other sovereign government obligations | 3,277 | 4,047 |
| Corporate and other debt | 9,316 | 17,024 |
| Corporate equities | 27,792 | 21,664 |
| Total | $ 51,734 | $ 51,998 |

The Company receives collateral in the form of securities in connection with reverse repurchase agreements, securities borrowed and derivative transactions, and customer margin loans. In many cases, the Company is permitted to sell or repledge these securities held as collateral and use the securities to secure repurchase agreements, to enter into securities lending and derivative transactions or for delivery to counterparties to cover short positions. The Company additionally receives securities as collateral in connection with certain securities-for-securities transactions in which the Company is the lender. In instances where the Company is permitted to sell or repledge these securities, the Company reports the fair value of the collateral received and the related obligation to return the collateral in the condensed consolidated statements of financial condition. At September 30, 2012 and December 31, 2011, the fair value of financial instruments received as collateral where the Company is permitted to sell or repledge the securities was $586 billion and $488 billion, respectively, and the fair value of the portion that had been sold or repledged was $438 billion and $335 billion, respectively.

At September 30, 2012 and December 31, 2011, cash and securities deposited with clearing organizations or segregated under federal and other regulations or requirements were as follows:

| | At September 30, 2012 | At December 31, 2011 |
|---|---|---|
| | (dollars in millions) | |
| Cash deposited with clearing organizations or segregated under federal and other regulations or requirements | $ 28,847 | $ 29,454 |
| Securities(1) | 6,937 | 15,120 |
| Total | $ 35,784 | $ 44,574 |

(1) Securities deposited with clearing organizations or segregated under federal and other regulations or requirements are sourced from Federal funds sold and securities purchased under agreements to resell and Financial instruments owned in the condensed consolidated statements of financial condition.

47

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**7. Variable Interest Entities and Securitization Activities.**

The Company is involved with various special purpose entities ( SPEs ) in the normal course of business. In most cases, these entities are deemed to be VIEs.

The Company applies accounting guidance for consolidation of VIEs to certain entities in which equity investors do not have the characteristics of a controlling financial interest. Excluding entities subject to the Deferral (as defined in Note 2 to the consolidated financial statements included in the Form 10-K), the primary beneficiary of a VIE is the party that both (1) has the power to direct the activities of a VIE that most significantly affect the VIE s economic performance and (2) has an obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE. The Company consolidates entities of which it is the primary beneficiary.

The Company s variable interests in VIEs include debt and equity interests, commitments, guarantees, derivative instruments and certain fees. The Company s involvement with VIEs arises primarily from:

- Interests purchased in connection with market-making activities, securities held in its available for sale portfolio and retained interests held as a result of securitization activities, including re-securitization transactions.
- Guarantees issued and residual interests retained in connection with municipal bond securitizations.
- Servicing residential and commercial mortgage loans held by VIEs.
- Loans made to and investments in VIEs that hold debt, equity, real estate or other assets.
- Derivatives entered into with VIEs.
- Structuring of credit-linked notes ( CLN ) or other asset-repackaged notes designed to meet the investment objectives of clients.
- Other structured transactions designed to provide tax-efficient yields to the Company or its clients.

The Company determines whether it is the primary beneficiary of a VIE upon its initial involvement with the VIE and reassesses whether it is the primary beneficiary on an ongoing basis as long as it has any continuing involvement with the VIE. This determination is based upon an analysis of the design of the VIE, including the VIE s structure and activities, the power to make significant economic decisions held by the Company and by other parties, and the variable interests owned by the Company and other parties.

The power to make the most significant economic decisions may take a number of different forms in different types of VIEs. The Company considers servicing or collateral management decisions as representing the power to make the most significant economic decisions in transactions such as securitizations or CDOs. As a result, the Company does not consolidate securitizations or CDOs for which it does not act as the servicer or collateral manager unless it holds certain other rights to replace the servicer or collateral manager or to require the liquidation of the entity. If the Company serves as servicer or collateral manager, or has certain other rights described in the previous sentence, the Company analyzes the interests in the VIE that it holds and consolidates only those VIEs for which it holds a potentially significant interest of the VIE.

The structure of securitization vehicles and CDOs are driven by several parties, including loan seller(s) in securitization transactions, the collateral manager in a CDO, one or more rating agencies, a financial guarantor in some transactions and the underwriter(s) of the transactions, who serve to reflect specific investor demand. In addition, subordinate investors, such as the B-piece buyer in commercial mortgage backed securitizations or equity investors in CDOs, can influence whether specific loans are excluded from a CMBS transaction or investment criteria in a CDO.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For many transactions, such as re-securitization transactions, CLNs and other asset-repackaged notes, there are no significant economic decisions made on an ongoing basis. In these cases, the Company focuses its analysis on decisions made prior to the initial closing of the transaction and at the termination of the transaction. Based upon factors, which include an analysis of the nature of the assets, including whether the assets were issued in a transaction sponsored by the Company and the extent of the information available to the Company and to investors, the number, nature and involvement of investors, other rights held by the Company and investors, the standardization of the legal documentation and the level of the continuing involvement by the Company, including the amount and type of interests owned by the Company and by other investors, the Company concluded in most of these transactions that decisions made prior to the initial closing were shared between the Company and the initial investors. The Company focused its control decision on any right held by the Company or investors related to the termination of the VIE. Most re-securitization transactions, CLNs and other asset-repackaged notes have no such termination rights.

Except for consolidated VIEs included in other structured financings and managed real estate partnerships in the tables below, the Company accounts for the assets held by the entities primarily in Financial instruments owned and the liabilities of the entities as Other secured financings in the condensed consolidated statements of financial condition. For consolidated VIEs included in other structured financings, the Company accounts for the assets held by the entities primarily in Premises, equipment and software costs, and Other assets in the condensed consolidated statements of financial condition. For consolidated VIEs included in managed real estate partnerships, the Company accounts for the assets held by the entities primarily in Financial instruments owned Investments in the condensed consolidated statements of financial condition. Except for consolidated VIEs included in other structured financings, the assets and liabilities are measured at fair value, with changes in fair value reflected in earnings.

The assets owned by many consolidated VIEs cannot be removed unilaterally by the Company and are not generally available to the Company. The related liabilities issued by many consolidated VIEs are non-recourse to the Company. In certain other consolidated VIEs, the Company has the unilateral right to remove assets or provides additional recourse through derivatives such as total return swaps, guarantees or other forms of involvement.

The following tables present information at September 30, 2012 and December 31, 2011 about VIEs that the Company consolidates. Consolidated VIE assets and liabilities are presented after intercompany eliminations and include assets financed on a non-recourse basis.

| | At September 30, 2012 | | | | |
|---|---|---|---|---|---|
| | Mortgage and Asset-backed Securitizations | Collateralized Debt Obligations | Managed Real Estate Partnerships | Other Structured Financings | Other |
| | (dollars in millions) | | | | |
| VIE assets | $ 1,498 | $ 150 | $ 2,326 | $ 813 | $ 2,087 |
| VIE liabilities | $ 834 | $ 24 | $ 82 | $ 2,610 | $ 322 |

| | At December 31, 2011 | | | | |
|---|---|---|---|---|---|
| | Mortgage and Asset-Backed Securitizations | Collateralized Debt Obligations | Managed Real Estate Partnerships | Other Structured Financings | Other |
| | (dollars in millions) | | | | |
| VIE assets | $ 2,414 | $ 102 | $ 2,207 | $ 918 | $ 1,937 |
| VIE liabilities | $ 1,699 | $ 69 | $ 102 | $ 2,576 | $ 556 |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In general, the Company s exposure to loss in consolidated VIEs is limited to losses that would be absorbed on the VIE s assets recognized in its financial statements, net of losses absorbed by third-party holders of the VIE s liabilities. At September 30, 2012 and December 31, 2011, managed real estate partnerships reflected nonredeemable noncontrolling interests in the Company s condensed consolidated financial statements of $1,758 million and $1,653 million, respectively. The Company also had additional maximum exposure to losses of approximately $131 million and $200 million at September 30, 2012 and December 31, 2011, respectively. This additional exposure related primarily to certain derivatives (*e.g.*, instead of purchasing senior securities, the Company has sold credit protection to synthetic CDOs through credit derivatives that are typically related to the most senior tranche of the CDO) and commitments, guarantees and other forms of involvement.

The following tables present information about certain non-consolidated VIEs in which the Company had variable interests at September 30, 2012 and December 31, 2011. The tables include all VIEs in which the Company has determined that its maximum exposure to loss is greater than specific thresholds or meets certain other criteria. Most of the VIEs included in the tables below are sponsored by unrelated parties; the Company s involvement generally is the result of the Company s secondary market-making activities and securities held in its available for sale portfolio (see Note 5).

| | At September 30, 2012 | | | | |
|---|---|---|---|---|---|
| | Mortgage and Asset-Backed Securitizations | Collateralized Debt Obligations | Municipal Tender Option Bonds | Other Structured Financings | Other |
| | (dollars in millions) | | | | |
| VIE assets that the Company does not consolidate (unpaid principal balance)(1) | $ 257,265 | $ 16,828 | $ 3,950 | $ 1,828 | $ 12,973 |
| Maximum exposure to loss: | | | | | |
| Debt and equity interests(2) | $ 21,360 | $ 1,414 | $ 145 | $ 892 | $ 2,983 |
| Derivative and other contracts | 23 | 55 | 2,310 | | 666 |
| Commitments, guarantees and other | 673 | | | 787 | 460 |
| Total maximum exposure to loss | $ 22,056 | $ 1,469 | $ 2,455 | $ 1,679 | $ 4,109 |
| Carrying value of exposure to loss Assets: | | | | | |
| Debt and equity interests(2) | $ 21,360 | $ 1,414 | $ 145 | $ 519 | $ 2,983 |
| Derivative and other contracts | 26 | 8 | 6 | | 194 |
| Total carrying value of exposure to loss Assets | $ 21,386 | $ 1,422 | $ 151 | $ 519 | $ 3,177 |
| Carrying value of exposure to loss Liabilities: | | | | | |
| Derivative and other contracts | $ 10 | $ 2 | $ | $ | $ 294 |
| Commitments, guarantees and other | | | | 11 | |
| Total carrying value of exposure to loss Liabilities | $ 10 | $ 2 | $ | $ 11 | $ 294 |

(1) Mortgage and asset-backed securitizations include VIE assets as follows: $22.1 billion of residential mortgages; $58.8 billion of commercial mortgages; $119.2 billion of U.S. agency collateralized mortgage obligations; and $57.2 billion of other consumer or commercial loans.

(2) Mortgage and asset-backed securitizations include VIE debt and equity interests as follows: $0.8 billion of residential mortgages; $1.2 billion of commercial mortgages; $14.3 billion of U.S. agency collateralized mortgage obligations; and $5.1 billion of other consumer or commercial loans.

50

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | At December 31, 2011 | | | | |
|---|---|---|---|---|---|
| | Mortgage and Asset-Backed Securitizations | Collateralized Debt Obligations | Municipal Tender Option Bonds | Other Structured Financings | Other |
| | (dollars in millions) | | | | |
| VIE assets that the Company does not consolidate (unpaid principal balance)(1) | $ 231,110 | $ 7,593 | $ 6,833 | $ 1,944 | $ 20,997 |
| Maximum exposure to loss: | | | | | |
| Debt and equity interests(2) | $ 16,469 | $ 491 | $ 201 | $ 978 | $ 2,413 |
| Derivative and other contracts | 103 | 843 | 4,141 | | 1,209 |
| Commitments, guarantees and other | 208 | | | 804 | 561 |
| Total maximum exposure to loss | $ 16,780 | $ 1,334 | $ 4,342 | $ 1,782 | $ 4,183 |
| Carrying value of exposure to loss Assets: | | | | | |
| Debt and equity interests(2) | $ 16,469 | $ 491 | $ 201 | $ 640 | $ 2,413 |
| Derivative and other contracts | 101 | 657 | 24 | | 338 |
| Total carrying value of exposure to loss Assets | $ 16,570 | $ 1,148 | $ 225 | $ 640 | $ 2,751 |
| Carrying value of exposure to loss Liabilities: | | | | | |
| Derivative and other contracts | $ 13 | $ 159 | $ | $ | $ 114 |
| Commitments, guarantees and other | | | | 14 | 176 |
| Total carrying value of exposure to loss Liabilities | $ 13 | $ 159 | $ | $ 14 | $ 290 |

(1) Mortgage and asset-backed securitizations include VIE assets as follows: $9.1 billion of residential mortgages; $81.7 billion of commercial mortgages; $121.6 billion of U.S. agency collateralized mortgage obligations; and $18.7 billion of other consumer or commercial loans. Prior period amounts were adjusted to conform to the current period s presentation.

(2) Mortgage and asset-backed securitizations include VIE debt and equity interests as follows: $0.6 billion of residential mortgages; $1.1 billion of commercial mortgages; $13.5 billion of U.S. agency collateralized mortgage obligations; and $1.3 billion of other consumer or commercial loans. Prior period amounts were adjusted to conform to the current period s presentation.

The Company s maximum exposure to loss often differs from the carrying value of the VIE s assets. The maximum exposure to loss is dependent on the nature of the Company s variable interest in the VIEs and is limited to the notional amounts of certain liquidity facilities, other credit support, total return swaps, written put options, and the fair value of certain other derivatives and investments the Company has made in the VIEs. Liabilities issued by VIEs generally are non-recourse to the Company. Where notional amounts are utilized in quantifying maximum exposure related to derivatives, such amounts do not reflect fair value writedowns already recorded by the Company.

The Company s maximum exposure to loss does not include the offsetting benefit of any financial instruments that the Company may utilize to hedge these risks associated with the Company s variable interests. In addition, the Company s maximum exposure to loss is not reduced by the amount of collateral held as part of a transaction with the VIE or any party to the VIE directly against a specific exposure to loss.

Securitization transactions generally involve VIEs. Primarily as a result of its secondary market-making activities, the Company owned additional securities issued by securitization SPEs for which the maximum exposure to loss is less than specific thresholds. These additional securities totaled $3.6 billion at September 30, 2012. These securities were either retained in connection with transfers of assets by the Company, acquired in connection with secondary market-making activities or held in the Company s available for sale portfolio. Securities issued by securitization SPEs consist of $0.6 billion of securities backed primarily by residential

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

mortgage loans, $0.9 billion of securities backed by U.S. agency collateralized mortgage obligations, $0.7 billion of securities backed by commercial mortgage loans, $0.5 billion of securities backed by collateralized debt obligations or collateralized loan obligations and $0.9 billion backed by other consumer loans, such as credit card receivables, automobile loans and student loans. The Company s primary risk exposure is to the securities issued by the SPE owned by the Company, with the risk highest on the most subordinate class of beneficial interests. These securities generally are included in Financial instruments owned Corporate and other debt or Securities available for sale and are measured at fair value. The Company does not provide additional support in these transactions through contractual facilities, such as liquidity facilities, guarantees or similar derivatives. The Company s maximum exposure to loss generally equals the fair value of the securities owned. Included in the amounts above are certain securitization securities held in the Company s available for sale portfolio (see Note 5).

The Company s transactions with VIEs primarily include securitizations, municipal tender option bond trusts, credit protection purchased through CLNs, other structured financings, collateralized loan and debt obligations, equity-linked notes, managed real estate partnerships and asset management investment funds. The Company s continuing involvement in VIEs that it does not consolidate can include ownership of retained interests in Company-sponsored transactions, interests purchased in the secondary market (both for Company-sponsored transactions and transactions sponsored by third parties), derivatives with securitization SPEs (primarily interest rate derivatives in commercial mortgage and residential mortgage securitizations and credit derivatives in which the Company has purchased protection in synthetic CDOs), and as servicer in residential mortgage securitizations in the U.S. and Europe and commercial mortgage securitizations in Europe. Such activities are further described in Note 7 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K.

***Transfers of Assets with Continuing Involvement.***

The following tables present information at September 30, 2012 regarding transactions with SPEs in which the Company, acting as principal, transferred financial assets with continuing involvement and received sales treatment.

| | At September 30, 2012 | | | |
|---|---|---|---|---|
| | Residential Mortgage Loans | Commercial Mortgage Loans | U.S. Agency Collateralized Mortgage Obligations | Credit-Linked Notes and Other |
| | (dollars in millions) | | | |
| SPE assets (unpaid principal balance)(1) | $ 37,773 | $ 69,579 | $ 16,338 | $ 14,034 |
| Retained interests (fair value): | | | | |
| Investment grade | $ 1 | $ 12 | $ 1,390 | $ |
| Non-investment grade | 32 | 52 | | 1,527 |
| Total retained interests (fair value) | $ 33 | $ 64 | $ 1,390 | $ 1,527 |
| Interests purchased in the secondary market (fair value): | | | | |
| Investment grade | $ 14 | $ 142 | $ 159 | $ 383 |
| Non-investment grade | 66 | 60 | | 34 |
| Total interests purchased in the secondary market (fair value) | $ 80 | $ 202 | $ 159 | $ 417 |
| Derivative assets (fair value) | $ 5 | $ 999 | $ | $ 132 |
| Derivative liabilities (fair value) | $ 21 | $ 1 | $ | $ 417 |

(1) Amounts include assets transferred by unrelated transferors.

52

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | At September 30, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| | (dollars in millions) | | | |
| Retained interests (fair value): | | | | |
| Investment grade | $ | $ 1,398 | $ 5 | $ 1,403 |
| Non-investment grade | | 69 | 1,542 | 1,611 |
| Total retained interests (fair value) | $ | $ 1,467 | $ 1,547 | $ 3,014 |
| Interests purchased in the secondary market (fair value): | | | | |
| Investment grade | $ | $ 698 | $ | $ 698 |
| Non-investment grade | | 114 | 46 | 160 |
| Total interests purchased in the secondary market (fair value) | $ | $ 812 | $ 46 | $ 858 |
| Derivative assets (fair value) | $ | $ 718 | $ 418 | $ 1,136 |
| Derivative liabilities (fair value) | $ | $ 411 | $ 28 | $ 439 |

The following tables present information at December 31, 2011 regarding transactions with SPEs in which the Company, acting as principal, transferred assets with continuing involvement and received sales treatment.

| | At December 31, 2011 | | | |
|---|---|---|---|---|
| | Residential Mortgage Loans | Commercial Mortgage Loans | U.S. Agency Collateralized Mortgage Obligations | Credit-Linked Notes and Other |
| | (dollars in millions) | | | |
| SPE assets (unpaid principal balance)(1) | $ 41,977 | $ 85,333 | $ 33,728 | $ 14,315 |
| Retained interests (fair value): | | | | |
| Investment grade | $ 14 | $ 22 | $ 1,151 | $ 2 |
| Non-investment grade | 106 | 44 | | 1,545 |
| Total retained interests (fair value) | $ 120 | $ 66 | $ 1,151 | $ 1,547 |
| Interests purchased in the secondary market (fair value): | | | | |
| Investment grade | $ 45 | $ 164 | $ 20 | $ 411 |
| Non-investment grade | 149 | 82 | | 11 |
| Total interests purchased in the secondary market (fair value) | $ 194 | $ 246 | $ 20 | $ 422 |
| Derivative assets (fair value) | $ 18 | $ 1,200 | $ | $ 223 |
| Derivative liabilities (fair value) | $ 30 | $ 31 | $ | $ 510 |

(1) Amounts include assets transferred by unrelated transferors.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | At December 31, 2011 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| | (dollars in millions) | | | |
| Retained interests (fair value): | | | | |
| Investment grade | $ | $ 1,186 | $ 3 | $ 1,189 |
| Non-investment grade | | 74 | 1,621 | 1,695 |
| Total retained interests (fair value) | $ | $ 1,260 | $ 1,624 | $ 2,884 |
| Interests purchased in the secondary market (fair value): | | | | |
| Investment grade | $ | $ 638 | $ 2 | $ 640 |
| Non-investment grade | | 126 | 116 | 242 |
| Total interests purchased in the secondary market (fair value) | $ | $ 764 | $ 118 | $ 882 |
| Derivative assets (fair value) | $ | $ 869 | $ 572 | $ 1,441 |
| Derivative liabilities (fair value) | $ | $ 541 | $ 30 | $ 571 |

Transferred assets are carried at fair value prior to securitization, and any changes in fair value are recognized in the condensed consolidated statements of income. The Company may act as underwriter of the beneficial interests issued by securitization vehicles. Investment banking underwriting net revenues are recognized in connection with these transactions. The Company may retain interests in the securitized financial assets as one or more tranches of the securitization. These retained interests are included in the condensed consolidated statements of financial condition at fair value. Any changes in the fair value of such retained interests are recognized in the condensed consolidated statements of income.

Net gains on sales of assets in securitization transactions at the time of the sale were not material in the nine months ended September 30, 2012 and 2011.

During the nine months ended September 30, 2012 and 2011, the Company received proceeds from new securitization transactions of $13.7 billion and $18.6 billion, respectively. During the nine months ended September 30, 2012 and 2011, the Company received proceeds from cash flows from retained interests in securitization transactions of $3.2 billion and $5.7 billion, respectively.

The Company has provided, or otherwise agreed to be responsible for, representations and warranties regarding certain assets transferred in securitization transactions sponsored by the Company (see Note 12).

***Failed Sales.***

In order to be treated as a sale of assets for accounting purposes, a transaction must meet all of the criteria stipulated in the accounting guidance for the transfer of financial assets. If the transfer fails to meet these criteria, that transfer of financial assets is treated as a failed sale. In such case, the Company continues to recognize the assets in Financial instruments owned, and the Company recognizes the associated liabilities in Other secured financings in the condensed consolidated statements of financial condition.

The assets transferred to many unconsolidated VIEs in transactions accounted for as failed sales cannot be removed unilaterally by the Company and are not generally available to the Company. The related liabilities issued by many unconsolidated VIEs are non-recourse to the Company. In certain other failed sale transactions, the Company has the unilateral right to remove assets or provide additional recourse through derivatives such as total return swaps, guarantees or other forms of involvement.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents information about the carrying value (equal to fair value) of assets and liabilities resulting from transfers of financial assets treated by the Company as secured financings:

| | At September 30, 2012 Carrying Value of | | At December 31, 2011 Carrying Value of | |
|---|---|---|---|---|
| | Assets | Liabilities | Assets | Liabilities |
| | (dollars in millions) | | | |
| Commercial mortgage loans | $ | $ | $ 121 | $ 121 |
| Credit-linked notes | 302 | 245 | 383 | 339 |
| Equity-linked transactions | 373 | 351 | 1,243 | 1,214 |
| Other | 55 | 55 | 75 | 74 |

***Mortgage Servicing Activities.***

*Mortgage Servicing Rights.* The Company may retain servicing rights to certain mortgage loans that are sold. These transactions create an asset referred to as MSRs, which totaled approximately $6 million and $133 million at September 30, 2012 and December 31, 2011, respectively, and are included within Intangible assets and carried at fair value in the condensed consolidated statements of financial condition. On April 2, 2012, the Company sold MSRs which totaled approximately $84 million and approximately $119 million at April 2, 2012 and December 31, 2011, respectively (see Notes 1 and 21).

*SPE Mortgage Servicing Activities.* The Company services residential mortgage loans in the U.S. and commercial mortgage loans in Europe owned by SPEs, including SPEs sponsored by the Company and SPEs not sponsored by the Company. The Company generally holds retained interests in Company-sponsored SPEs. In some cases, as part of its market-making activities, the Company may own some beneficial interests issued by both Company-sponsored and non-Company sponsored SPEs.

The Company provides no credit support as part of its servicing activities. The Company is required to make servicing advances to the extent that it believes that such advances will be reimbursed. Reimbursement of servicing advances is a senior obligation of the SPE, senior to the most senior beneficial interests outstanding. Outstanding advances are included in Other assets and are recorded at cost, net of allowances. Advances at September 30, 2012 and December 31, 2011 totaled approximately $104 million and $1,296 million, respectively, net of allowances of $8 million and $14 million at September 30, 2012 and December 31, 2011, respectively. The decline in servicing advances is largely the result of the sale in MSRs discussed above.

The following tables present information about the Company s mortgage servicing activities for SPEs to which the Company transferred loans at September 30, 2012 and December 31, 2011:

| | At September 30, 2012 | | | |
|---|---|---|---|---|
| | Residential Mortgage Unconsolidated SPEs | Residential Mortgage Consolidated SPEs | Commercial Mortgage Unconsolidated SPEs | Commercial Mortgage Consolidated SPEs |
| | (dollars in millions) | | | |
| Assets serviced (unpaid principal balance) | $ 815 | $ 1,161 | $ 5,047 | $ 890 |
| Amounts past due 90 days or greater (unpaid principal balance)(1) | $ 97 | $ 42 | $ | $ |
| Percentage of amounts past due 90 days or greater(1) | 11.9% | 3.6% | | |
| Credit losses | $ 3 | $ 5 | $ | $ |

(1) Amounts include loans that are at least 90 days contractually delinquent, loans for which the borrower has filed for bankruptcy, loans in foreclosure and real estate owned.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | At December 31, 2011 | | | |
|---|---|---|---|---|
| | Residential Mortgage Unconsolidated SPEs | Residential Mortgage Consolidated SPEs | Commercial Mortgage Unconsolidated SPEs | Commercial Mortgage Consolidated SPEs |
| | (dollars in millions) | | | |
| Assets serviced (unpaid principal balance) | $ 9,821 | $ 2,180 | $ 5,750 | $ 1,596 |
| Amounts past due 90 days or greater (unpaid principal balance)(1) | $ 3,087 | $ 354 | $ | $ |
| Percentage of amounts past due 90 days or greater(1) | 31.4% | 16.2% | | |
| Credit losses | $ 631 | $ 81 | $ | $ |

(1) Amounts include loans that are at least 90 days contractually delinquent, loans for which the borrower has filed for bankruptcy, loans in foreclosure and real estate owned.

**8. Financing Receivables.**

*Loans held for investment.*

The Company s loans held for investment are recorded at amortized cost and classified as Loans in the condensed consolidated statements of financial condition.

The Company s loans held for investment at September 30, 2012 and December 31, 2011 included the following:

| | At September 30, 2012 | At December 31, 2011 |
|---|---|---|
| | (dollars in millions) | |
| Commercial and industrial | $ 8,202 | $ 5,083 |
| Consumer loans | 6,826 | 5,170 |
| Residential real estate loans | 6,097 | 4,674 |
| Wholesale real estate loans | 448 | 328 |
| Total loans held for investment(1) | $ 21,573 | $ 15,255 |

(1) Amounts are net of allowances of $101 million and $17 million at September 30, 2012 and December 31, 2011, respectively. The increases for the quarter and nine months ended September 30, 2012 were primarily driven by enhancements to the estimates for the inherent losses for and growth in the Company s held for investment portfolio.

The above table does not include loans held for sale of $2,771 million and $114 million at September 30, 2012 and December 31, 2011, respectively.

The Company s Credit Risk Management Department evaluates new obligors before credit transactions are initially approved, and at least annually thereafter for consumer and industrial loans. For corporate and commercial loans, credit evaluations typically involve the evaluation of financial statements, assessment of leverage, liquidity, capital strength, asset composition and quality, market capitalization and access to capital markets, cash flow projections and debt service requirements, and the adequacy of collateral, if applicable. The Company s Credit Risk

Management Department will also evaluate strategy, market position, industry dynamics, obligor s management and other factors that could affect the obligor s risk profile. For residential real estate and consumer loans, the initial credit evaluation includes, but is not limited to, review of the obligor s income, net worth, liquidity, collateral, loan-to-value ratio, and credit bureau information. Subsequent credit monitoring for residential real estate loans is performed at the portfolio level. Consumer loan collateral values are monitored on an ongoing basis.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

At September 30, 2012, the Company collectively evaluated for impairment, gross of the allowance, commercial and industrial loans, consumer loans, residential real estate loans and wholesale real estate loans of $8,248 million, $6,833 million, $6,099 million and $420 million, respectively. The Company individually evaluated for impairment, gross of the allowance, commercial and industrial loans, residential real estate loans and wholesale real estate loans of $42 million, $1 million and $30 million respectively. Commercial and industrial loans of approximately $21 million and wholesale real estate loans of approximately $30 million were impaired at September 30, 2012. Approximately 100% of the Company s loan portfolio was current at September 30, 2012.

At December 31, 2011, the Company collectively evaluated for impairment gross commercial and industrial loans, consumer loans, residential real estate loans and wholesale real estate loans of $4,934 million, $5,072 million, $4,675 million and $278 million, respectively. The Company individually evaluated for impairment gross commercial and industrial loans, consumer and wholesale real estate loans of $163 million, $100 million and $50 million, respectively. Commercial and industrial loans of approximately $33 million and wholesale real estate loans of approximately $50 million were impaired at December 31, 2011. Approximately 99% of the Company s loan portfolio was current at December 31, 2011.

The Company assigned an internal grade of doubtful to certain commercial asset-backed and wholesale real estate loans totaling $25 million and $87 million at September 30, 2012 and December 31, 2011, respectively. Doubtful loans can be classified as current if the borrower is making payments in accordance with the loan agreement. The Company assigned an internal grade of pass to the majority of its remaining loan portfolio.

For a description of the Company s loan portfolio and credit quality indicators utilized in its credit monitoring process, see Note 8 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K.

*Employee Loans.*

Employee loans are granted primarily in conjunction with a program established in the Global Wealth Management Group business segment to retain and recruit certain employees. These loans are recorded in Receivables Fees, interest and other in the condensed consolidated statements of financial condition. These loans are full recourse, generally require periodic payments and have repayment terms ranging from one to 12 years. The Company establishes a reserve for loan amounts it does not consider recoverable from terminated employees, which is recorded in Compensation and benefits expense. At September 30, 2012, the Company had $6,073 million of employee loans, net of an allowance of approximately $131 million. At December 31, 2011, the Company had $5,610 million of employee loans, net of an allowance of approximately $119 million.

The Company has also granted loans to other employees primarily in conjunction with certain after-tax leveraged investment arrangements. At September 30, 2012, the balance of these loans was $182 million, net of an allowance of approximately $110 million. At December 31, 2011, the balance of these loans was $162 million, net of an allowance of approximately $133 million. The Company establishes a reserve for non-recourse loan amounts not recoverable from employees, which is recorded in Other expense.

*Collateralized Transactions.*

In certain instances, the Company enters into reverse repurchase agreements and securities borrowed transactions to acquire securities to cover short positions, to settle other securities obligations and to accommodate customers needs. The Company also engages in securities financing transactions for customers through margin lending (see Note 6).

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Servicing Advances.*

As part of its servicing activities, the Company may make servicing advances to the extent that it believes that such advances will be reimbursed (see Note 7).

**9. Goodwill and Net Intangible Assets.**

The Company tests goodwill for impairment on an annual basis and on an interim basis when certain events or circumstances exist. The Company tests for impairment at the reporting unit level, which is generally at the level of or one level below its business segments. For both the annual and interim tests, the Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If after assessing the totality of events or circumstances, the Company determines it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then performing the two-step impairment test is not required. However, if the Company concludes otherwise, then it is required to perform the first step of the two-step impairment test. Goodwill impairment is determined by comparing the estimated fair value of a reporting unit with its respective carrying value. If the estimated fair value exceeds the carrying value, goodwill at the reporting unit level is not deemed to be impaired. If the estimated fair value is below carrying value, however, further analysis is required to determine the amount of the impairment. Additionally, if the carrying value of a reporting unit is zero or a negative value and it is determined that it is more likely than not the goodwill is impaired, further analysis is required. The estimated fair values of the reporting units are derived based on valuation techniques the Company believes market participants would use for each of the reporting units.

The estimated fair values of the reporting units are generally determined utilizing methodologies that incorporate price-to-book and price-to-earnings multiples of certain comparable companies. The Company also utilizes a discounted cash flow methodology for certain reporting units.

The Company completed its annual goodwill impairment testing at July 1, 2012. The Company s testing did not indicate any goodwill impairment as each of the Company s reporting units with goodwill had a fair value that was substantially in excess of its carrying value.

Due to the volatility in the equity markets, the economic outlook and the Company s common shares trading below book value during the quarter ended September 30, 2012, the Company performed additional impairment testing, which did not result in any goodwill impairment. Adverse market or economic events could result in impairment charges in future periods. At September 30, 2012 and December 31, 2011, each of the Company s reporting units with goodwill had a fair value that was substantially in excess of its carrying value.

***Goodwill.***

Changes in the carrying amount of the Company s goodwill, net of accumulated impairment losses for the nine months ended September 30, 2012, were as follows:

| | Institutional Securities | Global Wealth Management Group | Asset Management | Total |
|---|---|---|---|---|
| | (dollars in millions) | | | |
| **Goodwill at December 31, 2011(1)** | $ 330 | $ 5,616 | $ 740 | $ 6,686 |
| Foreign currency translation adjustments and other | 1 | | | 1 |
| Goodwill disposed of during the period(2) | | (65) | | (65) |

| | | | | |
|---|---|---|---|---|
| **Goodwill at September 30, 2012(1)** | $ 331 | $ 5,551 | $ 740 | $ 6,622 |

58

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(1) The amount of the Company s goodwill before accumulated impairments of $700 million, which included $673 million related to the Institutional Securities business segment and $27 million related to the Asset Management business segment, was $7,322 million and $7,386 million at September 30, 2012 and December 31, 2011, respectively.
(2) The Global Wealth Management Group activity represents goodwill disposed of in connection with the sale of Quilter (see Notes 1 and 21).

***Net Intangible Assets.***

Changes in the carrying amount of the Company s intangible assets for the nine months ended September 30, 2012 were as follows:

| | Institutional Securities | Global Wealth Management Group | Asset Management | Total |
|---|---|---|---|---|
| | | (dollars in millions) | | |
| **Amortizable net intangible assets at December 31, 2011** | $ 229 | $ 3,641 | $ 2 | $ 3,872 |
| Mortgage servicing rights (see Note 7) | 122 | 11 | | 133 |
| Indefinite-lived intangible assets | | 280 | | 280 |
| **Net intangible assets at December 31, 2011** | $ 351 | $ 3,932 | $ 2 | $ 4,285 |
| **Amortizable net intangible assets at December 31, 2011** | $ 229 | $ 3,641 | $ 2 | $ 3,872 |
| Foreign currency translation adjustments and other | (2) | 1 | | (1) |
| Amortization expense | (12) | (240) | | (252) |
| Impairment losses(1) | (4) | | | (4) |
| Increase due to Smith Barney trade name(2) | | 280 | | 280 |
| Intangible assets acquired during the period | 4 | | | 4 |
| **Amortizable net intangible assets at September 30, 2012** | 215 | 3,682 | 2 | 3,899 |
| Mortgage servicing rights (see Note 7) | | 6 | | 6 |
| **Net intangible assets at September 30, 2012** | $ 215 | $ 3,688 | $ 2 | $ 3,905 |

(1) Impairment losses are recorded within Other expenses.
(2) The Global Wealth Management Group business segment activity represents the reclassification of $280 million from an indefinite-lived to a finite-lived intangible assets (see Note 2).

**10. Long-Term Borrowings and Other Secured Financings.**

The Company s long-term borrowings included the following components:

| | At September 30, 2012 | At December 31, 2011 |
|---|---|---|

| | (dollars in millions) | |
|---|---|---|
| Senior debt | $ 159,746 | $ 175,471 |
| Subordinated debt | 3,865 | 3,910 |
| Junior subordinated debentures | 4,833 | 4,853 |
| Total | $ 168,444 | $ 184,234 |

During the nine months ended September 30, 2012, the Company issued and reissued notes with a principal amount of approximately $16 billion. During the nine months ended September 30, 2012, approximately $36 billion of notes matured or were retired.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The weighted average maturity of the Company s long-term borrowings, based upon stated maturity dates, was approximately 5.6 years and 5.0 years at September 30, 2012 and December 31, 2011, respectively.

***Other Secured Financings.***

Other secured financings include the liabilities related to transfers of financial assets that are accounted for as financings rather than sales, consolidated VIEs where the Company is deemed to be the primary beneficiary, pledged commodities, certain equity-linked notes and other secured borrowings. See Note 7 for further information on other secured financings related to variable interest entities and securitization activities.

The Company s other secured financings consisted of the following:

| | At September 30, 2012 | At December 31, 2011 |
|---|---|---|
| | (dollars in millions) | |
| Secured financings with original maturities greater than one year | $ 17,192 | $ 18,696 |
| Secured financings with original maturities one year or less | 330 | 275 |
| Failed sales(1) | 651 | 1,748 |
| Total(2) | $ 18,173 | $ 20,719 |

(1) For more information on failed sales, see Note 7.
(2) Amounts include $9,674 million and $14,594 million at fair value at September 30, 2012 and December 31, 2011, respectively.

**11. Derivative Instruments and Hedging Activities.**

The Company trades, makes markets and takes proprietary positions globally in listed futures, OTC swaps, forwards, options and other derivatives referencing, among other things, interest rates, currencies, investment grade and non-investment grade corporate credits, loans, bonds, U.S. and other sovereign securities, emerging market bonds and loans, credit indices, asset-backed security indices, property indices, mortgage-related and other asset-backed securities, and real estate loan products. The Company uses these instruments for trading, foreign currency exposure management and asset and liability management.

The Company manages its trading positions by employing a variety of risk mitigation strategies. These strategies include diversification of risk exposures and hedging. Hedging activities consist of the purchase or sale of positions in related securities and financial instruments, including a variety of derivative products (*e.g.*, futures, forwards, swaps and options). The Company manages the market risk associated with its trading activities on a Company-wide basis, on a worldwide trading division level and on an individual product basis.

The Company s derivative products consist of the following:

| | At September 30, 2012 | | At December 31, 2011 | |
|---|---|---|---|---|
| | Assets | Liabilities | Assets | Liabilities |
| | (dollars in millions) | | | |

| | | | | |
|---|---|---|---|---|
| Exchange traded derivative products | $ 3,839 | $ 6,003 | $ 4,103 | $ 4,969 |
| OTC derivative products | 30,729 | 29,030 | 43,961 | 41,484 |
| Total | $ 34,568 | $ 35,033 | $ 48,064 | $ 46,453 |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company incurs credit risk as a dealer in OTC derivatives. Credit risk with respect to derivative instruments arises from the failure of a counterparty to perform according to the terms of the contract. The Company s exposure to credit risk at any point in time is represented by the fair value of the derivative contracts reported as assets. The fair value of a derivative represents the amount at which the derivative could be exchanged in an orderly transaction between market participants and is further described in Notes 2 and 4.

In connection with its OTC derivative activities, the Company generally enters into master netting agreements and collateral arrangements with counterparties. These agreements provide the Company with the ability to offset a counterparty s rights and obligations, request additional collateral when necessary or liquidate the collateral in the event of counterparty default.

The tables below present a summary by counterparty credit rating and remaining contract maturity of the fair value of OTC derivatives in a gain position at September 30, 2012 and December 31, 2011, respectively. Fair value is presented in the final column, net of collateral received (principally cash and U.S. government and agency securities):

**OTC Derivative Products Financial Instruments Owned at September 30, 2012(1)**

| | Years to Maturity | | | | Cross-Maturity and | | |
|---|---|---|---|---|---|---|---|
| Credit Rating(2) | Less than 1 | 1 - 3 | 3 - 5 | Over 5 | Cash Collateral Netting(3) | Net Exposure Post-Cash Collateral | Net Exposure Post-Collateral |
| | (dollars in millions) | | | | | | |
| AAA | $ 537 | $ 383 | $ 1,710 | $ 5,838 | $ (5,038) | $ 3,430 | $ 2,979 |
| AA | 1,563 | 3,371 | 3,109 | 9,057 | (10,672) | 6,428 | 4,353 |
| A | 6,005 | 9,684 | 15,456 | 29,596 | (51,133) | 9,609 | 7,388 |
| BBB | 2,720 | 3,608 | 3,920 | 18,238 | (21,896) | 6,590 | 5,153 |
| Non-investment grade | 2,436 | 2,376 | 1,751 | 4,725 | (6,615) | 4,672 | 2,658 |
| Total | $ 13,261 | $ 19,422 | $ 25,946 | $ 67,454 | $ (95,354) | $ 30,729 | $ 22,531 |

(1) Fair values shown represent the Company s net exposure to counterparties related to the Company s OTC derivative products. Amounts include centrally cleared derivatives. The table does not include listed derivatives and the effect of any related hedges utilized by the Company.
(2) Obligor credit ratings are determined by the Company s Credit Risk Management Department.
(3) Amounts represent the netting of receivable balances with payable balances for the same counterparty across maturity categories. Receivable and payable balances with the same counterparty in the same maturity category are netted within such maturity category, where appropriate. Cash collateral received is netted on a counterparty basis, provided legal right of offset exists.

**OTC Derivative Products Financial Instruments Owned at December 31, 2011(1)**

| | Years to Maturity | | | | Cross-Maturity and | | |
|---|---|---|---|---|---|---|---|
| Credit Rating(2) | Less than 1 | 1 - 3 | 3 - 5 | Over 5 | Cash Collateral Netting(3) | Net Exposure Post-Cash Collateral | Net Exposure Post-Collateral |
| | (dollars in millions) | | | | | | |
| AAA | $ 621 | $ 1,615 | $ 1,586 | $ 10,375 | $ (7,513) | $ 6,684 | $ 6,389 |
| AA | 5,578 | 7,547 | 5,972 | 21,068 | (31,074) | 9,091 | 7,048 |
| A | 7,576 | 5,538 | 10,224 | 27,417 | (41,608) | 9,147 | 7,117 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| BBB | 4,437 | 4,448 | 3,231 | 17,758 | (17,932) | 11,942 | 10,337 |
| Non-investment grade | 2,819 | 2,949 | 2,703 | 5,084 | (6,458) | 7,097 | 4,158 |
| Total | $ 21,031 | $ 22,097 | $ 23,716 | $ 81,702 | $ (104,585) | $ 43,961 | $ 35,049 |

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(1) Fair values shown represent the Company s net exposure to counterparties related to the Company s OTC derivative products. Amounts include centrally cleared derivatives. The table does not include listed derivatives and the effect of any related hedges utilized by the Company.
(2) Obligor credit ratings are determined by the Company s Credit Risk Management Department.
(3) Amounts represent the netting of receivable balances with payable balances for the same counterparty across maturity categories. Receivable and payable balances with the same counterparty in the same maturity category are netted within such maturity category, where appropriate. Cash collateral received is netted on a counterparty basis, provided legal right of offset exists.

***Hedge Accounting.***

The Company applies hedge accounting using various derivative financial instruments to hedge interest rate and foreign exchange risk arising from assets and liabilities not held at fair value as part of asset and liability management and foreign currency exposure management.

The Company s hedges are designated and qualify for accounting purposes as one of the following types of hedges: hedges of exposure to changes in fair value of assets and liabilities being hedged (fair value hedges) and hedges of net investments in foreign operations whose functional currency is different from the reporting currency of the parent company (net investment hedges).

For all hedges where hedge accounting is being applied, effectiveness testing and other procedures to ensure the ongoing validity of the hedges are performed at least monthly.

***Fair Value Hedges Interest Rate Risk.*** The Company s designated fair value hedges consisted primarily of interest rate swaps designated as fair value hedges of changes in the benchmark interest rate of fixed rate senior long-term borrowings. The Company uses regression analysis to perform an ongoing prospective and retrospective assessment of the effectiveness of these hedging relationships (*i.e.*, the Company applies the long-haul method of hedge accounting). A hedging relationship is deemed effective if the fair values of the hedging instrument (derivative) and the hedged item (debt liability) change inversely within a range of 80% to 125%. The Company considers the impact of valuation adjustments related to the Company s own credit spreads and counterparty credit spreads to determine whether they would cause the hedging relationship to be ineffective.

For qualifying fair value hedges of benchmark interest rates, the changes in the fair value of the derivative and the changes in the fair value of the hedged liability provide offset of one another and, together with any resulting ineffectiveness, are recorded in Interest expense. When a derivative is de-designated as a hedge, any basis adjustment remaining on the hedged liability is amortized to Interest expense over the remaining life of the liability using the effective interest method.

***Net Investment Hedges.*** The Company may utilize forward foreign exchange contracts to manage the currency exposure relating to its net investments in non-U.S. dollar functional currency operations. No hedge ineffectiveness is recognized in earnings since the notional amounts of the hedging instruments equal the portion of the investments being hedged and the currencies being exchanged are the functional currencies of the parent and investee. The gain or loss from revaluing hedges of net investments in foreign operations at the spot rate is deferred and reported within Accumulated other comprehensive income (loss) in Total Equity, net of tax effects. The forward points on the hedging instruments are recorded in Interest income.

In the nine months ended September 30, 2012, the Company recognized an out of period pre-tax gain of approximately $109 million in the Institutional Securities business segment s Other sales and trading net revenues, related to the reversal of amounts recorded in cumulative other comprehensive income due to the incorrect application of hedge accounting on certain derivative contracts previously designated as net investment

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

hedges of certain foreign, non-US dollar denominated subsidiaries. The Company has evaluated the effects of the incorrect application of hedge accounting, both qualitatively and quantitatively, and concluded that it did not have a material impact on any prior annual or quarterly consolidated financial statements. Subsequent to the identification of the incorrect application of net investment hedge accounting, the Company has appropriately redesignated the forward foreign exchange contracts and reapplied hedge accounting.

The following tables summarize the fair value of derivative instruments designated as accounting hedges and the fair value of derivative instruments not designated as accounting hedges by type of derivative contract on a gross basis. Fair values of derivative contracts in an asset position are included in Financial instruments owned Derivative and other contracts. Fair values of derivative contracts in a liability position are reflected in Financial instruments sold, not yet purchased Derivative and other contracts.

| | Assets at September 30, 2012 | | Liabilities at September 30, 2012 | |
|---|---|---|---|---|
| | Fair Value | Notional | Fair Value | Notional |
| | (dollars in millions) | | | |
| Derivatives designated as accounting hedges: | | | | |
| Interest rate contracts | $ 8,861 | $ 74,814 | $ 111 | $ 2,007 |
| Foreign exchange contracts | 52 | 5,112 | 310 | 15,408 |
| Total derivatives designated as accounting hedges | 8,913 | 79,926 | 421 | 17,415 |
| Derivatives not designated as accounting hedges(1): | | | | |
| Interest rate contracts | 870,982 | 18,679,751 | 850,043 | 18,349,898 |
| Credit contracts | 80,233 | 2,140,221 | 75,297 | 2,013,742 |
| Foreign exchange contracts | 47,406 | 1,922,219 | 52,856 | 2,032,377 |
| Equity contracts | 45,561 | 677,338 | 50,790 | 702,877 |
| Commodity contracts | 28,413 | 430,743 | 30,199 | 420,111 |
| Other | 146 | 2,423 | 61 | 4,677 |
| Total derivatives not designated as accounting hedges | 1,072,741 | 23,852,695 | 1,059,246 | 23,523,682 |
| Total derivatives | $ 1,081,654 | $ 23,932,621 | $ 1,059,667 | $ 23,541,097 |
| Cash collateral netting | (69,553) | | (47,102) | |
| Counterparty netting | (977,533) | | (977,532) | |
| Total derivatives | $ 34,568 | $ 23,932,621 | $ 35,033 | $ 23,541,097 |

(1) Notional amounts include gross notionals related to open long and short futures contracts of $74 billion and $77 billion, respectively. The unsettled fair value on these futures contracts (excluded from the table above) of $1,134 million and $7 million is included in Receivables Brokers, dealers and clearing organizations and Payables Brokers, dealers and clearing organizations, respectively, on the condensed consolidated statements of financial condition.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | Assets at December 31, 2011 | | Liabilities at December 31, 2011 | |
|---|---|---|---|---|
| | Fair Value | Notional | Fair Value | Notional |
| | (dollars in millions) | | | |
| Derivatives designated as accounting hedges: | | | | |
| Interest rate contracts | $ 8,151 | $ 71,706 | $ | $ |
| Foreign exchange contracts | 348 | 12,222 | 57 | 7,111 |
| Total derivatives designated as accounting hedges | 8,499 | 83,928 | 57 | 7,111 |
| Derivatives not designated as accounting hedges(1): | | | | |
| Interest rate contracts | 904,725 | 21,099,876 | 880,027 | 21,005,733 |
| Credit contracts | 138,791 | 2,466,623 | 130,726 | 2,428,042 |
| Foreign exchange contracts | 61,995 | 1,582,364 | 64,691 | 1,604,493 |
| Equity contracts | 46,287 | 603,290 | 48,286 | 595,146 |
| Commodity contracts | 39,778 | 411,661 | 39,998 | 374,594 |
| Other | 598 | 11,662 | 2,275 | 24,905 |
| Total derivatives not designated as accounting hedges | 1,192,174 | 26,175,476 | 1,166,003 | 26,032,913 |
| Total derivatives | $ 1,200,673 | $ 26,259,404 | $ 1,166,060 | $ 26,040,024 |
| Cash collateral netting | (77,938) | | (44,936) | |
| Counterparty netting | (1,074,671) | | (1,074,671) | |
| Total derivatives | $ 48,064 | $ 26,259,404 | $ 46,453 | $ 26,040,024 |

(1) Notional amounts include gross notionals related to open long and short futures contracts of $77 billion and $66 billion, respectively. The unsettled fair value on these futures contracts (excluded from the table above) of $605 million and $37 million is included in Receivables Brokers, dealers and clearing organizations and Payables Brokers, dealers and clearing organizations, respectively, on the condensed consolidated statements of financial condition.

The following tables summarize the gains or losses reported on derivative instruments designated and qualifying as accounting hedges for the quarters and nine months ended September 30, 2012 and 2011, respectively.

*Derivatives Designated as Fair Value Hedges.*

The following table presents gains (losses) reported on derivative instruments and the related hedge item as well as the hedge ineffectiveness included in Interest expense in the condensed consolidated statements of income from interest rate contracts:

| | Gains (Losses) Recognized | | | |
|---|---|---|---|---|
| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
| **Product Type** | **2012** | **2011** | **2012** | **2011** |
| | (dollars in millions) | | | |
| Derivatives | $ 72 | $ 3,261 | $ 504 | $ 3,331 |
| Borrowings | 17 | (3,065) | (37) | (2,820) |
| Total | $ 89 | $ 196 | $ 467 | $ 511 |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Derivatives Designated as Net Investment Hedges.*

| | Gains (Losses) Recognized in OCI (effective portion) | | | |
|---|---|---|---|---|
| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
| **Product Type** | **2012** | **2011** | **2012(1)** | **2011** |
| | (dollars in millions) | | | |
| Foreign exchange contracts(2) | $ (226) | $ 422 | $ (76) | $ 139 |
| Total | $ (226) | $ 422 | $ (76) | $ 139 |

(1) A gain of $77 million, net of tax, related to net investment hedges was reclassified from other comprehensive income into income during the nine months ended September 30, 2012. The amount primarily related the reversal of amounts recorded in cumulative other comprehensive income due to the incorrect application of hedge accounting on certain derivative contracts (see above for further information).

(2) Losses of $65 million and $193 million were recognized in income related to amounts excluded from hedge effectiveness testing during the quarter and nine months ended September 30, 2012, respectively. Losses of $67 million and $176 million were recognized in income related to amounts excluded from hedge effectiveness testing during the quarter and nine months ended September 30, 2011, respectively.

The table below summarizes gains (losses) on derivative instruments not designated as accounting hedges for the quarters and nine months ended September 30, 2012 and 2011, respectively:

| | Gains (Losses) Recognized in Income(1)(2) | | | |
|---|---|---|---|---|
| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
| **Product Type** | **2012** | **2011** | **2012** | **2011** |
| | (dollars in millions) | | | |
| Interest rate contracts | $ 227 | $ (221) | $ 977 | $ 5,251 |
| Credit contracts | (525) | 2,117 | 96 | 2,849 |
| Foreign exchange contracts | (129) | 636 | 310 | (3,165) |
| Equity contracts | (800) | 4,278 | (1,229) | 3,262 |
| Commodity contracts | (136) | 1,167 | 166 | 1,616 |
| Other contracts | (14) | (357) | 10 | (113) |
| Total derivative instruments | $ (1,377) | $ 7,620 | $ 330 | $ 9,700 |

(1) Gains (losses) on derivative contracts not designated as hedges are primarily included in Principal transactions Trading.

(2) Gains (losses) associated with certain derivative contracts that have physically settled are excluded from the table above. Gains (losses) on these contracts are reflected with the associated cash instruments, which are also included in Principal transactions Trading.

The Company also has certain embedded derivatives that have been bifurcated from the related structured borrowings. Such derivatives are classified in Long-term borrowings and had a net fair value of $38 million and $53 million at September 30, 2012 and December 31, 2011, respectively, and a notional value of $2,312 million and $3,312 million at September 30, 2012 and December 31, 2011, respectively. The Company recognized gains of $12 million and $6 million related to changes in the fair value of its bifurcated embedded derivatives for the quarter and nine months ended September 30, 2012, respectively. The Company recognized losses of $2 million and gains of less than

$1 million related to changes in the fair value of its bifurcated embedded derivatives for the quarter and nine months ended September 30, 2011, respectively.

At September 30, 2012 and December 31, 2011, the amount of payables associated with cash collateral received that was netted against derivative assets was $69.6 billion and $77.9 billion, respectively, and the amount of

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

receivables in respect of cash collateral paid that was netted against derivative liabilities was $47.1 billion and $44.9 billion, respectively. Cash collateral receivables and payables of $13 million and $8 million, respectively, at September 30, 2012 and $268 million and $9 million, respectively, at December 31, 2011, were not offset against certain contracts that did not meet the definition of a derivative.

***Credit-Risk-Related Contingencies.***

In connection with certain OTC trading agreements, the Company may be required to provide additional collateral or immediately settle any outstanding liability balances with certain counterparties in the event of a credit ratings downgrade. At September 30, 2012, the aggregate fair value of OTC derivative contracts that contain credit-risk-related contingent features that are in a net liability position totaled $35,709 million, for which the Company has posted collateral of $31,999 million, in the normal course of business. The long-term credit ratings on the Company by Moody s Investors Service ( Moody s ) and Standard & Poor s Ratings Services ( S&P ) are currently at different levels (commonly referred to as split ratings ). At September 30, 2012, the future potential collateral amounts, termination payments or other contractual amounts that could be called by counterparties in the event of a downgrade of the Company s long-term credit rating under various scenarios are: $305 million (Baa1 Moody s/BBB+ S&P) and $2,043 million (Baa2 Moody s/BBB S&P). Of these amounts, $1,907 million at September 30, 2012 related to bilateral arrangements between the Company and other parties where upon the downgrade of one party, the downgraded party must deliver collateral to the other party. These bilateral downgrade arrangements are a risk management tool used extensively by the Company as credit exposures are reduced if counterparties are downgraded.

***Credit Derivatives and Other Credit Contracts.***

The Company enters into credit derivatives, principally through credit default swaps, under which it receives or provides protection against the risk of default on a set of debt obligations issued by a specified reference entity or entities. A majority of the Company s counterparties are banks, broker-dealers, insurance and other financial institutions, and monoline insurers.

The tables below summarize the notional and fair value of protection sold and protection purchased through credit default swaps at September 30, 2012 and December 31, 2011:

| | At September 30, 2012 | | | |
|---|---|---|---|---|
| | Maximum Potential Payout/Notional | | | |
| | Protection Sold | | Protection Purchased | |
| | Notional | Fair Value (Asset)/Liability | Notional | Fair Value (Asset)/Liability |
| | (dollars in millions) | | | |
| Single name credit default swaps | $ 1,140,757 | $ 10,961 | $ 1,105,003 | $ (10,391) |
| Index and basket credit default swaps | 620,767 | 10,272 | 483,460 | (9,372) |
| Tranched index and basket credit default swaps | 320,610 | 4,852 | 483,366 | (11,258) |
| Total | $ 2,082,134 | $ 26,085 | $ 2,071,829 | $ (31,021) |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| | At December 31, 2011 Maximum Potential Payout/Notional | | | |
|---|---|---|---|---|
| | Protection Sold | | Protection Purchased | |
| | Notional | Fair Value (Asset)/Liability | Notional | Fair Value (Asset)/Liability |
| | (dollars in millions) | | | |
| Single name credit default swaps | $ 1,325,045 | $ 47,045 | $ 1,315,333 | $ (45,345) |
| Index and basket credit default swaps | 787,228 | 29,475 | 601,452 | (24,373) |
| Tranched index and basket credit default swaps | 320,131 | 17,109 | 545,476 | (31,976) |
| Total | $ 2,432,404 | $ 93,629 | $ 2,462,261 | $ (101,694) |

The table below summarizes the credit ratings and maturities of protection sold through credit default swaps and other credit contracts at September 30, 2012:

| | Protection Sold Maximum Potential Payout/Notional Years to Maturity | | | | | |
|---|---|---|---|---|---|---|
| Credit Ratings of the Reference Obligation | Less than 1 | 1-3 | 3-5 | Over 5 | Total | Fair Value (Asset)/ Liability(1)(2) |
| | (dollars in millions) | | | | | |
| Single name credit default swaps: | | | | | | |
| AAA | $ 2,294 | $ 7,515 | $ 26,636 | $ 8,823 | $ 45,268 | $ 300 |
| AA | 11,059 | 15,047 | 22,788 | 6,852 | 55,746 | (287) |
| A | 70,914 | 82,154 | 68,129 | 14,358 | 235,555 | (1,466) |
| BBB | 143,674 | 181,691 | 152,834 | 44,199 | 522,398 | 2,279 |
| Non-investment grade | 82,252 | 96,380 | 80,316 | 22,842 | 281,790 | 10,135 |
| Total | 310,193 | 382,787 | 350,703 | 97,074 | 1,140,757 | 10,961 |
| Index and basket credit default swaps(3): | | | | | | |
| AAA | 74,566 | 51,159 | 44,193 | 17,531 | 187,449 | (1,473) |
| AA | 1,744 | 13,338 | 7,831 | 14,738 | 37,651 | 140 |
| A | 6,448 | 6,945 | 18,154 | 3,038 | 34,585 | 1,148 |
| BBB | 32,679 | 97,110 | 143,260 | 59,410 | 332,459 | 1,205 |
| Non-investment grade | 90,035 | 88,661 | 131,848 | 38,689 | 349,233 | 14,104 |
| Total | 205,472 | 257,213 | 345,286 | 133,406 | 941,377 | 15,124 |
| Total credit default swaps sold | $ 515,665 | $ 640,000 | $ 695,989 | $ 230,480 | $ 2,082,134 | $ 26,085 |
| Other credit contracts(4)(5) | $ 514 | $ 423 | $ 148 | $ 1,424 | $ 2,509 | $ (502) |
| Total credit derivatives and other credit contracts | $ 516,179 | $ 640,423 | $ 696,137 | $ 231,904 | $ 2,084,643 | $ 25,583 |

(1) Fair value amounts are shown on a gross basis prior to cash collateral or counterparty netting.
(2)

Fair value amounts of certain credit default swaps where the Company sold protection have an asset carrying value because credit spreads of the underlying reference entity or entities tightened during the terms of the contracts.

(3) Credit ratings are calculated internally.

(4) Other credit contracts include CLNs, CDOs and credit default swaps that are considered hybrid instruments.

(5) Fair value amount shown represents the fair value of the hybrid instruments.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The table below summarizes the credit ratings and maturities of protection sold through credit default swaps and other credit contracts at December 31, 2011:

| | Protection Sold Maximum Potential Payout/Notional Years to Maturity | | | | | |
|---|---|---|---|---|---|---|
| **Credit Ratings of the Reference Obligation** | **Less than 1** | **1-3** | **3-5** | **Over 5** | **Total** | **Fair Value (Asset)/ Liability(1)(2)** |
| | | | (dollars in millions) | | | |
| Single name credit default swaps: | | | | | | |
| AAA | $ 1,290 | $ 5,681 | $ 24,087 | $ 12,942 | $ 44,000 | $ 1,536 |
| AA | 12,416 | 22,043 | 23,341 | 10,986 | 68,786 | 1,597 |
| A | 67,344 | 124,445 | 85,543 | 47,640 | 324,972 | 8,683 |
| BBB | 131,588 | 218,262 | 115,320 | 64,347 | 529,517 | 4,789 |
| Non-investment grade | 94,105 | 133,867 | 82,163 | 47,635 | 357,770 | 30,440 |
| Total | 306,743 | 504,298 | 330,454 | 183,550 | 1,325,045 | 47,045 |
| Index and basket credit default swaps(3): | | | | | | |
| AAA | 48,115 | 49,997 | 33,584 | 19,110 | 150,806 | (907) |
| AA | 6,584 | 15,349 | 9,498 | 15,745 | 47,176 | 1,053 |
| A | 5,202 | 18,996 | 17,396 | 12,286 | 53,880 | 2,470 |
| BBB | 8,525 | 99,004 | 235,888 | 32,057 | 375,474 | 8,365 |
| Non-investment grade | 112,451 | 141,042 | 160,537 | 65,993 | 480,023 | 35,603 |
| Total | 180,877 | 324,388 | 456,903 | 145,191 | 1,107,359 | 46,584 |
| Total credit default swaps sold | $ 487,620 | $ 828,686 | $ 787,357 | $ 328,741 | $ 2,432,404 | $ 93,629 |
| Other credit contracts(4)(5) | $ 65 | $ 2,356 | $ 717 | $ 2,469 | $ 5,607 | $ (1,146) |
| Total credit derivatives and other credit contracts | $ 487,685 | $ 831,042 | $ 788,074 | $ 331,210 | $ 2,438,011 | $ 92,483 |

(1) Fair value amounts are shown on a gross basis prior to cash collateral or counterparty netting.
(2) Fair value amounts of certain credit default swaps where the Company sold protection have an asset carrying value because credit spreads of the underlying reference entity or entities tightened during the terms of the contracts.
(3) Credit ratings are calculated internally.
(4) Other credit contracts include CLNs, CDOs and credit default swaps that are considered hybrid instruments.
(5) Fair value amount shown represents the fair value of the hybrid instruments.

***Single Name Credit Default Swaps.*** A credit default swap protects the buyer against the loss of principal on a bond or loan in case of a default by the issuer. The protection buyer pays a periodic premium (generally quarterly) over the life of the contract and is protected for the period. The Company in turn will have to perform under a credit default swap if a credit event as defined under the contract occurs. Typical credit events include bankruptcy, dissolution or insolvency of the referenced entity, failure to pay and restructuring of the obligations of the referenced entity. In order to provide an indication of the current payment status or performance risk of the credit default swaps, the external credit ratings of the underlying reference entity of the credit default swaps are disclosed.

***Index and Basket Credit Default Swaps.*** Index and basket credit default swaps are credit default swaps that reference multiple names through underlying baskets or portfolios of single name credit default swaps. Generally, in the event of a default on one of the underlying names, the Company will have to pay a pro rata portion of the total notional amount of the credit default index or basket contract. In order to provide an

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

indication of the current payment status or performance risk of these credit default swaps, the weighted average external credit ratings of the underlying reference entities comprising the basket or index were calculated and disclosed.

The Company also enters into index and basket credit default swaps where the credit protection provided is based upon the application of tranching techniques. In tranched transactions, the credit risk of an index or basket is separated into various portions of the capital structure, with different levels of subordination. The most junior tranches cover initial defaults, and once losses exceed the notional of the tranche, they are passed on to the next most senior tranche in the capital structure.

When external credit ratings are not available, credit ratings were determined based upon an internal methodology.

***Credit Protection Sold through CLNs and CDOs.*** The Company has invested in CLNs and CDOs, which are hybrid instruments containing embedded derivatives, in which credit protection has been sold to the issuer of the note. If there is a credit event of a reference entity underlying the instrument, the principal balance of the note may not be repaid in full to the Company.

***Purchased Credit Protection with Identical Underlying Reference Obligations.*** For single name credit default swaps and non-tranched index and basket credit default swaps, the Company has purchased protection with a notional amount of approximately $1.6 trillion and $1.9 trillion at September 30, 2012 and December 31, 2011, compared with a notional amount of approximately $1.8 trillion and $2.1 trillion at September 30, 2012 and December 31, 2011, respectively, of credit protection sold with identical underlying reference obligations. In order to identify purchased protection with the same underlying reference obligations, the notional amount for individual reference obligations within non-tranched indices and baskets was determined on a pro rata basis and matched off against single name and non-tranched index and basket credit default swaps where credit protection was sold with identical underlying reference obligations.

The purchase of credit protection does not represent the sole manner in which the Company risk manages its exposure to credit derivatives. The Company manages its exposure to these derivative contracts through a variety of risk mitigation strategies, which include managing the credit and correlation risk across single name, non-tranched indices and baskets, tranched indices and baskets, and cash positions. Aggregate market risk limits have been established for credit derivatives, and market risk measures are routinely monitored against these limits. The Company may also recover amounts on the underlying reference obligation delivered to the Company under credit default swaps where credit protection was sold.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**12. Commitments, Guarantees and Contingencies.**
***Commitments.***

The Company s commitments associated with outstanding letters of credit and other financial guarantees obtained to satisfy collateral requirements, investment activities, corporate lending and financing arrangements, mortgage lending and margin lending at September 30, 2012 are summarized below by period of expiration. Since commitments associated with these instruments may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements:

| | Years to Maturity | | | | |
|---|---|---|---|---|---|
| | Less than 1 | 1-3 | 3-5 | Over 5 | Total at September 30, 2012 |
| | (dollars in millions) | | | | |
| Letters of credit and other financial guarantees obtained to satisfy collateral requirements | $ 1,220 | $ 6 | $ 6 | $ | $ 1,232 |
| Investment activities | 807 | 167 | 44 | 269 | 1,287 |
| Primary lending commitments investment grade(1) | 8,598 | 14,353 | 33,217 | 735 | 56,903 |
| Primary lending commitments non-investment grade(1) | 1,558 | 2,907 | 11,452 | 2,722 | 18,639 |
| Secondary lending commitments(2) | 63 | 146 | 30 | 4 | 243 |
| Commitments for secured lending transactions | 690 | 3 | | | 693 |
| Forward starting reverse repurchase agreements and securities borrowing agreements(3)(4) | 61,932 | | | | 61,932 |
| Commercial and residential mortgage-related commitments | 1,061 | 15 | 141 | 264 | 1,481 |
| Other commitments | 1,458 | 219 | 68 | 68 | 1,813 |
| Total | $ 77,387 | $ 17,816 | $ 44,958 | $ 4,062 | $ 144,223 |

(1) This amount includes $29.2 billion of investment grade and $6.2 billion of non-investment grade unfunded commitments accounted for as held for investment and $3.5 billion of investment grade and $4.3 billion of non-investment grade unfunded commitments accounted for as held for sale at September 30, 2012. The remainder of these lending commitments are carried at fair value.

(2) These commitments are recorded at fair value within Financial instruments owned and Financial instruments sold, not yet purchased in the condensed consolidated statements of financial condition (see Note 4).

(3) The Company enters into forward starting reverse repurchase and securities borrowing agreements (agreements that have a trade date at or prior to September 30, 2012 and settle subsequent to period-end) that are primarily secured by collateral from U.S. government agency securities and other sovereign government obligations. These agreements primarily settle within three business days and of the amount at September 30, 2012, $53.6 billion settled within three business days.

(4) The Company also has a contingent obligation to provide financing to a clearinghouse through which it clears certain transactions. The financing is required only upon the default of a clearinghouse member. The financing takes the form of a reverse repurchase facility, with a maximum amount of approximately $3 billion.

The above table does not include the Company s commitment to purchase an additional 35% of the Wealth Management JV, for $4.725 billion upon regulatory approval (see Note 3).

For further description of these commitments, refer to Note 13 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K.

The Company sponsors several non-consolidated investment funds for third-party investors where the Company typically acts as general partner of, and investment advisor to, these funds and typically commits to invest a minority of the capital of such funds, with subscribing third-party investors contributing the majority. The

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company s employees, including its senior officers, as well as the Company s directors, may participate on the same terms and conditions as other investors in certain of these funds that the Company forms primarily for client investment, except that the Company may waive or lower applicable fees and charges for its employees. The Company has contractual capital commitments, guarantees, lending facilities and counterparty arrangements with respect to these investment funds.

***Guarantees.***

The table below summarizes certain information regarding the Company s obligations under guarantee arrangements at September 30, 2012:

| | Maximum Potential Payout/Notional Years to Maturity | | | | | Carrying Amount (Asset)/ | |
|---|---|---|---|---|---|---|---|
| **Type of Guarantee** | **Less than 1** | **1-3** | **3-5** | **Over 5** | **Total** | **Liability** | **Collateral/ Recourse** |
| | | | | (dollars in millions) | | | |
| Credit derivative contracts(1) | $ 515,665 | $ 640,000 | $ 695,989 | $ 230,480 | $ 2,082,134 | $ 26,085 | $ |
| Other credit contracts | 514 | 423 | 148 | 1,424 | 2,509 | (502) | |
| Non-credit derivative contracts(1) | 1,027,197 | 849,938 | 343,261 | 458,745 | 2,679,141 | 91,407 | |
| Standby letters of credit and other financial guarantees issued(2)(3) | 1,389 | 1,163 | 1,648 | 5,791 | 9,991 | (163) | 8,626 |
| Market value guarantees | | 35 | 160 | 525 | 720 | 12 | 86 |
| Liquidity facilities | 2,927 | 149 | | | 3,076 | (6) | 4,072 |
| Whole loan sales representations and warranties | | | | 24,885 | 24,885 | 79 | |
| Securitization representations and warranties | | | | 71,649 | 71,649 | 35 | |
| General partner guarantees | 70 | 26 | 17 | 188 | 301 | 73 | |

(1) Carrying amounts of derivative contracts are shown on a gross basis prior to cash collateral or counterparty netting. For further information on derivative contracts, see Note 11.

(2) Approximately $2.7 billion of standby letters of credit are also reflected in the Commitments table in primary and secondary lending commitments. Standby letters of credit are recorded at fair value within Financial instruments owned or Financial instruments sold, not yet purchased in the condensed consolidated statements of financial condition.

(3) Amounts include guarantees issued by consolidated real estate funds sponsored by the Company of approximately $156 million. These guarantees relate to obligations of the fund s investee entities, including guarantees related to capital expenditures and principal and interest debt payments. Accrued losses under these guarantees of approximately $4 million are reflected as a reduction of the carrying value of the related fund investments, which are reflected in Financial instruments owned Investments on the condensed consolidated statement of financial condition.

For further description of these guarantees, refer to Note 13 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company has obligations under certain guarantee arrangements, including contracts and indemnification agreements that contingently require a guarantor to make payments to the guaranteed party based on changes in an underlying measure (such as an interest or foreign exchange rate, security or commodity price, an index or the occurrence or non-occurrence of a specified event) related to an asset, liability or equity security of a guaranteed party. Also included as guarantees are contracts that contingently require the guarantor to make payments to the guaranteed party based on another entity s failure to perform under an agreement, as well as indirect guarantees of the indebtedness of others. The Company s use of guarantees is described below by type of guarantee:

*Other Guarantees and Indemnities.*

In the normal course of business, the Company provides guarantees and indemnifications in a variety of commercial transactions. These provisions generally are standard contractual terms. Certain of these guarantees and indemnifications are described below.

Trust Preferred Securities. The Company has established Morgan Stanley Capital Trusts for the limited purpose of issuing trust preferred securities to third parties and lending the proceeds to the Company in exchange for junior subordinated debentures. The Company has directly guaranteed the repayment of the trust preferred securities to the holders thereof to the extent that the Company has made payments to a Morgan Stanley Capital Trust on the junior subordinated debentures. In the event that the Company does not make payments to a Morgan Stanley Capital Trust, holders of such series of trust preferred securities would not be able to rely upon the guarantee for payment of those amounts. The Company has not recorded any liability in the condensed consolidated financial statements for these guarantees and believes that the occurrence of any events (*i.e.*, non-performance on the part of the paying agent) that would trigger payments under these contracts is remote. See Note 15 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K for details on the Company s junior subordinated debentures.

Indemnities. The Company provides standard indemnities to counterparties for certain contingent exposures and taxes, including U.S. and foreign withholding taxes, on interest and other payments made on derivatives, securities and stock lending transactions, certain annuity products and other financial arrangements. These indemnity payments could be required based on a change in the tax laws or change in interpretation of applicable tax rulings or a change in factual circumstances. Certain contracts contain provisions that enable the Company to terminate the agreement upon the occurrence of such events. The maximum potential amount of future payments that the Company could be required to make under these indemnifications cannot be estimated.

Exchange/Clearinghouse Member Guarantees. The Company is a member of various U.S. and non-U.S. exchanges and clearinghouses that trade and clear securities and/or derivative contracts. Associated with its membership, the Company may be required to pay a proportionate share of the financial obligations of another member who may default on its obligations to the exchange or the clearinghouse. While the rules governing different exchange or clearinghouse memberships vary, in general the Company s guarantee obligations would arise only if the exchange or clearinghouse had previously exhausted its resources. The maximum potential payout under these membership agreements cannot be estimated. The Company has not recorded any contingent liability in the condensed consolidated financial statements for these agreements and believes that any potential requirement to make payments under these agreements is remote.

Merger and Acquisition Guarantees. The Company may, from time to time, in its role as investment banking advisor be required to provide guarantees in connection with certain European merger and acquisition transactions. If required by the regulating authorities, the Company provides a guarantee that the acquirer in the merger and acquisition transaction has or will have sufficient funds to complete the

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

transaction and would then be required to make the acquisition payments in the event the acquirer s funds are insufficient at the completion date of the transaction. These arrangements generally cover the time frame from the transaction offer date to its closing date and, therefore, are generally short term in nature. The maximum potential amount of future payments that the Company could be required to make cannot be estimated. The Company believes the likelihood of any payment by the Company under these arrangements is remote given the level of the Company s due diligence associated with its role as investment banking advisor.

In the ordinary course of business, the Company guarantees the debt and/or certain trading obligations (including obligations associated with derivatives, foreign exchange contracts and the settlement of physical commodities) of certain subsidiaries. These guarantees generally are entity or product specific and are required by investors or trading counterparties. The activities of the subsidiaries covered by these guarantees (including any related debt or trading obligations) are included in the Company s condensed consolidated financial statements.

***Contingencies.***

*Legal.* In the normal course of business, the Company has been named, from time to time, as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with its activities as a global diversified financial services institution. Certain of the actual or threatened legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. In some cases, the entities that would otherwise be the primary defendants in such cases are bankrupt or are in financial distress. These actions have included, but are not limited to, residential mortgage and credit crisis related matters. Over the last several years, the level of litigation and investigatory activity focused on residential mortgage and credit crisis related matters has increased materially in the financial services industry. As a result, the Company expects that it may become the subject of increased claims for damages and other relief regarding residential mortgages and related securities in the future and, while the Company has identified below any individual proceedings where the Company believes a material loss to be reasonably possible and reasonably estimable, there can be no assurance that material losses will not be incurred from claims that have not yet been notified to the Company or are not yet determined to be probable or possible and reasonably estimable losses.

The Company is also involved, from time to time, in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding the Company s business, including, among other matters, accounting and operational matters, certain of which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief.

The Company contests liability and/or the amount of damages as appropriate in each pending matter. Where available information indicates that it is probable a liability had been incurred at the date of the condensed consolidated financial statements and the Company can reasonably estimate the amount of that loss, the Company accrues the estimated loss by a charge to income. In many proceedings, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount of any loss. In addition, even where loss is possible or an exposure to loss exists in excess of the liability already accrued with respect to a previously recognized loss contingency, it is not always possible to reasonably estimate the size of the possible loss or range of loss.

For certain legal proceedings, the Company cannot reasonably estimate such losses, particularly for proceedings that are in their early stages of development or where plaintiffs seek substantial or indeterminate damages. Numerous issues may need to be resolved, including through potentially lengthy discovery and determination of important factual matters, determination of issues related to class certification and the calculation of damages, and by addressing novel or unsettled legal questions relevant to the proceedings in question, before a loss or additional loss or range of loss or additional loss can be reasonably estimated for any proceeding.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For certain other legal proceedings, the Company can estimate reasonably possible losses, additional losses, ranges of loss or ranges of additional loss in excess of amounts accrued, but does not believe, based on current knowledge and after consultation with counsel, that such losses will have a material adverse effect on the Company s condensed consolidated financial statements as a whole, other than the matters referred to in the following paragraphs.

On August 25, 2008, the Company and two ratings agencies were named as defendants in a purported class action related to securities issued by a structured investment vehicle called Cheyne Finance (the Cheyne SIV ). The case is styled *Abu Dhabi Commercial Bank, et al. v. Morgan Stanley & Co. Inc., et al.* and is pending in the United States District Court for the Southern District of New York ( SDNY ). The complaint alleges, among other things, that the ratings assigned to the securities issued by the Cheyne SIV were false and misleading because the ratings did not accurately reflect the risks associated with the subprime residential mortgage backed securities held by the Cheyne SIV. On September 2, 2009, the court dismissed all of the claims against the Company except for plaintiffs claims for common law fraud. On June 15, 2010, the court denied plaintiffs motion for class certification. On July 20, 2010, the court granted plaintiffs leave to replead their aiding and abetting common law fraud claims against the Company, and those claims were added in an amended complaint filed on August 5, 2010. On December 27, 2011, the court permitted plaintiffs to reinstate their causes of action for negligent misrepresentation and breach of fiduciary duty against the Company. The Company moved to dismiss these claims on January 10, 2012. On January 5, 2012, the court permitted plaintiffs to amend their Complaint and assert a negligence claim against the Company. The amended complaint was filed on January 9, 2012, and the Company moved to dismiss the negligence claim on January 17, 2012. On January 23, 2012, the Company moved for summary judgment with respect to the fraud and aiding and abetting fraud claims. On May 4, 2012, the court granted the Company s motion to dismiss claims against the Company for breach of fiduciary duty and negligence and denied the Company s motion to dismiss claims against the Company for negligent misrepresentation. On August 17, 2012, the court granted the Company s motion for summary judgment with respect to the plaintiff s fraud claim. The court denied the Company s motion for summary judgment with respect to the plaintiffs aiding and abetting fraud claim and ordered plaintiffs to show cause why the negligent misrepresentation claim should not be dismissed. The court dismissed all or part of the claims of three of the fifteen plaintiffs in the action based on lack of standing or reliance. Plaintiffs have moved to reconsider dismissal of the claims of these three plaintiffs. On October 5, 2012, the court ruled that plaintiffs sufficiently showed cause as to why the negligent misrepresentation claim against the Company should not be dismissed. The fifteen plaintiffs in the action assert claims related to approximately $983 million of securities issued by the Cheyne SIV. On September 17, 2012, plaintiffs filed expert reports with the court alleging that they are seeking $713 million in compensatory damages on behalf of all fifteen plaintiffs. Plaintiffs are also seeking punitive damages. Based on currently available information, the Company believes that the defendants could incur a loss up to approximately $713 million, plus pre- and post-judgment interest, fees and costs.

On July 15, 2010, China Development Industrial Bank ( CDIB ) filed a complaint against the Company, which is styled *China Development Industrial Bank v. Morgan Stanley & Co. Incorporated et al*. and is pending in the Supreme Court of the State of New York ( Supreme Court of NY ). The complaint relates to a $275 million credit default swap referencing the super senior portion of the STACK 2006-1 CDO. The complaint asserts claims for common law fraud, fraudulent inducement and fraudulent concealment and alleges that the Company misrepresented the risks of the STACK 2006-1 CDO to CDIB, and that the Company knew that the assets backing the CDO were of poor quality when it entered into the credit default swap with CDIB. The complaint seeks compensatory damages related to the approximately $228 million that CDIB alleges it has already lost under the credit default swap, rescission of CDIB s obligation to pay an additional $12 million, punitive damages, equitable relief, fees and costs. On February 28, 2011, the court presiding over this action denied the Company s motion to dismiss the complaint and on March 21, 2011, the Company appealed that order. On July 7, 2011, the appellate court affirmed the lower court s decision denying the motion to dismiss. Based on

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

currently available information, the Company believes it could incur a loss of up to approximately $240 million plus pre- and post-judgment interest, fees and costs.

On March 15, 2010, the Federal Home Loan Bank of San Francisco filed two complaints against the Company and other defendants in the Superior Court of the State of California. These actions are styled *Federal Home Loan Bank of San Francisco v. Credit Suisse Securities (USA) LLC, et al.*, and *Federal Home Loan Bank of San Francisco v. Deutsche Bank Securities Inc. et al.*, respectively. Amended complaints were filed on June 10, 2010. The complaints allege that defendants made untrue statements and material omissions in connection with the sale to plaintiff of mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The original amount of the certificates allegedly sold to plaintiff by the Company in these cases was approximately $980 million collectively. The complaints raise claims under both the federal securities laws and California law and seek, among other things, to rescind the plaintiff s purchase of such certificates. On July 29, 2011 and September 8, 2011, the court presiding over these cases dismissed the federal securities law claims against the Company but denied the Company s motion to dismiss with respect to other claims. At September 30, 2012, the current unpaid balance of the mortgage pass through certificates at issue in these cases was approximately $378 million, and the certificates had not yet incurred losses. Based on currently available information, the Company believes it could incur a loss up to the difference between the $378 million unpaid balance of these certificates and their fair market value at the time of a judgment against the Company, plus pre- and post-judgment interest, fees and costs. The Company may be entitled to be indemnified for some of these losses and would be entitled to an offset for interest received by the plaintiff prior to a judgment.

On October 15, 2010, the Federal Home Loan Bank of Chicago filed a complaint against the Company and other defendants in the Circuit Court of the State of Illinois styled *Federal Home Loan Bank of Chicago v. Bank of America Funding Corporation et al*. The complaint alleges that defendants made untrue statements and material omissions in the sale to plaintiff of a number of mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly sold to plaintiff by the Company in this action was approximately $203 million. The complaint raises claims under Illinois law and seeks, among other things, to rescind the plaintiff s purchase of such certificates. On September 19, 2012, the court denied defendants motion to dismiss. At September 30, 2012, the current unpaid balance of the mortgage pass through certificates at issue in this case was approximately $134 million, and certain certificates had begun to incur losses. Based on currently available information, the Company believes it could incur a loss up to the difference between the $134 million unpaid balance of these certificates (plus any losses incurred) and their fair market value at the time of a judgment against the Company, plus pre- and post-judgment interest, fees and costs. The Company may be entitled to be indemnified for some of these losses and would be entitled to an offset for interest received by the plaintiff prior to a judgment.

On July 18, 2011, the Western and Southern Life Insurance Company and certain affiliated companies filed a complaint against the Company and other defendants in the Court of Common Pleas in Ohio, styled *Western and Southern Life Insurance Company et al. v. Morgan Stanley Mortgage Capital Inc. et al*. The complaint alleges that defendants made untrue statements and material omissions in the sale to plaintiffs of certain mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The amount of the certificates allegedly sold to plaintiffs by the Company was approximately $153 million. The complaint raises claims under the Ohio Securities Act, federal securities laws, and common law and seeks, among other things, to rescind the plaintiffs purchases of such certificates. On August 3, 2012, the court denied defendants motion to dismiss. At September 30, 2012, the current unpaid balance of the mortgage pass through certificates at issue in this case was approximately $126 million, and certain certificates had begun to incur losses. Based on currently available information, the Company believes it could incur a loss up to the difference between the $126 million unpaid balance of these certificates (plus any losses incurred) and their fair market value at the time of a judgment against the Company, plus post-judgment interest, fees and costs.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On July 9, 2010, Cambridge Place Investment Management Inc. filed a complaint against the Company and other defendants in the Superior Court of the Commonwealth of Massachusetts styled *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc. et al.* The complaint asserts claims on behalf of certain clients of plaintiff s affiliates and alleges that defendants made untrue statements and material omissions in the sale of a number of mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly issued by the Company or sold to plaintiff s affiliates clients by the Company was approximately $242 million. The complaint raises claims under the Massachusetts Uniform Securities Act and seeks, among other things, to rescind the plaintiff s purchase of such certificates. On February 11, 2011, Cambridge Place Investment Management Inc. filed a second complaint against the Company and other defendants in the Superior Court of the Commonwealth of Massachusetts also styled *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc. et al*. The complaint asserts claims on behalf of clients of plaintiff s affiliates and alleges that the defendants made untrue statements and material omissions in selling certain mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly issued or underwritten by the Company or sold to plaintiff s affiliates clients by the Company was approximately $102 million. The complaint raises claims under the Massachusetts Uniform Securities Act and seeks, among other things, to rescind the plaintiff s purchase of such certificates. On October 14, 2011, plaintiffs filed an amended complaint in each action. On March 12, 2012, the court denied defendants motion to dismiss with respect to plaintiff s standing to bring suit. Defendants sought interlocutory appeal from that decision on April 11, 2012. On April 26, 2012, defendants filed a second motion to dismiss for failure to state a claim upon which relief can be granted. That motion to dismiss was denied on October 2, 2012. Based on currently available information, the Company believes it could incur a loss for these actions of up to the difference between the as yet undetermined unpaid balance of these certificates and their fair market value at the time of a judgment against the Company, plus pre- and post-judgment interest, fees and costs. The Company may be entitled to be indemnified for some of these losses and would be entitled to an offset for interest received by the plaintiff prior to a judgment.

In addition to the matters referenced above, on October 2, 2012, the United States Court of Appeals for the Second Circuit affirmed the June 27, 2011 judgment of the SDNY in *Citibank, N.A. v. Morgan Stanley & Co. International, PLC* in favor of Citibank, N.A. for $269 million plus post-judgment interest and costs. The Company has satisfied the judgment.

**13. Regulatory Requirements.**

*Morgan Stanley*. The Company is a financial holding company under the Bank Holding Company Act of 1956, as amended, and is subject to the regulation and oversight of the Board of Governors of the Federal Reserve System (the Federal Reserve ). The Federal Reserve establishes capital requirements for the Company, including well-capitalized standards, and evaluates the Company s compliance with such capital requirements. The Office of the Comptroller of the Currency establishes similar capital requirements and standards for the Company s national bank subsidiaries.

The Company calculates its capital ratios and risk-weighted assets ( RWA ) in accordance with the capital adequacy standards for financial holding companies adopted by the Federal Reserve. These standards are based upon a framework described in the International Convergence of Capital Measurement and Capital Standards, July 1988, as amended, also referred to as Basel I. In December 2007, the U.S. banking regulators published final regulation incorporating the Basel II Accord, which requires internationally active banking organizations, as well as certain of their U.S. bank subsidiaries, to implement Basel II standards over the next several years. In July 2010, the Company began reporting its capital adequacy standards on a parallel basis to its regulators under Basel I and Basel II as part of a phased implementation of Basel II.

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In December 2009, the Basel Committee released proposals on risk-based capital, leverage and liquidity standards, known as Basel III . In June 2012, the U.S. Banking regulators proposed rules to implement many aspects of Basel III (the proposals ). The proposals complement an earlier proposal for revisions to the market risk framework. The earlier proposal, also referred to as Basel 2.5, increases capital requirements for securitizations and correlation trading within the Company s trading book. In June 2012, the U.S. banking regulators issued final rules that implement the Basel 2.5 market risk framework proposals. Those rules will become effective on January 1, 2013 and the Company expects to be in compliance with the rules as of such date.

The proposals contain new capital standards that raise the quality of capital and strengthen counterparty credit risk capital requirements and introduce a leverage ratio as a supplemental measure to the risk-based ratio. The proposals include a new capital conservation buffer, which imposes a common equity requirement above the new minimum that can be depleted under stress, and could result in restrictions on capital distributions and discretionary bonuses under certain circumstances. The proposals also provide for a potential countercyclical buffer which regulators can activate during periods of excessive credit growth in their jurisdiction. The U.S. banking regulators did not address the new additional loss absorbency capital requirement for global systemically important banks ( GSIB ), such as the Company, that is included in the original Basel III standards. U.S. banking regulators have indicated that guidance on GSIB capital requirements would be forthcoming; however, the Basel Committee on Banking Supervision has published guidance indicating that the Company would be subject to a 1.5% capital surcharge. The proposals also propose amendments to the advanced approaches risk-based capital rule that will amend certain aspects of the treatment of counterparty credit risk under the Basel II framework and replace the use of externally developed credit ratings with proposed alternatives such as internally developed credit ratings. Under the proposals, the new capital requirements would be phased in over several years, beginning in 2013.

In June 2011, the U.S. banking regulators published final regulations implementing a certain provision of the Dodd-Frank Act requiring that certain institutions supervised by the Federal Reserve, including the Company, be subject to minimum capital requirements that are not less than the generally applicable risk-based capital requirements. The proposals would establish a standardized approach that, among other things, modifies risk weights for certain types of asset classes and would serve as the minimum capital floor for certain financial institutions, including the Company. The Basel III proposals published by the U.S. banking regulators in June 2012 proposed to implement this floor, as well as including proposed changes to the determination of risk weights for certain types of asset classes for financial institutions employing advanced approaches.

At September 30, 2012, the Company was in compliance with Basel I capital requirements with ratios of Tier 1 capital to RWAs of 16.9% and total capital to RWAs of 17.0% (6% and 10% being well-capitalized for regulatory purposes, respectively). Also, the ratio of Tier 1 common capital to RWAs was 13.9% (5% being the minimum under the Federal Reserve s Comprehensive Capital Analysis and Review ( CCAR ) framework). In addition, financial holding companies are subject to a Tier 1 leverage ratio as defined by the Federal Reserve. The Company calculated its Tier 1 leverage ratio as Tier 1 capital divided by adjusted average total assets (which reflects adjustments for disallowed goodwill, certain intangible assets, deferred tax assets and financial and non-financial equity investments). The adjusted average total assets are derived using weekly balances for the year. At September 30, 2012, the Company was in compliance with this leverage restriction, with a Tier 1 leverage ratio of 7.2% (5% being well-capitalized for regulatory purposes).

At September 30, 2012, the Company calculated its RWAs in accordance with the regulatory capital requirements of the Federal Reserve, which is consistent with guidelines described under Basel I. RWAs reflect both on and off-balance sheet risk of the Company. The risk capital calculations will evolve over time as the

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company enhances its risk management methodology and incorporates improvements in modeling techniques while maintaining compliance with the regulatory requirements and interpretations.

The following table summarizes the capital measures for the Company:

| | September 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Balance | Ratio | Balance | Ratio |
| | (dollars in millions) | | | |
| Tier 1 common capital(1)(2) | $ 43,728 | 13.9% | $ 39,785 | 12.6% |
| Tier 1 capital(1)(3) | 53,352 | 16.9% | 51,114 | 16.2% |
| Total capital(1)(3) | 53,460 | 17.0% | 54,956 | 17.5% |
| RWAs(1) | 314,770 | | 314,817 | |
| Adjusted average assets(1) | 743,021 | | 769,578 | |
| Tier 1 leverage(1) | | 7.2% | | 6.6% |

(1) The December 31, 2011 deferred tax asset disallowance was adjusted by approximately $1.2 billion, resulting in a reduction to the Company s Tier 1 common capital, Tier 1 capital, Total capital, RWAs and adjusted average assets by such amount, Tier 1 common capital ratio, Tier 1 capital ratio and Total capital ratio by approximately 30 basis points and Tier 1 leverage ratio by approximately 20 basis points.

(2) Tier 1 common capital ratio equals Tier 1 common capital divided by RWAs. On December 30, 2011, the Federal Reserve formalized regulatory definitions for Tier 1 common capital and Tier 1 common capital ratio. The Federal Reserve defined Tier 1 common capital as Tier 1 capital less non-common elements in Tier 1 capital, including perpetual preferred stock and related surplus, minority interest in subsidiaries, trust preferred securities and mandatory convertible preferred securities. Previously, the Company s definition of Tier 1 common capital included all of the items noted in the Federal Reserve s definition, but it also included an adjustment for the portion of goodwill and non-servicing intangible assets associated with the Wealth Management JV s noncontrolling interests (i.e., Citi s share of the Wealth Management JV s goodwill and intangibles). The Company s conformance to the Federal Reserve s definition under the final rule reduced its Tier 1 common capital and Tier 1 common ratio by approximately $4.2 billion and 132 basis points, respectively at December 31, 2011.

(3) At September 30, 2012, Tier 2 capital declined to $108 million from $3,842 million at December 31, 2011. The change in the terms of the Wealth Management JV s noncontrolling interests resulted in a reclassification from nonredeemable to redeemable in the quarter ended September 30, 2012, and also disqualified it as a component of the Company s Tier 1 and Tier 2 capital. Noncontrolling interests and trust preferred securities are both components of restricted core capital, which is limited to 15% of Tier 1 capital. Due to the disqualification of noncontrolling interests, the Company s capacity for restricted core capital increased such that it was able to include its remaining trust preferred securities (approximately $3.0 billion, previously in Tier 2 capital at December 31, 2011) in Tier 1 capital.

*The Company s U.S. Bank Operating Subsidiaries.* The Company s domestic bank operating subsidiaries are subject to various regulatory capital requirements as administered by U.S. federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional, discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company s U.S. bank operating subsidiaries financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company s U.S. bank operating subsidiaries must meet specific capital guidelines that involve quantitative measures of the Company s U.S. bank operating subsidiaries assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices.

At September 30, 2012, the Company s U.S. bank operating subsidiaries met all capital adequacy requirements to which they are subject and exceeded all regulatory mandated and targeted minimum regulatory capital requirements to be well-capitalized. There are no conditions or events that management believes have changed the Company s U.S. bank operating subsidiaries category.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The table below sets forth the capital information for the Company s U.S. bank operating subsidiaries, which are U.S. depository institutions, calculated in a manner consistent with the guidelines described under Basel I:

| | September 30, 2012 | | December 31, 2011 | |
|---|---|---|---|---|
| | Amount | Ratio | Amount | Ratio |
| | (dollars in millions) | | | |
| *Total capital (to RWAs)*: | | | | |
| Morgan Stanley Bank, N.A. | $ 11,122 | 17.1% | $ 10,222 | 17.8% |
| Morgan Stanley Private Bank, National Association | $ 1,342 | 26.8% | $ 1,278 | 31.9% |
| *Tier I capital (to RWAs):* | | | | |
| Morgan Stanley Bank, N.A. | $ 9,555 | 14.7% | $ 8,703 | 15.1% |
| Morgan Stanley Private Bank, National Association | $ 1,337 | 26.7% | $ 1,275 | 31.8% |
| *Leverage ratio:* | | | | |
| Morgan Stanley Bank, N.A. | $ 9,555 | 13.3% | $ 8,703 | 13.2% |
| Morgan Stanley Private Bank, National Association | $ 1,337 | 10.9% | $ 1,275 | 10.2% |

Under regulatory capital requirements adopted by the U.S. federal banking agencies, U.S. depository institutions, in order to be considered well-capitalized, must maintain a ratio of total capital to RWAs of 10%, a capital ratio of Tier 1 capital to RWAs of 6%, and a ratio of Tier 1 capital to average book assets (leverage ratio) of 5%. Each U.S. depository institution subsidiary of the Company must be well-capitalized in order for the Company to continue to qualify as a financial holding company and to continue to engage in the broadest range of financial activities permitted for financial holding companies. At September 30, 2012 and December 31, 2011, the Company s U.S. depository institutions maintained capital at levels in excess of the universally mandated well-capitalized levels. These subsidiary depository institutions maintain capital at levels sufficiently in excess of the well-capitalized requirements to address any additional capital needs and requirements identified by the federal banking regulators.

*MS&Co. and Other Broker-Dealers.* MS&Co. is a registered broker-dealer and registered futures commission merchant and, accordingly, is subject to the minimum net capital requirements of the U.S. Securities and Exchange Commission ( SEC ), the Financial Industry Regulatory Authority, Inc. and the U.S. Commodity Futures Trading Commission. MS&Co. has consistently operated with capital in excess of its regulatory capital requirements. MS&Co. s net capital totaled $7,981 million and $8,249 million at September 30, 2012 and December 31, 2011, respectively, which exceeded the amount required by $6,592 million and $7,215 million, respectively. MS&Co. is required to hold tentative net capital in excess of $1 billion and net capital in excess of $500 million in accordance with the market and credit risk standards of Appendix E of SEC Rule 15c3-1. MS&Co. is also required to notify the SEC in the event that its tentative net capital is less than $5 billion. At September 30, 2012, MS&Co. had tentative net capital in excess of the minimum and the notification requirements.

Morgan Stanley Smith Barney LLC ( MSSB ) is a registered broker-dealer and registered futures commission merchant and, accordingly, is subject to the minimum net capital requirements of the SEC, the Financial Industry Regulatory Authority, Inc. and the U.S. Commodity Futures Trading Commission. MSSB has consistently operated with capital in excess of its regulatory capital requirements. MSSB clears certain customer activity directly and introduces other business to MS&Co. and Citi. Subsequent to July 6, 2012, MSSB clears customer activity that was previously introduced to Citi. MSIP, a London-based broker-dealer subsidiary, is subject to the capital requirements of the Financial Services Authority, and MSMS, a Tokyo-based broker-dealer subsidiary, is subject to the capital requirements of the Financial Services Agency. MSIP and MSMS have consistently operated in excess of their respective regulatory capital requirements.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Other Regulated Subsidiaries.* Certain other U.S. and non-U.S. subsidiaries are subject to various securities, commodities and banking regulations, and capital adequacy requirements promulgated by the regulatory and exchange authorities of the countries in which they operate. These subsidiaries have consistently operated in excess of their local capital adequacy requirements.

Morgan Stanley Derivative Products Inc. ( MSDP ), a derivative products subsidiary rated A2 by Moody s and AAA by S&P, maintains certain operating restrictions that have been reviewed by Moody s and S&P. MSDP is operated such that creditors of the Company should not expect to have any claims on the assets of MSDP, unless and until the obligations to its own creditors are satisfied in full. Creditors of MSDP should not expect to have any claims on the assets of the Company or any of its affiliates, other than the respective assets of MSDP.

**14. Total Equity and Redeemable Noncontrolling Interests.**
**Total Equity.**

***Morgan Stanley Shareholders Equity.***

*Common Equity Offerings.* During the quarters and nine months ended September 30, 2012 and 2011, the Company did not purchase any of its common stock as part of its share repurchase program. At September 30, 2012, the Company had approximately $1.6 billion remaining under its current share repurchase authorization. Share repurchases by the Company are subject to regulatory approval.

*MUFG Stock Conversion.* On June 30, 2011, the Company s outstanding Series B Preferred Stock owned by MUFG with a face value of $7.8 billion (carrying value $8.1 billion) and a 10% dividend was converted into 385,464,097 shares of the Company s common stock, including approximately 75 million shares resulting from the adjustment to the conversion ratio pursuant to the transaction agreement. As a result of the adjustment to the conversion ratio, the Company incurred a one-time, non-cash negative adjustment of approximately $1.7 billion in its calculation of basic and diluted earnings per share during the quarter and nine months ended September 30, 2011.

***Nonredeemable Noncontrolling Interests.***

In September 2012, the Company reclassified approximately $4.3 billion from nonredeemable noncontrolling interests to redeemable noncontrolling interests for Citi s remaining 35% interest in the Wealth Management JV (see Note 3). Changes in nonredeemable noncontrolling interests in the nine months ended September 30, 2012 also included distributions related to MSMS of $151 million. Changes in nonredeemable noncontrolling interests in the nine months ended September 30, 2011, primarily resulted from distributions related to the Wealth Management JV of $328 million and distributions related to MSMS of $139 million.

**Redeemable Noncontrolling Interests.**

The following presents a rollforward of redeemable noncontrolling interests for the nine months ended September 30, 2012 (dollars in millions):

| | |
|---|---|
| Beginning balance at January 1, 2012 | $ |
| Reclassification from nonredeemable noncontrolling interests | 4,296 |
| Net income applicable to redeemable noncontrolling interests | 8 |
| Foreign currency translation adjustments | (2) |
| Pension, postretirement and other related adjustments | 1 |
| Other | (1) |
| Ending balance at September 30, 2012 | $ 4,302 |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**15. Earnings per Common Share.**

Basic earnings per common share ( EPS ) is computed by dividing earnings (loss) applicable to Morgan Stanley common shareholders by the weighted average number of common shares outstanding for the period. Common shares outstanding include common stock and vested restricted stock units ( RSUs ) where recipients have satisfied either the explicit vesting terms or retirement eligibility requirements. Diluted EPS reflects the assumed conversion of all dilutive securities. The Company calculates EPS using the two-class method and determines whether instruments granted in share-based payment transactions are participating securities (see Note 2 to the consolidated financial statements for the year ended December 31, 2011 in the Form 10-K). The following table presents the calculation of basic and diluted EPS (in millions, except for per share data):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| **Basic EPS:** | | | | |
| Income (loss) from continuing operations | $ (956) | $ 2,270 | $ (93) | $ 4,847 |
| Net gain (loss) from discontinued operations | | 23 | 21 | (18) |
| Net income (loss) | (956) | 2,293 | (72) | 4,829 |
| Net income applicable to redeemable noncontrolling interests | 8 | | 8 | |
| Net income applicable to nonredeemable noncontrolling interests | 59 | 94 | 446 | 469 |
| Net income (loss) applicable to Morgan Stanley | (1,023) | 2,199 | (526) | 4,360 |
| Less: Preferred dividends (Series A Preferred Stock) | (11) | (11) | (33) | (33) |
| Less: Preferred dividends (Series B Preferred Stock) | | | | (196) |
| Less: MUFG stock conversion | | | | (1,726) |
| Less: Preferred dividends (Series C Preferred Stock) | (13) | (13) | (39) | (39) |
| Less: Allocation of earnings to participating RSUs(1): | | | | |
| From continuing operations | | (22) | (1) | (31) |
| Earnings (loss) applicable to Morgan Stanley common shareholders | $ (1,047) | $ 2,153 | $ (599) | $ 2,335 |
| Weighted average common shares outstanding | 1,889 | 1,848 | 1,884 | 1,590 |
| Earnings (loss) per basic common share: | | | | |
| Income (loss) from continuing operations | $ (0.55) | $ 1.15 | $ (0.32) | $ 1.48 |
| Net gain (loss) from discontinued operations | | 0.01 | | (0.01) |
| Earnings (loss) per basic common share | $ (0.55) | $ 1.16 | $ (0.32) | $ 1.47 |
| **Diluted EPS:** | | | | |
| Earnings (loss) applicable to Morgan Stanley common shareholders | $ (1,047) | $ 2,153 | $ (599) | $ 2,335 |
| Weighted average common shares outstanding | 1,889 | 1,848 | 1,884 | 1,590 |
| Effect of dilutive securities: | | | | |
| Stock options and RSUs(1) | | 21 | | 18 |
| Weighted average common shares outstanding and common stock equivalents | 1,889 | 1,869 | 1,884 | 1,608 |
| Earnings (loss) per diluted common share: | | | | |

| | | | | |
|---|---|---|---|---|
| Income (loss) from continuing operations | $ (0.55) | $ 1.14 | $ (0.32) | $ 1.47 |
| Net income (loss) from discontinued operations | | 0.01 | | (0.02) |
| Earnings (loss) per diluted common share | $ (0.55) | $ 1.15 | $ (0.32) | $ 1.45 |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(1) RSUs that are considered participating securities participate in all of the earnings of the Company in the computation of basic EPS, and therefore, such RSUs are not included as incremental shares in the diluted calculation.

The following securities were considered antidilutive and, therefore, were excluded from the computation of diluted EPS:

| Number of Antidilutive Securities Outstanding at End of Period: | Three Months Ended September 30, 2012 | Three Months Ended September 30, 2011 | Nine Months Ended September 30, 2012 | Nine Months Ended September 30, 2011 |
|---|---|---|---|---|
| | (shares in millions) | | | |
| RSUs and Performance-based stock units | 87 | 35 | 87 | 23 |
| Stock options | 44 | 59 | 44 | 59 |
| Total | 131 | 94 | 131 | 82 |

**16. Interest Income and Interest Expense.**

Details of Interest income and Interest expense were as follows:

| | Three Months Ended September 30, 2012 | Three Months Ended September 30, 2011 | Nine Months Ended September 30, 2012 | Nine Months Ended September 30, 2011 |
|---|---|---|---|---|
| | (dollars in millions) | | | |
| Interest income(1): | | | | |
| Financial instruments owned(2) | $ 648 | $ 900 | $ 2,101 | $ 2,744 |
| Securities available for sale | 80 | 73 | 242 | 264 |
| Loans | 161 | 110 | 418 | 255 |
| Interest bearing deposits with banks | 44 | 47 | 95 | 125 |
| Federal funds sold and securities purchased under agreements to resell and Securities borrowed | 64 | 112 | 223 | 719 |
| Other | 382 | 511 | 1,165 | 1,466 |
| Total Interest income | $ 1,379 | $ 1,753 | $ 4,244 | $ 5,573 |
| Interest expense(1): | | | | |
| Deposits | $ 46 | $ 59 | $ 136 | $ 185 |
| Commercial paper and other short-term borrowings | 11 | 9 | 35 | 28 |
| Long-term debt | 1,256 | 1,254 | 3,597 | 3,859 |
| Securities sold under agreements to repurchase and Securities loaned | 453 | 385 | 1,445 | 1,538 |
| Other | (230) | (99) | (592) | (120) |
| Total Interest expense | $ 1,536 | $ 1,608 | $ 4,621 | $ 5,490 |
| Net interest | $ (157) | $ 145 | $ (377) | $ 83 |

(1) Interest income and expense are recorded within the condensed consolidated statements of income depending on the nature of the instrument and related market conventions. When interest is included as a component of the instrument s fair value, interest is included within Principal transactions Trading revenues or Principal transactions Investments revenues. Otherwise, it is included within Interest income or Interest expense.
(2) Interest expense on Financial instruments sold, not yet purchased is reported as a reduction to Interest income on Financial instruments owned.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**17. Employee Benefit Plans.**

The Company sponsors various pension plans for the majority of its U.S. and non-U.S. employees. The Company provides certain other postretirement benefits, primarily health care and life insurance, to eligible U.S. employees. The Company also provides certain postemployment benefits to certain former employees or inactive employees prior to retirement.

Effective January 1, 2011, the Morgan Stanley Employees Retirement Plan (the Pension Plan ) for U.S. participants ceased accruals of benefits under the Pension Plan.

The components of the Company s net periodic benefit expense for its pension and postretirement plans were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Service cost, benefits earned during the period | $ 7 | $ 8 | $ 22 | $ 24 |
| Interest cost on projected benefit obligation | 40 | 42 | 122 | 125 |
| Expected return on plan assets | (27) | (33) | (82) | (99) |
| Net amortization of prior service costs | (3) | (4) | (10) | (12) |
| Net amortization of actuarial loss | 7 | 5 | 21 | 15 |
| Net periodic benefit expense | $ 24 | $ 18 | $ 73 | $ 53 |

**18. Income Taxes.**

The Company is under continuous examination by the Internal Revenue Service (the IRS ) and other tax authorities in certain countries, such as Japan and the U.K., and states in which the Company has significant business operations, such as New York. The Company is currently under review by the IRS Appeals Office for the remaining issues covering tax years 1999 2005. Also, the Company is currently at various levels of field examination with respect to audits with the IRS, as well as New York State and New York City, for tax years 2006 2008 and 2007 2009, respectively. During 2012, the Company expects to reach a conclusion with U.K. tax authorities on substantially all issues through tax year 2009. Also during 2012, the Company expects to reach a conclusion with the Japanese tax authorities on substantially all issues covering tax years 2007 2008 and commence an audit covering tax years 2009 2010.

The Company believes that the resolution of tax matters will not have a material effect on the condensed consolidated statements of financial condition of the Company, although a resolution could have a material impact on the Company s condensed consolidated statements of income for a particular future period and on the Company s effective income tax rate for any period in which such resolution occurs. The Company has established a liability for unrecognized tax benefits that the Company believes is adequate in relation to the potential for additional assessments. Once established, the Company adjusts unrecognized tax benefits only when more information is available or when an event occurs necessitating a change.

It is reasonably possible that significant changes in the gross balance of unrecognized tax benefits may occur within the next 12 months. At this time, however, it is not possible to reasonably estimate the expected change to the total amount of unrecognized tax benefits and impact on the effective tax rate over the next 12 months.

The Company s effective tax rate from continuing operations for the quarter and nine months ended September 30, 2012 included an $82 million out of period net income tax provision adjustment in the

83

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Institutional Securities business segment primarily related to the overstatement of tax benefits associated with repatriated earnings of a foreign subsidiary in 2010. The Company has evaluated the effects of the understatement of income tax provision both qualitatively and quantitatively, and concluded that it did not have a material impact on any prior annual or quarterly consolidated financial statements.

The Company s effective tax rate from continuing operations for the nine months ended September 30, 2011, included a $447 million net tax benefit from the remeasurement of a deferred tax asset and the reversal of a related valuation allowance. The deferred tax asset and valuation allowance were recognized in income from discontinued operations in 2010 in connection with the recognition of a $1.2 billion loss due to writedowns and related costs following the Company s commitment to a plan to dispose of Revel Entertainment Group, LLC ( Revel ). The Company recorded the valuation allowance because the Company did not believe it was more likely than not that it would have sufficient future net capital gain to realize the benefit of the expected capital loss to be recognized upon the disposal of Revel. During the quarter ended March 31, 2011, the disposal of Revel was restructured as a tax-free like kind exchange and the disposal was completed. The restructured transaction changed the character of the future taxable loss to ordinary. The Company reversed the valuation allowance because the Company believes it is more likely than not that it will have sufficient future ordinary taxable income to recognize the recorded deferred tax asset. In accordance with the applicable accounting literature, this reversal of a previously established valuation allowance due to a change in circumstances was recognized in income from continuing operations.

**19. Segment and Geographic Information.**

***Segment Information.***

The Company structures its segments primarily based upon the nature of the financial products and services provided to customers and the Company s management organization. The Company provides a wide range of financial products and services to its customers in each of its business segments: Institutional Securities, Global Wealth Management Group and Asset Management. For further discussion of the Company s business segments, see Note 1.

Revenues and expenses directly associated with each respective segment are included in determining its operating results. Other revenues and expenses that are not directly attributable to a particular segment are allocated based upon the Company s allocation methodologies, generally based on each segment s respective net revenues, non-interest expenses or other relevant measures.

As a result of treating certain intersegment transactions as transactions with external parties, the Company includes an Intersegment Eliminations category to reconcile the business segment results to the Company s consolidated results. Intersegment eliminations also reflect the effect of fees paid by the Institutional Securities business segment to the Global Wealth Management Group business segment related to the bank deposit program.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Selected financial information for the Company s segments is presented below:

| Three Months Ended September 30, 2012 | Institutional Securities | Global Wealth Management Group | Asset Management | Intersegment Eliminations | Total |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| Total non-interest revenues | $ 1,939 | $ 2,926 | $ 635 | $ (54) | $ 5,446 |
| Net interest | (563) | 410 | (4) | | (157) |
| Net revenues(1) | $ 1,376 | $ 3,336 | $ 631 | $ (54) | $ 5,289 |
| Income (loss) from continuing operations before income taxes | $ (1,917) | $ 239 | $ 198 | $ | $ (1,480) |
| Provision for (benefit from) income taxes | (661) | 93 | 44 | | (524) |
| Income (loss) from continuing operations | (1,256) | 146 | 154 | | (956) |
| Discontinued operations(2): | | | | | |
| Gain (loss) from discontinued operations | (26) | | 12 | (1) | (15) |
| Provision for (benefit from) income taxes | (9) | (5) | | (1) | (15) |
| Net gain (loss) on discontinued operations | (17) | 5 | 12 | | |
| Net income (loss) | (1,273) | 151 | 166 | | (956) |
| Net income applicable to redeemable noncontrolling interests | | 8 | | | 8 |
| Net income (loss) applicable to nonredeemable noncontrolling interests | 12 | (3) | 50 | | 59 |
| Net income (loss) applicable to Morgan Stanley | $ (1,285) | $ 146 | $ 116 | $ | $ (1,023) |

| Three Months Ended September 30, 2011 | Institutional Securities | Global Wealth Management Group | Asset Management | Intersegment Eliminations | Total |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| Total non-interest revenues | $ 6,629 | $ 2,853 | $ 214 | $ (31) | $ 9,665 |
| Net interest | (219) | 373 | (9) | | 145 |
| Net revenues(1) | $ 6,410 | $ 3,226 | $ 205 | $ (31) | $ 9,810 |
| Income (loss) from continuing operations before income taxes | $ 3,447 | $ 356 | $ (118) | $ | $ 3,685 |
| Provision for (benefit from) income taxes | 1,315 | 139 | (39) | | 1,415 |
| Income (loss) from continuing operations | 2,132 | 217 | (79) | | 2,270 |

| | | | | | |
|---|---|---|---|---|---|
| Discontinued operations(2): | | | | | |
| Gain (loss) from discontinued operations | (16) | 6 | 6 | (1) | (5) |
| Provision for (benefit from) income taxes | (5) | 2 | (24) | (1) | (28) |
| Net gain (loss) on discontinued operations | (11) | 4 | 30 | | 23 |
| Net income (loss) | 2,121 | 221 | (49) | | 2,293 |
| Net income (loss) applicable to nonredeemable noncontrolling interests | 60 | 52 | (18) | | 94 |
| Net income (loss) applicable to Morgan Stanley | $ 2,061 | $ 169 | $ (31) | $ | $ 2,199 |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

| Nine Months Ended September 30, 2012 | Institutional Securities | Global Wealth Management Group | Asset Management | Intersegment Eliminations | Total |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| Total non-interest revenues | $ 9,200 | $ 8,844 | $ 1,641 | $ (131) | $ 19,554 |
| Net interest | (1,567) | 1,211 | (21) | | (377) |
| Net revenues(1) | $ 7,633 | $ 10,055 | $ 1,620 | $ (131) | $ 19,177 |
| Income (loss) from continuing operations before income taxes | $ (1,721) | $ 1,019 | $ 369 | $ (4) | $ (337) |
| Provision for (benefit from) income taxes | (694) | 362 | 88 | | (244) |
| Income (loss) from continuing operations | (1,027) | 657 | 281 | (4) | (93) |
| Discontinued operations(2): | | | | | |
| Gain (loss) from discontinued operations | (48) | 93 | 13 | 3 | 61 |
| Provision for income taxes | 15 | 26 | | (1) | 40 |
| Net gain (loss) on discontinued operations | (63) | 67 | 13 | 4 | 21 |
| Net income (loss) | (1,090) | 724 | 294 | | (72) |
| Net income applicable to redeemable noncontrolling interests | | 8 | | | 8 |
| Net income applicable to nonredeemable noncontrolling interests | 156 | 152 | 138 | | 446 |
| Net income (loss) applicable to Morgan Stanley | $ (1,246) | $ 564 | $ 156 | $ | $ (526) |

| Nine Months Ended September 30, 2011 | Institutional Securities | Global Wealth Management Group | Asset Management | Intersegment Eliminations | Total |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| Total non-interest revenues | $ 16,087 | $ 9,010 | $ 1,490 | $ (79) | $ 26,508 |
| Net interest | (950) | 1,060 | (27) | | 83 |
| Net revenues(1) | $ 15,137 | $ 10,070 | $ 1,463 | $ (79) | $ 26,591 |
| Income from continuing operations before income taxes | $ 5,364 | $ 1,017 | $ 175 | $ | $ 6,556 |
| Provision for income taxes | 1,299 | 365 | 45 | | 1,709 |
| Income from continuing operations | 4,065 | 652 | 130 | | 4,847 |
| Discontinued operations(2): | | | | | |
| Gain (loss) from discontinued operations | (84) | 15 | 13 | 1 | (55) |
| Provision for (benefit from) income taxes | (20) | 5 | (23) | 1 | (37) |

| | | | | | |
|---|---|---|---|---|---|
| Net gain (loss) on discontinued operations | (64) | 10 | 36 | | (18) |
| Net income | 4,001 | 662 | 166 | | 4,829 |
| Net income applicable to nonredeemable noncontrolling interests | 238 | 130 | 101 | | 469 |
| Net income applicable to Morgan Stanley | $ 3,763 | $ 532 | $ 65 | $ | $ 4,360 |

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(1) In certain management fee arrangements, the Company is entitled to receive performance-based fees (also referred to as incentive fees) when the return on assets under management exceeds certain benchmark returns or other performance targets. In such arrangements, performance fee revenue is accrued (or reversed) quarterly based on measuring account fund performance to date versus the performance benchmark stated in the investment management agreement. The amount of performance-based fee revenue at risk of reversing if fund performance falls below stated investment management agreement benchmarks was approximately $237 million at September 30, 2012 and approximately $179 million at December 31, 2011 (see Note 2 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K).

(2) See Notes 1 and 21 for discussion of discontinued operations.

| Net Interest | Institutional Securities | Global Wealth Management Group | Asset Management | Intersegment Eliminations | Total |
|---|---|---|---|---|---|
| | | | (dollars in millions) | | |
| *Three Months Ended September 30, 2012* | | | | | |
| Interest income | $ 986 | $ 507 | $ 2 | $ (116) | $ 1,379 |
| Interest expense | 1,549 | 97 | 6 | (116) | 1,536 |
| Net interest | $ (563) | $ 410 | $ (4) | $ | $ (157) |
| *Three Months Ended September 30, 2011* | | | | | |
| Interest income | $ 1,374 | $ 466 | $ 3 | $ (90) | $ 1,753 |
| Interest expense | 1,593 | 93 | 12 | (90) | 1,608 |
| Net interest | $ (219) | $ 373 | $ (9) | $ | $ 145 |
| *Nine Months Ended September 30, 2012* | | | | | |
| Interest income | $ 3,062 | $ 1,486 | $ 7 | $ (311) | $ 4,244 |
| Interest expense | 4,629 | 275 | 28 | (311) | 4,621 |
| Net interest | $ (1,567) | $ 1,211 | $ (21) | $ | $ (377) |
| *Nine Months Ended September 30, 2011* | | | | | |
| Interest income | $ 4,439 | $ 1,383 | $ 10 | $ (259) | $ 5,573 |
| Interest expense | 5,389 | 323 | 37 | (259) | 5,490 |
| Net interest | $ (950) | $ 1,060 | $ (27) | $ | $ 83 |

| Total Assets(1) | Institutional Securities | Global Wealth Management Group | Asset Management | Total |
|---|---|---|---|---|
| | | (dollars in millions) | | |
| At September 30, 2012 | $ 638,103 | $ 119,447 | $ 7,435 | $ 764,985 |
| At December 31, 2011 | $ 641,456 | $ 101,427 | $ 7,015 | $ 749,898 |

(1) Corporate assets have been fully allocated to the Company s business segments.

***Geographic Information.***

The Company operates in both U.S. and non-U.S. markets. The Company s non-U.S. business activities are principally conducted through European and Asian locations. The net revenues disclosed in the following table reflect the regional view of the Company s consolidated net revenues on a managed basis, based on the following methodology:

Institutional Securities: advisory and equity underwriting client location, debt underwriting revenue recording location, sales and trading trading desk location.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Global Wealth Management Group: global representative coverage location.

Asset Management: client location, except for Merchant Banking and Real Estate Investing businesses, which are based on asset location.

| Net Revenues | Three Months Ended September 30, 2012 | Three Months Ended September 30, 2011 | Nine Months Ended September 30, 2012 | Nine Months Ended September 30, 2011 |
|---|---|---|---|---|
| | (dollars in millions) | | | |
| Americas | $ 4,753 | $ 6,544 | $ 14,657 | $ 18,609 |
| Europe, Middle East, and Africa | 296 | 2,199 | 2,428 | 5,393 |
| Asia | 240 | 1,067 | 2,092 | 2,589 |
| Net revenues | $ 5,289 | $ 9,810 | $ 19,177 | $ 26,591 |

**20. Equity Method Investments.**

The Company has investments accounted for under the equity method of accounting (see Note 1) of $4,441 million and $4,524 million at September 30, 2012 and December 31, 2011, respectively, included in Other investments in the condensed consolidated statements of financial condition. Losses from these investments for the quarter and nine months ended September 30, 2012 were $3 million and $24 million, respectively, and are included in Other revenues in the condensed consolidated statements of income. Losses from these investments for the quarter and nine months ended September 30, 2011 were $63 million and $788 million, respectively, and are included in Other revenues in the condensed consolidated statements of income. The losses for 2011 included the loss related to the Company s 40% stake in MUMSS, as described below. See Note 24 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K for further information.

***Huaxin Securities Joint Venture.***

In June 2011, the Company and Huaxin Securities Co., Ltd. ( Huaxin Securities ) (also known as China Fortune Securities Co., Ltd.) jointly announced the operational commencement of their securities joint venture in China. During the nine months ended September 30, 2011, the Company recorded initial costs of $130 million related to the formation of this joint venture in Other expenses in the condensed consolidated statements of income. The joint venture, Morgan Stanley Huaxin Securities Company Limited, is registered and principally located in Shanghai. Huaxin Securities holds a two-thirds interest in the joint venture while the Company owns a one-third interest. The establishment of the joint venture allows the Company to further build on its established onshore businesses in China. The joint venture s business includes underwriting and sponsorship of shares in the domestic China market (including A shares and foreign investment shares), as well as underwriting, sponsorship and principal trading of bonds (including government and corporate bonds).

***Japanese Securities Joint Venture***

On May 1, 2010, the Company and Mitsubishi UFJ Financial Group, Inc. ( MUFG ) formed a joint venture in Japan of their respective investment banking and securities businesses. MUFG and the Company have integrated their respective Japanese securities companies by forming two joint venture companies. MUFG contributed the investment banking, wholesale and retail securities businesses conducted in Japan by Mitsubishi UFJ Securities Co., Ltd. into Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. ( MUMSS ). The Company contributed the investment banking operations conducted in Japan by its subsidiary MSMS, formerly known as Morgan Stanley

88

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Japan Securities Co., Ltd., into MUMSS (MSMS, together with MUMSS, the Joint Venture ). MSMS will continue its sales and trading and capital markets business conducted in Japan. Following the respective contributions to the Joint Venture and a cash payment of 23 billion yen ($247 million), from MUFG to the Company, the Company owns a 40% economic interest in the Joint Venture and MUFG owns a 60% economic interest in the Joint Venture.

The Company holds a 40% voting interest and MUFG holds a 60% voting interest in MUMSS, while the Company holds a 51% voting interest and MUFG holds a 49% voting interest in MSMS. The Company continues to consolidate MSMS in its condensed consolidated financial statements and, commencing on May 1, 2010, accounted for its interest in MUMSS as an equity method investment within the Institutional Securities business segment. During the quarter ended September 30, 2012 and 2011, the Company recorded income (loss) of $36 million and $(3) million, respectively, and income (loss) of $117 million and $(675) million for the nine months ended September 30, 2012 and 2011, respectively, within Other revenues in the condensed consolidated statements of income, arising from the Company s 40% stake in MUMSS.

In order to enhance the risk management at MUMSS, during the nine months ended September 30, 2011, the Company entered into a transaction with MUMSS whereby the risk associated with the fixed income trading positions that previously caused the majority of the aforementioned MUMSS losses in 2011 was transferred to MSMS. In return for entering into the transaction, the Company received total consideration of $659 million, which represented the estimated fair value of the fixed income trading positions transferred.

To the extent that losses incurred by MUMSS result in a requirement to restore its capital, MUFG is solely responsible for providing this additional capital to a minimum level and the Company is not obligated to contribute additional capital to MUMSS. Because of losses incurred by MUMSS, MUFG contributed approximately $370 million of capital to MUMSS on April 22, 2011. The MUFG capital injection improved the capital base and restored the capital adequacy ratio of MUMSS. As a result of this capital injection, during the quarter ended June 30, 2011, the Company recorded an increase of approximately $148 million in the carrying amount of the equity method investment in MUMSS, reflecting the Company s 40% share of the increase in the net asset value of MUMSS, and an increase in the Company s Paid-in capital of approximately $86 million (after-tax).

***FrontPoint.***

On March 1, 2011, the Company and the principals of FrontPoint Partners LLC ( FrontPoint ) completed a transaction whereby FrontPoint senior management and portfolio managers own a majority equity stake in FrontPoint, and the Company retained a minority stake. FrontPoint has replaced the Company s affiliates as the investment advisor and general partner of the FrontPoint funds. The investment in FrontPoint is recorded within the Asset Management business segment. Prior to March 1, 2011, the Company consolidated FrontPoint. The Company recorded losses of approximately $7 million and $27 million related to the writedown of the minority stake investment in FrontPoint for the quarter and nine months ended September 30, 2011, respectively. The loss was included in Other revenues in the condensed consolidated statement of income.

Table of Contents

**MORGAN STANLEY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**21. Discontinued Operations.**

See Note 1 for a discussion of the Company s discontinued operations.

The table below provides information regarding amounts included in discontinued operations:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Net revenues(1): | | | | |
| Saxon | $ (1) | $ 38 | $ 76 | $ 92 |
| Quilter | | 33 | 163 | 102 |
| Other(2) | 12 | 12 | 4 | 36 |
| | $ 11 | $ 83 | $ 243 | $ 230 |
| Pre-tax gain (loss) on discontinued operations(1): | | | | |
| Revel | $ | $ | $ | $ (10) |
| Saxon(3) | (25) | (14) | (40) | (77) |
| Quilter(4) | | 7 | 97 | 16 |
| Other(2) | 10 | 2 | 4 | 16 |
| | $ (15) | $ (5) | $ 61 | $ (55) |

(1) Amounts included eliminations of intersegment activity.
(2) Amounts included in Other for the quarter and nine months ended September 30, 2011 are related to the Company s retail asset management business, CityMortgage Bank and other.
(3) Amount for the nine months ended September 30, 2012 included a pre-tax gain of approximately $51 million, primarily resulting from the subsequent increase in fair value of Saxon, which had incurred impairment losses of $98 million in the quarter ended December 31, 2011, as well as approximately $7 million and $32 million of severance costs incurred in the quarter and nine months ended September 30, 2012, respectively, in connection with the disposition of Saxon. Saxon incurred total compensation costs of $9 million and $61 million and total general and administrative costs of $14 million and $47 million in the quarter and nine months ended September 30, 2012, respectively.
(4) Amount for the nine months ended September 30, 2012 included a pre-tax gain of approximately $108 million in connection with the sale of Quilter.

**22. Subsequent Events.**

The Company has evaluated subsequent events for adjustment to or disclosure in the condensed consolidated financial statements through the date of this report and the Company has not identified any recordable or disclosable events, not otherwise reported in these condensed consolidated financial statements or the notes thereto, except for the following:

***Common Dividend.***

On October 18, 2012, the Company announced that its Board of Directors declared a quarterly dividend per common share of $0.05. The dividend is payable on November 15, 2012 to common shareholders of record on October 31, 2012.

***Long-Term Borrowings.***

Subsequent to September 30, 2012 and through October 31, 2012, the Company s long-term borrowings (net of repayments) increased by approximately $1.2 billion, which includes a subordinated debt issuance of $2 billion on October 23, 2012.

Table of Contents

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of Morgan Stanley:

We have reviewed the accompanying condensed consolidated statement of financial condition of Morgan Stanley and subsidiaries (the Company ) as of September 30, 2012, the related condensed consolidated statements of income and comprehensive income for the three-month and nine-month periods ended September 30, 2012 and 2011, and the condensed consolidated statements of cash flows and changes in total equity for the nine-month periods ended September 30, 2012 and 2011. These condensed consolidated financial statements are the responsibility of the management of the Company.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of financial condition of the Company as of December 31, 2011, and the consolidated statements of income, comprehensive income, cash flows and changes in total equity for the year then ended (not presented herein) included in the Company s Annual Report on Form 10-K; and in our report dated February 27, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated statement of financial condition as of December 31, 2011 is fairly stated, in all material respects, in relation to the consolidated statement of financial condition from which it has been derived.

/s/ Deloitte & Touche LLP
New York, New York
November 6, 2012

Table of Contents

## Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

### Introduction.

Morgan Stanley, a financial holding company, is a global financial services firm that maintains significant market positions in each of its business segments Institutional Securities, Global Wealth Management Group and Asset Management. The Company, through its subsidiaries and affiliates, provides a wide variety of products and services to a large and diversified group of clients and customers, including corporations, governments, financial institutions and individuals. Unless the context otherwise requires, the terms Morgan Stanley and the Company mean Morgan Stanley and its consolidated subsidiaries and the term Parent means the parent company, Morgan Stanley.

A summary of the activities of each of the Company s business segments is as follows:

*Institutional Securities* provides capital raising; financial advisory services, including advice on mergers and acquisitions, restructurings, real estate and project finance; corporate lending; sales, trading, financing and market-making activities in equity and fixed income securities and related products, including foreign exchange and commodities; and investment activities.

*Global Wealth Management Group*, which includes the Company s 65% interest in Morgan Stanley Smith Barney Holdings LLC (the Wealth Management Joint Venture or Wealth Management JV ) provides brokerage and investment advisory services to individual investors and small-to-medium sized businesses and institutions covering various investment alternatives; financial and wealth planning services; annuity and other insurance products; credit and other lending products; cash management services; retirement services; and trust and fiduciary services and engages in fixed income principal trading, which primarily facilitates clients trading or investments in such securities.

*Asset Management* provides a broad array of investment strategies that span the risk/return spectrum across geographies, asset classes and public and private markets to a diverse group of clients across the institutional and intermediary channels as well as high net worth clients.

See Notes 1 and 21 to the condensed consolidated financial statements for a discussion of the Company s discontinued operations.

The results of operations in the past have been, and in the future may continue to be, materially affected by many factors, including the effect of economic and political conditions and geopolitical events; the effect of market conditions, particularly in the global equity, fixed income, credit and commodities markets, including corporate and mortgage (commercial and residential) lending and commercial real estate markets; the impact of current, pending and future legislation (including the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act )), regulation (including capital, leverage and liquidity requirements), and legal actions in the United States of America ( U.S. ) and worldwide; the level and volatility of equity, fixed income, and commodity prices and interest rates, currency values and other market indices; the availability and cost of both credit and capital as well as the credit ratings assigned to the Company s unsecured short-term and long-term debt; investor sentiment and confidence in the financial markets; the performance of the Company s acquisitions, joint ventures, strategic alliances or other strategic arrangements (including the Wealth Management JV and with Mitsubishi UFJ Financial Group, Inc. ( MUFG )); the Company s reputation; inflation, natural disasters and acts of war or terrorism; the actions and initiatives of current and potential competitors as well as governments, regulators and self-regulatory organizations and technological changes; or a combination of these or other factors. In addition, legislative, legal and regulatory developments related to the Company s businesses are likely to increase costs, thereby affecting results of operations. These factors also may have an impact on the Company s ability to achieve its strategic objectives. For a further discussion of these and other important factors that could affect the Company s business, see Business Competition and Business Supervision and Regulation in Part I, Item 1 and Risk Factors in Part I, Item 1A of the Company s Annual Report on Form 10-K for the year ended December 31, 2011 (the Form 10-K ) and Other Matters herein.

Table of Contents

The discussion of the Company s results of operations below may contain forward-looking statements. These statements, which reflect management s beliefs and expectations, are subject to risks and uncertainties that may cause actual results to differ materially. For a discussion of the risks and uncertainties that may affect the Company s future results, please see Forward-Looking Statements immediately preceding Part I, Item 1, Competition and Supervision and Regulation in Part I, Item 1, Risk Factors in Part I, Item 1A and Executive Summary Significant Items in Part II, Item 7 of the Form 10-K and Other Matters herein.

## Executive Summary.

***Financial Information and Statistical Data (dollars in millions, except where noted and per share amounts).***

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| **Net revenues:** | | | | |
| Institutional Securities | $ 1,376 | $ 6,410 | $ 7,633 | $ 15,137 |
| Global Wealth Management Group | 3,336 | 3,226 | 10,055 | 10,070 |
| Asset Management | 631 | 205 | 1,620 | 1,463 |
| Intersegment Eliminations | (54) | (31) | (131) | (79) |
| Consolidated net revenues | $ 5,289 | $ 9,810 | $ 19,177 | $ 26,591 |
| **Net income (loss)** | $ (956) | $ 2,293 | $ (72) | $ 4,829 |
| **Net income applicable to redeemable noncontrolling interests** | 8 | | 8 | |
| **Net income applicable to nonredeemable noncontrolling interests** | 59 | 94 | 446 | 469 |
| **Net income (loss) applicable to Morgan Stanley** | $ (1,023) | $ 2,199 | $ (526) | $ 4,360 |
| **Income (loss) from continuing operations applicable to Morgan Stanley:** | | | | |
| Institutional Securities | $ (1,268) | $ 2,072 | $ (1,183) | $ 3,827 |
| Global Wealth Management Group | 157 | 167 | 522 | 527 |
| Asset Management | 104 | (61) | 143 | 29 |
| Intersegment Eliminations | | | (4) | |
| Income (loss) from continuing operations applicable to Morgan Stanley | $ (1,007) | $ 2,178 | $ (522) | $ 4,383 |
| **Amounts applicable to Morgan Stanley:** | | | | |
| Income (loss) from continuing operations applicable to Morgan Stanley | $ (1,007) | $ 2,178 | $ (522) | $ 4,383 |
| Net gain (loss) from discontinued operations applicable to Morgan Stanley(1) | (16) | 21 | (4) | (23) |
| **Net income (loss) applicable to Morgan Stanley** | $ (1,023) | $ 2,199 | $ (526) | $ 4,360 |
| **Earnings (loss) applicable to Morgan Stanley common shareholders** | $ (1,047) | $ 2,153 | $ (599) | $ 2,335 |
| **Earnings (loss) per basic common share:** | | | | |
| Income (loss) from continuing operations | $ (0.55) | $ 1.15 | $ (0.32) | $ 1.48 |
| Net gain (loss) from discontinued operations(1) | | 0.01 | | (0.01) |
| Earnings (loss) per basic common share(2) | $ (0.55) | $ 1.16 | $ (0.32) | $ 1.47 |
| **Earnings (loss) per diluted common share:** | | | | |
| Income (loss) from continuing operations | $ (0.55) | $ 1.14 | $ (0.32) | $ 1.47 |
| Net gain (loss) from discontinued operations(1) | | 0.01 | | (0.02) |

| | | | | |
|---|---|---|---|---|
| Earnings (loss) per diluted common share(2) | $ (0.55) | $ 1.15 | $ (0.32) | $ 1.45 |
| | | | | |
| **Regional net revenues(3):** | | | | |
| Americas | $ 4,753 | $ 6,544 | $ 14,657 | $ 18,609 |
| Europe, Middle East and Africa | 296 | 2,199 | 2,428 | 5,393 |
| Asia | 240 | 1,067 | 2,092 | 2,589 |
| | | | | |
| Net revenues | $ 5,289 | $ 9,810 | $ 19,177 | $ 26,591 |

Table of Contents

***Financial Information and Statistical Data (dollars in millions, except where noted and per share amounts) (Continued).***

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| **Average common equity (dollars in billions):** | | | | |
| Institutional Securities | $ 28.6 | $ 32.7 | $ 29.2 | $ 33.2 |
| Global Wealth Management Group | 13.2 | 13.5 | 13.3 | 13.3 |
| Asset Management | 2.4 | 2.7 | 2.4 | 2.7 |
| Parent capital | 16.8 | 10.2 | 16.1 | 3.1 |
| Total from continuing operations | 61.0 | 59.1 | 61.0 | 52.3 |
| Discontinued operations | | | | |
| Consolidated average common equity | $ 61.0 | $ 59.1 | $ 61.0 | $ 52.3 |
| **Return on average common equity(4):** | | | | |
| Institutional Securities | N/M | 25% | N/M | 8% |
| Global Wealth Management Group | 5% | 5% | 5% | 3% |
| Asset Management | 17% | N/M | 8% | N/M |
| Consolidated | N/M | 15% | N/M | 6% |
| **Book value per common share(5)** | $ 30.53 | $ 31.29 | $ 30.53 | $ 31.29 |
| **Tangible common equity(6)** | $ 52,626 | $ 53,559 | $ 52,626 | $ 53,559 |
| **Tangible book value per common share(7)** | $ 26.65 | $ 27.79 | $ 26.65 | $ 27.79 |
| **Effective income tax rate from continuing operations(8)** | 35.4% | 38.4% | 72.4% | 26.1% |
| **Worldwide employees** | 57,726 | 62,245 | 57,726 | 62,245 |
| **Global liquidity reserve at September 30, 2012 and 2011 (dollars in billions)(9)** | $ 170 | $ 180 | $ 170 | $ 180 |
| **Average global liquidity reserve (dollars in billions)(9):** | | | | |
| Parent company liquidity | $ 65 | $ 83 | $ 68 | $ 79 |
| Bank and other subsidiaries liquidity | 108 | 100 | 108 | 97 |
| Total global liquidity reserve | $ 173 | $ 183 | $ 176 | $ 176 |
| **Long-term debt outstanding** | $ 168,444 | $ 189,093 | $ 168,444 | $ 189,093 |
| **Maturities of long-term debt outstanding at September 30, 2012 and 2011 (next 12 months)** | $ 20,214 | $ 38,731 | $ 20,214 | $ 38,731 |
| **Capital ratios at September 30, 2012 and 2011(10):** | | | | |
| Total capital ratio | 17.0% | 16.1% | 17.0% | 16.1% |
| Tier 1 common capital ratio | 13.9% | 11.6% | 13.9% | 11.6% |
| Tier 1 capital ratio | 16.9% | 14.9% | 16.9% | 14.9% |
| Tier 1 leverage ratio | 7.2% | 6.3% | 7.2% | 6.3% |
| **Consolidated assets under management or supervision (dollars in billions)(11):** | | | | |
| Asset Management(12) | $ 331 | $ 268 | $ 331 | $ 268 |
| Global Wealth Management Group(13) | 545 | 461 | 545 | 461 |
| Total | $ 876 | $ 729 | $ 876 | $ 729 |

Table of Contents

***Financial Information and Statistical Data (dollars in millions, except where noted and per share amounts) (Continued).***

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| **Institutional Securities:** | | | | |
| Pre-tax profit margin(14) | N/M | 54% | N/M | 35% |
| **Global Wealth Management Group:** | | | | |
| Global representatives(13) | 16,829 | 17,661 | 16,829 | 17,661 |
| Annualized revenues per global representative (dollars in thousands)(13)(15) | $ 790 | $ 724 | $ 783 | $ 745 |
| Assets by client segment (dollars in billions)(13): | | | | |
| $10 million or more | $ 572 | $ 480 | $ 572 | $ 480 |
| $1 million to $10 million | 723 | 661 | 723 | 661 |
| Subtotal $1 million or more | 1,295 | 1,141 | 1,295 | 1,141 |
| $100,000 to $1 million | 426 | 374 | 426 | 374 |
| Less than $100,000 | 47 | 38 | 47 | 38 |
| Total client assets | $ 1,768 | $ 1,553 | $ 1,768 | $ 1,553 |
| Fee-based client assets as a percentage of total client assets(13) | 31% | 29% | 31% | 29% |
| Client assets per global representative(13)(16) | $ 105 | $ 88 | $ 105 | $ 88 |
| Global fee-based client asset inflows (dollars in billions)(13) | $ 7.5 | $ 9.8 | $ 20.3 | $ 36.8 |
| Bank deposits (dollars in billions)(17) | $ 118 | $ 109 | $ 118 | $ 109 |
| Global retail locations(13) | 727 | 760 | 727 | 760 |
| Pre-tax profit margin(14) | 7% | 11% | 10% | 10% |
| **Asset Management:** | | | | |
| Assets under management or supervision (dollars in billions)(12) | $ 331 | $ 268 | $ 331 | $ 268 |
| Pre-tax profit margin(14) | 31% | N/M | 23% | 12% |
| **Selective Management Financial Measures - Non-GAAP(18):** | | | | |
| Net Revenues, excluding DVA(19) Non-GAAP | $ 7,551 | $ 6,400 | $ 23,067 | $ 23,126 |
| Income from continuing operations applicable to Morgan Stanley, excluding DVA(19) Non-GAAP | $ 561 | $ 64 | $ 2,275 | $ 2,235 |
| Income per diluted common share from continuing operations, excluding DVA(19) Non-GAAP | $ 0.28 | $ 0.02 | $ 1.15 | $ 0.15 |

N/M Not Meaningful.

(1) See Notes 1 and 21 to the condensed consolidated financial statements for information on discontinued operations.

(2) For the calculation of basic and diluted earnings per share ( EPS ), see Note 15 to the condensed consolidated financial statements.

(3) Regional net revenues include the impact of the fluctuation in the Company s credit spreads and other credit factors ( Debt-Related Credit Spreads ) on certain of the Company s long-term and short-term borrowings, primarily structured notes, that are accounted for at fair value ( Borrowings ).

(4) The calculation of return on average common equity uses income from continuing operations applicable to Morgan Stanley less preferred dividends as a percentage of average common equity. The return on average common equity is a non-Generally Accepted Accounting Principle ( GAAP ) financial measure that the Company considers to be a useful measure to the Company and investors to assess operating performance. The computation of average common equity for each business segment is determined using the Company s Required Capital framework ( Required Capital Framework ), an internal capital adequacy measure (see Liquidity and Capital Resources Required Capital herein). The effective tax rates used in the computation of business segment return on average common equity were determined on a separate entity basis.

(5) Book value per common share equals common shareholders equity of $60,291 million at September 30, 2012 and $60,320 million at September 30, 2011 divided by common shares outstanding of 1,975 million at September 30, 2012 and 1,928 million at September 30, 2011.

(6) Tangible common equity is a non-GAAP financial measure that the Company considers to be a useful measure that the Company and investors use to assess capital adequacy. For a discussion of tangible common equity, see Liquidity and Capital Resources The Balance Sheet herein.

95

Table of Contents

(7) Tangible book value per common share is a non-GAAP financial measure that the Company considers to be a useful measure that the Company and investors use to assess capital adequacy. Tangible book value per common share equals tangible common equity divided by period-end common shares outstanding.
(8) For a discussion of the effective income tax rate, see Overview of the Quarter and Nine Months Ended September 30, 2012 Financial Results herein.
(9) For a discussion of Global Liquidity Reserve and average liquidity, see Liquidity and Capital Resources Liquidity Risk Management Framework Global Liquidity Reserve herein.
(10) On December 30, 2011, the Board of Governors of the Federal Reserve System (the Federal Reserve ) formalized regulatory definitions for Tier 1 common capital and Tier 1 common capital ratio. The Company s Tier 1 common ratio at September 30, 2011 was recast to conform to this definition. The Company s Total capital ratio, Tier 1 common capital ratio and Tier 1 capital ratio at September 30, 2011 have also been adjusted based on revised guidance from the Federal Reserve about the Company s capital treatment for over-the-counter ( OTC ) derivative collateral. For a discussion of Total capital ratio, Tier 1 common capital ratio, Tier 1 capital ratio and Tier 1 leverage ratio, see Liquidity and Capital Resources Regulatory Requirements herein.
(11) Revenues and expenses associated with these assets are included in the Company s Global Wealth Management Group and Asset Management business segments.
(12) Amounts exclude the Asset Management business segment s proportionate share of assets managed by entities in which it owns a minority stake.
(13) Prior period amounts exclude the balances related to Quilter & Co. Ltd. ( Quilter ) to conform to the current year s presentation.
(14) Pre-tax profit margin is a non-GAAP financial measure that the Company considers to be a useful measure that the Company and investors use to assess operating performance. Percentages represent income from continuing operations before income taxes as a percentage of net revenues.
(15) Annualized net revenues per global representative for the quarters and nine months ended September 30, 2012 and 2011 equals Global Wealth Management Group s net revenues divided by the quarterly weighted average global representative headcount for the quarters and nine months ended September 30, 2012 and 2011, respectively.
(16) Client assets per global representative equal total period-end client assets divided by period-end global representative headcount.
(17) Approximately $60 billion and $56 billion of the bank deposit balances at September 30, 2012 and 2011, respectively, are held at Company-affiliated depositories with the remainder held at Citigroup, Inc. ( Citi ) affiliated depositories. These deposit balances are held at certain of the Company s Federal Deposit Insurance Corporation (the FDIC ) insured depository institutions for the benefit of the Company s clients through their accounts. For additional information regarding the Company s deposits, see Liquidity and Capital Resources Funding Management Deposits herein.

Table of Contents

(18) From time to time, the Company may disclose certain non-GAAP financial measures in the course of its earnings releases, earnings conference calls, financial presentations and otherwise. For these purposes, GAAP refers to generally accepted accounting principles in the United States. The Securities and Exchange Commission ( SEC ) defines a non-GAAP financial measure as a numerical measure of historical or future financial performance, financial positions, or cash flows that excludes or includes amounts or is subject to adjustments that effectively exclude, or include, amounts from the most directly comparable measure calculated and presented in accordance with GAAP. Non-GAAP financial measures disclosed by the Company are provided as additional information to investors in order to provide them with further transparency about, or an alternative method for assessing, our financial condition and operating results. These measures are not in accordance with, or a substitute for, GAAP, and may be different from or inconsistent with non-GAAP financial measures used by other companies. Whenever the Company refers to a non-GAAP financial measure, the Company will also generally present the most directly comparable financial measure calculated and presented in accordance with GAAP, along with a reconciliation of the differences between the non-GAAP financial measure and the GAAP financial measure.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| **Reconciliation of Selective Management Financial Measures from a Non-GAAP to a GAAP Basis (dollars in millions, except per share amounts):** | | | | |
| **Net Revenues** | | | | |
| Net Revenues Non-GAAP | $ 7,551 | $ 6,400 | $ 23,067 | $ 23,126 |
| Impact of Debt-Related Credit Spreads on Borrowings (DVA) | (2,262) | 3,410 | (3,890) | 3,465 |
| Net Revenues GAAP | $ 5,289 | $ 9,810 | $ 19,177 | $ 26,591 |
| **Income (loss) from continuing operations applicable to Morgan Stanley** | | | | |
| Income applicable to Morgan Stanley Non-GAAP | $ 561 | $ 64 | $ 2,275 | $ 2,235 |
| Impact of Debt-Related Credit Spreads on Borrowings (DVA) | (1,568) | 2,114 | (2,797) | 2,148 |
| Income (loss) applicable to Morgan Stanley GAAP | $ (1,007) | $ 2,178 | $ (522) | $ 4,383 |
| **Earnings (loss) per diluted common share** | | | | |
| Income (loss) per diluted common share from continuing operations Non-GAAP | $ 0.28 | $ 0.02 | $ 1.15 | $ 0.15 |
| Impact of Debt-Related Credit Spreads on Borrowings (DVA) | (0.83) | 1.12 | (1.47) | 1.32 |
| Income (loss) per diluted common share from continuing operations GAAP | $ (0.55) | $ 1.14 | $ (0.32) | $ 1.47 |
| Average diluted shares Non-GAAP (in millions) | 1,924 | 1,869 | 1,913 | 1,608 |
| Impact of Debt-Related Credit Spreads on Borrowings (DVA)(in millions) | (35) | | (29) | |
| Average diluted shares GAAP (in millions)* | 1,889 | 1,869 | 1,884 | 1,608 |

* Due to GAAP loss in the 2012 periods, average diluted shares equal average basic shares.

(19) Represents the change in the fair value of certain of Morgan Stanley s long-term and short-term borrowings resulting from fluctuations in its credit spreads and other credit factors (commonly referred to as DVA ).

Table of Contents

***Global Market and Economic Conditions.***

During the nine months ended September 30, 2012, global market and economic conditions improved modestly from 2011 year-end as European policymakers became more aggressive in combating the region s debt crisis and central bankers around the globe took a number of actions to stimulate the economic recovery. Despite these improvements, global market and economic conditions continued to be challenged by concerns about the ongoing European sovereign debt crisis, the impending U.S. fiscal cliff (i.e., the combination of expiring tax cuts and spending cuts that could take effect on or after January 1, 2013) and its adverse impact on the U.S. economy, and slowing economic growth in emerging markets.

In the U.S., major equity market indices ended the third quarter and the first nine months of 2012 higher compared with the beginning of the quarter and the year primarily due to improved investor confidence. The U.S. economy continued its moderate growth pace in the third quarter. In the third quarter, the unemployment rate decreased to 7.8% at September 30, 2012 from 8.5% at December 31, 2011. During the first nine months of 2012, housing market conditions continued to improve, but investments in commercial real estate projects remained challenged. Consumer spending and business investments improved during this period, while consumer price inflation remained relatively low. Oil prices rose during the third quarter of 2012 driven by concerns about crude oil supplies. The Federal Open Market Committee ( FOMC ) of the Federal Reserve kept key interest rates at historically low levels, and at September 30, 2012, the federal funds target rate was between zero and 0.25%, and the discount rate was 0.75%. The FOMC announced in September 2012 that key interest rates will likely remain at historically low levels at least through mid-2015. In an effort to lower long-term interest rates and to support economic growth, in June 2012 the FOMC announced its plan to purchase an additional $267 billion of U.S. Treasury securities with maturities between six and 30 years and sell an equal amount of U.S. Treasury securities with maturities of three years or less. In September 2012, the FOMC announced it would continue this program through the end of 2012 and launched a new program to buy an additional $40 billion of agency mortgage-backed securities every month until the job market improves.

In Europe, real gross domestic product growth stabilized in the first quarter of 2012 but weakened in the second and third quarters of 2012. At September 30, 2012, major European equity market indices were higher compared with the beginning of the quarter and the year primarily due to investors optimism about Europe s progress in addressing its sovereign debt crisis, especially in Greece, Ireland, Italy, Portugal and Spain (the European Peripherals ) and the sovereign debt exposures in the European banking system. The euro-area unemployment rate increased to 11.6% at September 30, 2012 from 10.6% at December 31, 2011. In early July 2012, the European Central Bank ( ECB ) lowered the benchmark interest rate from 1.00% to 0.75% in order to stimulate economic activity in Europe. The Bank of England s ( BOE ) benchmark interest rate was 0.5% and was unchanged from December 31, 2011. To inject further monetary stimulus into the economy in the United Kingdom ( U.K. ), the BOE twice increased the size of its quantitative easing program in 2012. During the first nine months of 2012, the ECB conducted its second three-year refinancing operation and widened the pool of eligible collateral for refinancing operations to ease funding conditions for euro-area banks. In addition, European Union leaders agreed on a new bailout and debt-restructuring agreement designed to reduce Greece s debt and reached another agreement to ease the recapitalization of struggling European banks. In September 2012, the ECB outlined the details of a plan to buy euro-area government bonds and reiterated its pledge to preserve the euro. Despite these actions, several major rating agencies downgraded the credit ratings for some euro-zone countries and some European Union member countries, such as Italy and Spain, entered into a technical recession (two consecutive quarters of negative gross domestic product) in 2012.

In Asia, most of the major equity market indices at September 30, 2012 were higher compared with the beginning of the quarter and the year. Japan s Nikkei Index closed out the third quarter lower compared with the beginning of the quarter, but was higher compared with the beginning of the year. China s Shanghai Composite Index at September 30, 2012 was lower compared with the beginning of the quarter and the year. Japan s economy grew moderately in the first half of 2012, but the pick-up in economic activity paused in the third quarter. To further stimulate its economy, the Bank of Japan increased the size of its quantitative easing program

three times during the first nine months of 2012. Japan s benchmark interest rate remained within a range of zero to 0.1% during the first nine months of 2012. China s economic growth decelerated in the first nine months of 2012 as import and export growth slowed after domestic tightening measures and global economic turmoil impacted consumption. To stimulate the Chinese economy, the People s Bank of China (the PBC ) cut its bank reserve requirement by 0.5% twice in the first nine months of 2012. In addition, the PBC lowered its one-year benchmark lending rate by 0.25% to 6.31% and 0.31% to 6.00% in June and July of 2012, respectively.

***Overview of the Quarter and Nine Months Ended September 30, 2012 Financial Results.***

*Consolidated Results*. The Company recorded a net loss applicable to Morgan Stanley of $1,023 million on net revenues of $5,289 million during the quarter ended September 30, 2012 ( current quarter ), compared with net income applicable to Morgan Stanley of $2,199 million on net revenues of $9,810 million in the quarter ended September 30, 2011 ( prior year quarter ).

Net revenues in the current quarter included negative revenue of $2,262 million, or $(0.83) per diluted share from continuing operations, due to the impact of the tightening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, compared with positive revenues of $3,410 million in the prior year quarter. Non-interest expenses increased 11% to $6,769 million in the current quarter compared to $6,125 million in the prior year quarter. Compensation expenses increased 8% to $3,929 million in the current quarter compared to $3,638 million in the prior year quarter. Non-compensation expenses increased 14% to $2,840 million in the current quarter, primarily due to litigation costs reported in the Institutional Securities business segment and non-recurring expenses associated with the Morgan Stanley Wealth Management integration.

Diluted EPS and diluted EPS from continuing operations were both $(0.55) in the current quarter compared with $1.15 and $1.14, respectively, in the prior year quarter.

Excluding the impact of the Company s Debt-Related Credit Spreads on Borrowings that were accounted for at fair value, in the current quarter, net revenues were $7,551 million and diluted EPS from continuing operations was $0.28 per share, compared to $6,400 million and $0.02 per share, respectively, in the prior year quarter.

For the nine months ended September 30, 2012, the Company recorded a net loss applicable to Morgan Stanley of $526 million on net revenues of $19,177 million, compared with net income applicable to Morgan Stanley of $4,360 million on net revenues of $26,591 million in the nine months ended September 30, 2011. Non-interest expenses decreased 3% to $19,514 million from the prior year period. Diluted EPS and diluted EPS from continuing operations were both $(0.32), in the nine months ended September 30, 2012, compared with $1.45 and $1.47, respectively, in the prior year period. The EPS calculation for the prior year period included a negative adjustment of approximately $1.7 billion, or $0.92 per diluted share (calculated using 1.79 billion diluted average shares outstanding on the if-converted method), related to the conversion of the Company s Series B Preferred Stock owned by MUFG into common stock.

The Company s effective tax rate from continuing operations was 35.4% and 72.4% for the quarter and nine months ended September 30, 2012, respectively. The effective tax rate for the quarter and nine months ended September 30, 2012 included an out of period net income tax provision adjustment of $82 million, primarily related to the overstatement of tax benefits associated with repatriated earnings of a foreign subsidiary in 2010. Excluding this out of period adjustment, the effective tax rate from continuing operations for the quarter and nine months ended September 30, 2012 would have been 40.9% and 96.7%, respectively. The effective tax rates are reflective of the level and geographic mix of earnings, specifically the significant impact of tax benefits associated with DVA losses for the quarter and nine months ended September 30, 2012, respectively.

The Company s effective tax rate from continuing operations was 38.4% and 26.1% for the quarter and nine months ended September 30, 2011, respectively. The effective tax rate for the nine months ended September 30, 2011 included a net tax benefit of $447 million, or $0.27 per diluted share, from the remeasurement of a deferred

tax asset and the reversal of a related valuation allowance. The deferred tax asset and valuation allowance were recognized in income from discontinued operations in 2010 in connection with the recognition of a $1.2 billion loss due to writedowns and related costs following the Company s commitment to a plan to dispose of Revel Entertainment Group, LLC ( Revel ). Excluding this discrete tax benefit, the annual effective tax rate from continuing operations for the nine months ended September 30, 2011 would have been 32.9%. For further discussion of the current and prior year discrete tax items, see Executive Summary Significant Items Income Tax Items herein.

During the nine months ended September 30, 2012, the Company completed the sale of Quilter, its retail wealth management business in the U.K., resulting in a pre-tax gain of $108 million. In addition, the first phase of the asset sale of Saxon closed on April 2, 2012. The results of Quilter (reported in the Global Wealth Management Group business segment) and Saxon (reported in the Institutional Securities business segment) are presented as discontinued operations for all periods presented. Discontinued operations were a gain of $23 million for the quarter ended September 30, 2011 and a gain (loss) of $21 million and $(18) million in the nine months ended September 30, 2012 and 2011, respectively.

*Institutional Securities.* The loss from continuing operations before taxes was $1,917 million in the current quarter, compared with income from continuing operations before taxes of $3,447 million in the prior year quarter. Net revenues for the current quarter were $1,376 million compared with $6,410 million in the prior year quarter. The results in the current quarter included negative revenue of $2,262 million due to the impact of the tightening of the Company s Debt-Related Credit Spreads on Borrowings that were accounted for at fair value compared with positive revenue of $3,410 million in the prior year quarter. Investment banking revenues for the current quarter increased 12% to $969 million from the prior year quarter, reflecting higher revenues from fixed income underwriting transactions, partially offset by lower revenues from advisory and equity underwriting transactions. The following sales and trading net revenues results exclude the impact of Debt-Related Credit Spreads on Borrowings that are accounted for at fair value. The presentation of net revenues excluding the impact of Debt-Related Credit Spreads on Borrowings that are accounted for at fair value is a non-GAAP financial measure that the Company considers useful for the Company and investors to allow further comparability of period to period operating performance. See Business Segments Institutional Securities Sales and Trading Net Revenues for more information. Excluding the impact of Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, fixed income and commodities sales and trading net revenues were $1,458 million in the current quarter, an increase of 33% from the prior year quarter, reflecting higher results in interest rate products and gains in credit products, including higher levels of client activity in securitized products. Equity sales and trading net revenues, excluding the impact of Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, of $1,228 million decreased 8% from the prior year quarter, reflecting lower revenues in the cash and derivatives businesses as a result of lower market volumes. Other sales and trading net losses in the current quarter were $164 million compared with net losses of $444 million in the prior year quarter. Results in both quarters primarily consisted of certain activities associated with the Company s lending activities, gains (losses) on economic hedges related to the Company s long-term debt, costs related to the amount of liquidity held ( negative carry ) and revenues related to hedge accounting on certain derivative contracts. Other revenues in the current quarter were $73 million compared with $259 million in the prior year quarter. Results for the current quarter included income of $36 million arising from the Company s 40% stake in Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. ( MUMSS ) (see Significant Items Japanese Securities Joint Venture herein), compared with a pre-tax loss of $3 million in the prior year quarter. Non-interest expenses increased 11% to $3,293 million in the current quarter. Compensation and benefits expenses in the current quarter were $1,638 million compared with $1,520 million in the prior year quarter. Non-compensation expenses were $1,655 million compared with $1,443 million in the prior year quarter.

*Global Wealth Management Group.* Income from continuing operations before taxes was $239 million in the current quarter compared with $356 million in the prior year quarter. Net revenues were $3,336 million in the current quarter compared with $3,226 million in the prior year quarter. Transactional revenues, consisting of Commissions and fees, Principal transactions Trading and Investment banking increased 2% from the prior

year quarter. Principal transactions Trading revenues increased 70% to $312 million in the current quarter, primarily due to gains related to investments associated with certain employee deferred compensation plans, higher revenues from dividend income, structured notes, corporate bonds and unit trusts, partially offset by lower revenue from corporate equity securities, government securities, municipal securities and foreign exchange transactions. Commissions and fees revenues decreased 21% to $521 million in the current quarter, primarily due to lower client activity. Asset management, distribution and administration fees increased 3% to $1,810 million in the current quarter, primarily due to higher fee-based revenues and higher revenues from the bank deposit program held at Citi depositories. Net interest increased 10% to $410 million in the current quarter from the prior year quarter, primarily resulting from higher revenues from the bank deposit program and secured financing activities. Non-interest expenses increased 8% to $3,097 million in the current quarter from the prior year quarter, reflecting an increase in compensation and non-compensation expenses. Total client asset balances were $1,768 billion at September 30, 2012 and client assets in fee-based accounts were $556 billion, or 31% of total client assets. Global fee-based client asset inflows for the current quarter were $7.5 billion compared with $9.8 billion in the prior year quarter.

*Asset Management.* Income from continuing operations before taxes was $198 million in the current quarter compared with a loss from continuing operations of $118 million in the prior year quarter. Net revenues were $631 million in the current quarter compared with $205 million in the prior year quarter. The increase in net revenues included net investment gains in the Company s Merchant Banking, Traditional Asset Management and Real Estate Investing businesses, as well as net investment gains associated with certain consolidated real estate funds sponsored by the Company. Non-interest expenses increased 34% to $433 million in the current quarter, reflecting an increase in compensation expenses. Compensation and benefits expenses increased 83% to $241 million in the current quarter compared with the prior year quarter primarily related to higher net revenues.

***Significant Items.***

*Wealth Management JV.* On September 17, 2012, the Company completed the purchase from Citi of an additional 14% stake in the Wealth Management JV, at an implied valuation of $13.5 billion, for $1.89 billion. On September 25, 2012, the Company announced that its U.S. Wealth Management business was rebranded to Morgan Stanley Wealth Management. The Company incurred $173 million of non-recurring costs associated with the Morgan Stanley Wealth Management integration and the additional 14% purchase of the Wealth Management JV in the quarter and nine months ended September 30, 2012. See Note 3 to the condensed consolidated financial statements for further information.

*Litigation costs.* During the quarter and nine months ended September 30, 2012, the Company incurred increased litigation expenses of approximately $280 million within the Institutional Securities business segment.

Table of Contents

*Corporate Lending.* The Company recorded the following amounts primarily associated with loans and lending commitments within the Institutional Securities business segment (see Business Segments Institutional Securities herein):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Other sales and trading: | | | | |
| Gains (losses) on loans and lending commitments | $ 491 | $ (1,048) | $ 1,309 | $ (1,014) |
| Gains (losses) on hedges | (238) | 679 | (784) | 465 |
| Total Other sales and trading revenue | $ 253 | $ (369) | $ 525 | $ (549) |
| Other revenue: | | | | |
| Provision for loan losses(1) | $ (27) | $ | $ (79) | $ (5) |
| Losses on loans held for sale | (2) | | (21) | |
| Total Other revenue | $ (29) | $ | $ (100) | $ (5) |
| Other expenses: Provision for unfunded commitments(1) | (33) | | (42) | (17) |
| Total | $ 191 | $ (369) | $ 383 | $ (571) |

(1) The increases for the quarter and nine months ended September 30, 2012, were primarily driven by enhancements to the estimate for the inherent losses for and growth in the Company s held for investment portfolio.

*Japanese Securities Joint Venture.* During the quarters ended September 30, 2012 and 2011, the Company recorded income (loss) of $36 million and $(3) million, respectively, within Other revenues in the condensed consolidated statements of income, arising from the Company s 40% stake in MUMSS (see Note 20 to the condensed consolidated financial statements). During the nine months ended September 30, 2012 and 2011, the Company recorded income (loss) of $117 million and $(675) million, respectively.

*Income Tax Items.* The Company s effective tax rate from continuing operations for the quarter and nine months ended September 30, 2012 included an $82 million out of period net income tax provision adjustment in the Institutional Securities business segment primarily related to the overstatement of tax benefits associated with repatriated earnings of a foreign subsidiary in 2010. The Company has evaluated the effects of the understatement of income tax provision both qualitatively and quantitatively, and concluded that it did not have a material impact on any prior annual or quarterly consolidated financial statements.

The Company s effective tax rate from continuing operations for the nine months ended September 30, 2011 included a $447 million net tax benefit from the remeasurement of a deferred tax asset and the reversal of a related valuation allowance. The deferred tax asset and valuation allowance were recognized in income from discontinued operations in 2010 in connection with the recognition of a $1.2 billion loss due to writedowns and related costs following the Company s commitment to a plan to dispose of Revel. The Company recorded the valuation allowance because the Company did not believe it was more likely than not that it would have sufficient future net capital gain to realize the benefit of the expected capital loss to be recognized upon the disposal of Revel. During the quarter ended March 31, 2011, the disposal of Revel was restructured as a tax-free like kind exchange and the disposal was completed. The restructured transaction changed the character of the future taxable loss to ordinary. The Company reversed the valuation allowance because the Company believes it is more likely than not that it will have sufficient future ordinary taxable income to recognize the recorded deferred tax asset. In accordance with the applicable accounting literature, this reversal of a previously established valuation allowance due to a change in circumstances was recognized in income from continuing operations.

*MUFG Stock Conversion.* On June 30, 2011, the Company s outstanding Series B Preferred Stock owned by MUFG with a face value of $7.8 billion (carrying value $8.1 billion) and a 10% dividend was converted into

102

385,464,097 shares of the Company s common stock, including approximately 75 million shares resulting from the adjustment to the conversion ratio pursuant to the transaction agreement. As a result of the adjustment to the conversion ratio, the Company incurred a one-time, non-cash negative adjustment of approximately $1.7 billion in its calculation of basic and diluted earnings per share during the nine months ended September 30, 2011.

*Monoline Insurers*. The results for the quarter and nine months ended September 30, 2011 included losses of $284 million and $132 million, respectively, related to the Company s counterparty credit exposures to Monolines, principally MBIA Insurance Corporation.

*U.K. Matters.* In July 2011, the U.K. Government enacted legislation imposing a bank levy on relevant liabilities and equities at December 31, 2011 on the consolidated balance sheets of banks and banking groups operating in the U.K. The Company accrued a levy charge of approximately $94 million for the quarter ended September 30, 2011. The levy was not deductible for U.K. corporation tax purposes.

*Huaxin Securities Joint Venture.* In June 2011, the Company and Huaxin Securities Co., Ltd. ( Huaxin Securities ) (also known as China Fortune Securities Co., Ltd.) jointly announced the operational commencement of their securities joint venture in China. During the nine months ended September 30, 2011, the Company recorded initial costs of $130 million related to the formation of this joint venture in Other expenses in the condensed consolidated statement of income.

Table of Contents

## Business Segments.

Substantially all of the Company s operating revenues and operating expenses can be directly attributed to its business segments. Certain revenues and expenses have been allocated to each business segment, generally in proportion to its respective net revenues, non-interest expenses or other relevant measures.

As a result of treating certain intersegment transactions as transactions with external parties, the Company includes an Intersegment Eliminations category to reconcile the business segment results to the Company s consolidated results. Intersegment Eliminations also reflect the effect of fees paid by the Institutional Securities business segment to the Global Wealth Management Group business segment related to the bank deposit program. Losses from continuing operations before income taxes recorded in Intersegment Eliminations were zero and $4 million in the quarter and nine months ended September 30, 2012, respectively. The Company did not recognize any Intersegment Elimination gains or losses in the quarter and nine months ended September 30, 2011.

***Net Revenues.***

*Principal Transactions Trading.* Principal transactions Trading revenues include revenues from customers purchases and sales of financial instruments in which the Company acts as a market maker and gains and losses on the Company s related positions. Principal transactions Trading revenues includes the realized gains and losses from sales of cash instruments and derivative settlements, unrealized gains and losses from ongoing fair value changes of the Company s positions related to market-making activities, and gains and losses related to investments associated with certain employee deferred compensation plans. In many markets, the realized and unrealized gains and losses from the purchase and sale transactions will include any spreads between bids and offers. Certain fees received on loans carried at fair value and dividends from equity securities are also recorded in this line item since they relate to market-making positions. Commissions received for purchasing and selling listed equity securities and options are recorded separately in the Commissions and fees line item. Other cash and derivative instruments typically do not have fees associated with them and fees for related services would be recorded in Commissions and fees.

The Company often invests directly, as a principal, in investments or other financial instruments to economically hedge its obligations under its deferred compensation plans. Changes in value of such investments made by the Company are recorded in Principal transactions Trading and Principal transactions Investments. Expenses associated with the related deferred compensation plans are recorded in Compensation and benefits. Compensation expense is calculated based on the notional value of the award granted, adjusted for upward and downward changes in fair value of the referenced investment and is recognized ratably over the prescribed vesting period for the award. Generally, changes in compensation expense resulting from changes in fair value of the referenced investment will be offset by changes in fair value of investments made by the Company. However, there may be a timing difference between the immediate revenue recognition of gains and losses on the Company s investments and the deferred recognition of the related compensation expense over the vesting period.

*Principal Transactions Investments.* The Company s investments generally are held for long-term appreciation and generally are subject to significant sales restrictions. Estimates of the fair value of the investments may involve significant judgment and may fluctuate significantly over time in light of business, market, economic and financial conditions generally or in relation to specific transactions. In some cases, such investments are required or are a necessary part of offering other products. The revenues recorded are the result of realized gains and losses from sales and unrealized gains and losses from ongoing fair value changes of the Company s holdings as well as from investments associated with certain employee deferred compensation plans (as mentioned in the paragraph above). Typically, there are no fee revenues from these investments. The sales restrictions on the investments relate primarily to redemption and withdrawal restrictions on investments in real estate funds, hedge funds, and private equity funds, which include investments made in connection with certain employee deferred compensation plans (see Note 4 to the condensed consolidated financial statements). Restrictions on interests in exchanges and clearinghouses generally include a requirement to hold those interests

for the period of time that the Company is clearing trades on that exchange or clearinghouse. Additionally, there are certain principal investments related to assets held by consolidated real estate funds, which are primarily related to holders of noncontrolling interests.

*Commissions and Fees.* Commission and fee revenues primarily arise from agency transactions in listed and OTC equity securities, services related to sales and trading activities, and sales of mutual funds, futures, insurance products and options.

*Asset Management, Distribution and Administration Fees.* Asset management, distribution and administration fees include fees associated with the management and supervision of assets, account services and administration, performance-based fees relating to certain funds, separately managed accounts, shareholder servicing, and the distribution of certain open-ended mutual funds.

Asset management, distribution and administration fees in the Global Wealth Management Group business segment also include revenues from individual investors electing a fee-based pricing arrangement and fees for investment management. Mutual fund distribution fees in the Global Wealth Management Group business segment are based on either the average daily fund net asset balances or average daily aggregate net fund sales and are affected by changes in the overall level and mix of assets under management or supervision.

Asset management fees in the Asset Management business segment arise from investment management services the Company provides to investment vehicles pursuant to various contractual arrangements. The Company receives fees primarily based upon mutual fund daily average net assets or based on monthly or quarterly invested equity for other vehicles. Performance-based fees in the Asset Management business segment are earned on certain funds as a percentage of appreciation earned by those funds and, in certain cases, are based upon the achievement of performance criteria. These fees are normally earned annually and are recognized on a monthly or quarterly basis.

*Net Interest.* Interest income and Interest expense are a function of the level and mix of total assets and liabilities, including financial instruments owned and financial instruments sold, not yet purchased, securities available for sale, securities borrowed or purchased under agreements to resell, securities loaned or sold under agreements to repurchase, loans, deposits, commercial paper and other short-term borrowings, long-term borrowings, trading strategies, customer activity in the Company s prime brokerage business, and the prevailing level, term structure and volatility of interest rates. Certain Securities purchased under agreements to resell ( reverse repurchase agreements ) and Securities sold under agreements to repurchase ( repurchase agreements ) and Securities borrowed and Securities loaned transactions may be entered into with different customers using the same underlying securities, thereby generating a spread between the interest revenue on the reverse repurchase agreements or securities borrowed transactions and the interest expense on the repurchase agreements or securities loaned transactions.

***Market Making.***

As a market maker, the Company stands ready to buy, sell or otherwise transact with customers under a variety of market conditions and provide firm or indicative prices in response to customer requests. The Company s liquidity obligations can be explicit and obligatory in some cases, and in others, customers expect the Company to be willing to transact with them. In order to most effectively fulfill its market-making function, the Company engages in activities, across all of its trading businesses, that include, but are not limited to, (i) taking positions in anticipation of, and in response to customer demand to buy or sell, and depending on the liquidity of the relevant market and the size of the position holding those positions for a period of time; (ii) managing and assuming basis risk (risk associated with imperfect hedging) between customized customer risks and the standardized products available in the market to hedge those risks; (iii) building, maintaining, and re-balancing inventory, through trades with other market participants, and engaging in accumulation activities to accommodate anticipated customer demand; (iv) trading in the market to remain current on pricing and trends; and (v) engaging in other activities to provide efficiency and liquidity for markets. Interest income and expense are also impacted by market-making activities as debt securities held by the Company earn interest and securities are loaned, borrowed, sold with agreement to repurchase and purchased with agreement to resell.

Table of Contents

**INSTITUTIONAL SECURITIES**

**INCOME STATEMENT INFORMATION**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Revenues: | | | | |
| Investment banking | $ 969 | $ 864 | $ 2,704 | $ 3,345 |
| Principal transactions: | | | | |
| Trading | 314 | 4,781 | 4,612 | 10,636 |
| Investments | 74 | (119) | 71 | 174 |
| Commissions and fees | 468 | 814 | 1,525 | 2,088 |
| Asset management, distribution and administration fees | 41 | 30 | 106 | 95 |
| Other | 73 | 259 | 182 | (251) |
| Total non-interest revenues | 1,939 | 6,629 | 9,200 | 16,087 |
| Interest income | 986 | 1,374 | 3,062 | 4,439 |
| Interest expense | 1,549 | 1,593 | 4,629 | 5,389 |
| Net interest | (563) | (219) | (1,567) | (950) |
| Net revenues | 1,376 | 6,410 | 7,633 | 15,137 |
| Compensation and benefits | 1,638 | 1,520 | 5,171 | 5,653 |
| Non-compensation expenses | 1,655 | 1,443 | 4,183 | 4,120 |
| Total non-interest expenses | 3,293 | 2,963 | 9,354 | 9,773 |
| Income (loss) from continuing operations before income taxes | (1,917) | 3,447 | (1,721) | 5,364 |
| Provision for (benefit from) income taxes | (661) | 1,315 | (694) | 1,299 |
| Income (loss) from continuing operations | (1,256) | 2,132 | (1,027) | 4,065 |
| Discontinued operations: | | | | |
| Income (loss) from discontinued operations | (26) | (16) | (48) | (84) |
| Provision for (benefit from) income taxes | (9) | (5) | 15 | (20) |
| Net gains (losses) on discontinued operations | (17) | (11) | (63) | (64) |
| Net income (loss) | (1,273) | 2,121 | (1,090) | 4,001 |
| Net income applicable to nonredeemable noncontrolling interests | 12 | 60 | 156 | 238 |
| Net income (loss) applicable to Morgan Stanley | $ (1,285) | $ 2,061 | $ (1,246) | $ 3,763 |
| Amounts applicable to Morgan Stanley: | | | | |
| Income (loss) from continuing operations | $ (1,268) | $ 2,072 | $ (1,183) | $ 3,827 |
| Net gains (losses) from discontinued operations | (17) | (11) | (63) | (64) |

| | | | | |
|---|---|---|---|---|
| Net income (loss) applicable to Morgan Stanley | $ (1,285) | $ 2,061 | $ (1,246) | $ 3,763 |

***Nonredeemable Noncontrolling Interests.*** Nonredeemable noncontrolling interests primarily relate to Morgan Stanley MUFG Securities, Co., Ltd.

***Discontinued Operations.*** On October 24, 2011, the Company announced that it had reached an agreement to sell Saxon, a provider of servicing and subservicing of residential mortgage loans, to Ocwen Financial Corporation. The transaction, which was restructured as a sale of Saxon s assets during the first quarter of 2012, was substantially completed in the second quarter of 2012. The remaining operations of Saxon are expected to be wound down within the year. The Company expects to incur incremental wind-down costs in future periods. The results of Saxon are reported as discontinued operations within the Institutional Securities business segment for all periods presented.

Table of Contents

On February 17, 2011, the Company completed the sale of Revel. The sale price approximated the carrying value of Revel at the time of disposal and, accordingly, the Company did not recognize any pre-tax gain or loss on the sale. The results of Revel are reported as discontinued operations within the Institutional Securities business segment for all periods presented through the date of sale.

For further information, see Notes 1 and 21 to the condensed consolidated financial statements.

***Investment Banking.*** Investment banking revenues were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Advisory revenues | $ 339 | $ 413 | $ 915 | $ 1,331 |
| Underwriting revenues: | | | | |
| Equity underwriting revenues | 199 | 239 | 654 | 943 |
| Fixed income underwriting revenues | 431 | 212 | 1,135 | 1,071 |
| Total underwriting revenues | 630 | 451 | 1,789 | 2,014 |
| Total investment banking revenues | $ 969 | $ 864 | $ 2,704 | $ 3,345 |

The following table presents the Company s volumes of announced and completed mergers and acquisitions, equity and equity-related offerings, and fixed income offerings:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012(1) | 2011(1) | 2012(1) | 2011(1) |
| | (dollars in billions) | | | |
| Announced mergers and acquisitions(2) | $ 82 | $ 72 | $ 319 | $ 328 |
| Completed mergers and acquisitions(2) | 81 | 120 | 254 | 566 |
| Equity and equity-related offerings(3) | 15 | 12 | 38 | 41 |
| Fixed income offerings(4) | 73 | 41 | 199 | 160 |

(1) Source: Thomson Reuters, data at October 16, 2012. Announced and completed mergers and acquisitions volumes are based on full credit to each of the advisors in a transaction. Equity and equity-related offerings and fixed income offerings are based on full credit for single book managers and equal credit for joint book managers. Transaction volumes may not be indicative of net revenues in a given period. In addition, transaction volumes for prior periods may vary from amounts previously reported due to the subsequent withdrawal or change in the value of a transaction.
(2) Amounts include transactions of $100 million or more and announced mergers and acquisitions exclude terminated transactions.
(3) Amounts include Rule 144A and public common stock offerings, convertible offerings and rights offerings.
(4) Amounts include non-convertible preferred stock, mortgage-backed securities, asset-backed securities and taxable municipal debt. Amounts also include publicly registered and Rule 144A issues. Amounts exclude leveraged loans and self-led issuances.

Investment banking revenues for the quarter ended September 30, 2012 increased 12% from the comparable period in 2011, reflecting higher revenues from fixed income underwriting transactions, partially offset by lower revenues from advisory and equity underwriting transactions. Overall, underwriting revenues of $630 million increased 40% from the quarter ended September 30, 2011. Fixed income underwriting revenues increased to $431 million in the quarter ended September 30, 2012 from $212 million in the prior year quarter, reflecting increased bond issuance volumes. Equity underwriting revenues decreased 17% to $199 million in the quarter ended September 30, 2012. Advisory revenues from merger, acquisition and restructuring transactions were $339 million in the quarter ended September 30, 2012, a decrease of 18% from the comparable period of 2011, reflecting lower completed market volumes.

Investment banking revenues for the nine months ended September 30, 2012 decreased 19% from the comparable period in 2011, reflecting lower revenues from equity underwriting transactions and lower advisory revenues driven by lower levels of market activity, partially offset by higher revenues from fixed income underwriting transactions.

Table of Contents

***Sales and Trading Net Revenues.*** Sales and trading net revenues are composed of Principal transactions Trading revenues; Commissions and fees; Asset management, distribution and administration fees; and Net interest revenues (expenses). In assessing the profitability of its sales and trading activities, the Company views these net revenues in the aggregate. In addition, decisions relating to principal transactions are based on an overall review of aggregate revenues and costs associated with each transaction or series of transactions. This review includes, among other things, an assessment of the potential gain or loss associated with a transaction, including any associated commissions and fees, dividends, the interest income or expense associated with financing or hedging the Company s positions, and other related expenses. See Note 11 to the condensed consolidated financial statements for further information related to gains (losses) on derivative instruments.

Total sales and trading net revenues decreased to $260 million in the quarter ended September 30, 2012 from $5,406 million in the quarter ended September 30, 2011, reflecting losses in fixed income and commodities sales and trading net revenues compared with gains in the prior year quarter and lower equity sales and trading net revenues, partially offset by lower losses in other sales and trading net revenues.

Sales and trading net revenues were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011(1) | 2012 | 2011(1) |
| | (dollars in millions) | | | |
| Principal transactions Trading | $ 314 | $ 4,781 | $ 4,612 | $ 10,636 |
| Commissions and fees | 468 | 814 | 1,525 | 2,088 |
| Asset management, distribution and administration fees | 41 | 30 | 106 | 95 |
| Net interest | (563) | (219) | (1,567) | (950) |
| Total sales and trading net revenues | $ 260 | $ 5,406 | $ 4,676 | $ 11,869 |

(1) All prior-period amounts have been reclassified to conform to the current period s presentation. For further information, see Notes 1 and 21 to the condensed consolidated financial statements.

Sales and trading net revenues by business were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011(1) | 2012 | 2011(1) |
| | (dollars in millions) | | | |
| Equity | $ 587 | $ 1,961 | $ 3,257 | $ 5,516 |
| Fixed income and commodities | (163) | 3,889 | 1,880 | 7,764 |
| Other(2) | (164) | (444) | (461) | (1,411) |
| Total sales and trading net revenues | $ 260 | $ 5,406 | $ 4,676 | $ 11,869 |

(1) All prior-period amounts have been reclassified to conform to the current period s presentation. For further information, see Notes 1 and 21 to the condensed consolidated financial statements.

(2) Other sales and trading net revenues include net gains (losses) from certain loans and lending commitments and related hedges associated with the Company s lending activities. Other sales and trading net revenues also include gains (losses) on economic hedges related to the Company s long-term debt, net losses associated with costs related to the amount of liquidity held ( negative carry ) and revenues related to hedge accounting on certain derivative contracts (see Sales and Trading Net Revenues in the Nine Months Ended September 30, 2012 herein).

Table of Contents

The following sales and trading net revenues results exclude the impact of Debt-Related Credit Spreads on Borrowings that are accounted for at fair value (see footnote 1 in the following table). The reconciliation of sales and trading, including equity sales and trading and fixed income and commodities sales and trading net revenues from a non-GAAP to a GAAP basis is as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Total sales and trading net revenues non-GAAP(1) | $ 2,522 | $ 1,996 | $ 8,566 | $ 8,404 |
| Impact of Debt-Related Credit Spreads on Borrowings (DVA) | (2,262) | 3,410 | (3,890) | 3,465 |
| Total sales and trading net revenues | $ 260 | $ 5,406 | $ 4,676 | $ 11,869 |
| Equity sales and trading net revenues non-GAAP(1) | $ 1,228 | $ 1,341 | $ 4,205 | $ 4,874 |
| Impact of Debt-Related Credit Spreads on Borrowings (DVA) | (641) | 620 | (948) | 642 |
| Equity sales and trading net revenues | $ 587 | $ 1,961 | $ 3,257 | $ 5,516 |
| Fixed income and commodities sales and trading net revenues non-GAAP(1) | $ 1,458 | $ 1,099 | $ 4,822 | $ 4,941 |
| Impact of Debt-Related Credit Spreads on Borrowings (DVA) | (1,621) | 2,790 | (2,942) | 2,823 |
| Fixed income and commodities sales and trading net revenues | $ (163) | $ 3,889 | $ 1,880 | $ 7,764 |

(1) Sales and trading net revenues, including fixed income and commodities and equity sales and trading net revenues that exclude the impact of Debt-Related Credit Spreads on Borrowings that are accounted for at fair value are non-GAAP financial measures that the Company considers useful for the Company and investors to allow further comparability of period to period operating performance.

*Equity.* Equity sales and trading net revenues decreased 70% to $587 million in the quarter ended September 30, 2012 from the comparable period in 2011. The results in equity sales and trading net revenues included negative revenue in the quarter ended September 30, 2012 of $641 million due to the impact of the tightening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value compared with positive revenue of $620 million in the quarter ended September 30, 2011 due to the impact of the widening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value. Equity sales and trading net revenues, excluding the impact of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, in the quarter ended September 30, 2012 decreased 8% from the comparable period in 2011, reflecting lower revenues in the cash and derivatives businesses as a result of lower market volumes.

In the quarter ended September 30, 2012, equity sales and trading net revenues also reflected gains of $17 million related to changes in the fair value of net derivative contracts attributable to the tightening of counterparties credit default swap spreads and other credit factors compared with losses of $94 million in the quarter ended September 30, 2011 due to the widening of such spreads and other credit factors. The Company also recorded losses of $70 million in the quarter ended September 30, 2012 related to changes in the fair value of net derivative contracts attributable to the tightening of the Company s credit default swap spreads and other credit factors compared with gains of $166 million in the quarter ended September 30, 2011 due to the widening of such spreads and other credit factors. The gains and losses on credit default swap spreads and other credit factors include gains and losses on related hedging instruments.

*Fixed Income and Commodities.* Fixed income and commodities sales and trading net losses were $163 million in the quarter ended September 30, 2012 compared with net revenue of $3,889 million in the quarter ended September 30, 2011. Results in the quarter ended September 30, 2012 included negative revenue of $1,621 million due to the impact of the tightening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, compared with positive revenue of $2,790 million in the quarter ended September 30,

2011 due to the impact of the widening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value. Fixed income and commodities sales and trading net revenues, excluding the impact of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, in the quarter ended September 30, 2012 increased 33% over the comparable period in 2011. Fixed income net revenues, excluding the impact of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, in the quarter ended September 30, 2012 increased 64% over the comparable period in 2011, reflecting higher results in interest rate products and gains in credit products, including higher levels of client activity in securitized products compared to losses in securitized products in the prior year quarter. Results in the quarter ended September 30, 2011 were negatively impacted by losses of $284 million from Monolines (see Executive Summary Significant Items Monoline Insurers herein for further information). Commodity net revenues, excluding the impact of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, in the quarter ended September 30, 2012 decreased 51% over the comparable period in 2011, primarily due to lower levels of client activity, including structured transactions.

In the quarter ended September 30, 2012, fixed income and commodities sales and trading net revenues reflected net gains of $77 million related to changes in the fair value of net derivative contracts attributable to the tightening of counterparties credit default swap spreads and other credit factors compared with losses of $360 million, including Monolines in the quarter ended September 30, 2011, due to the widening of such spreads and other credit factors. The Company also recorded losses of $338 million in the quarter ended September 30, 2012 related to changes in the fair value of net derivative contracts attributable to the tightening of the Company s credit default swap spreads and other credit factors compared with gains of $850 million in the quarter ended September 30, 2011 due to the widening of such spreads and other credit factors. The gains and losses on credit default swap spreads and other factors include gains and losses on related hedging instruments.

*Other.* In addition to the equity and fixed income and commodities sales and trading net revenues discussed above, sales and trading revenues included other trading revenues, consisting of certain activities associated with the Company s lending activities, gains (losses) on economic hedges related to the Company s long-term debt, negative carry and revenues related to hedge accounting on certain derivative contracts. Other sales and trading net losses were $164 million in the quarter ended September 30, 2012 compared with net losses of $444 million in the quarter ended September 30, 2011. The results in both quarters included losses related to negative carry. The results in the quarter ended September 30, 2012 also included losses on economic hedges related to the Company s long-term debt compared with gains in the prior year period. Results in the quarter ended September 30, 2012 were partially offset by net gains of $253 million associated with loans and lending commitments (mark-to-market valuations and realized gains of $491 million and losses on related hedges of $238 million). Results in the prior year quarter included net losses of approximately $369 million associated with loans and lending commitments (mark-to-market valuations and realized losses of approximately $1,048 million and gains on related hedges of approximately $679 million). The results in the quarter ended September 30, 2012 also included net investment gains in the Company s deferred compensation and co-investment plans compared with net losses in the prior year quarter.

Effective April 1, 2012, the Company began accounting for all new relationship-driven and event-driven loans and lending commitments as either held for investment or held for sale. This corporate lending portfolio has grown and the Company expects this trend to continue. See Quantitative and Qualitative Disclosures about Market Risk Credit Risk in Part I, Item 3, herein.

*Net Interest.* Net interest expense increased to $563 million in the quarter ended September 30, 2012 from net interest expense of $219 million in the quarter ended September 30, 2011 primarily due to lower revenues from financial instruments owned.

*Sales and Trading Net Revenues in the Nine Months Ended September 30, 2012.* Total sales and trading revenues decreased 61% in the nine months ended September 30, 2012 from the comparable period of 2011, reflecting lower equity and fixed income sales and trading net revenues, partially offset by lower losses in other sales and trading net revenues. Equity sales and trading net revenues decreased 41% in the nine months ended

September 30, 2012 from the comparable period in 2011. The results in equity sales and trading net revenues included negative revenue in the nine months ended September 30, 2012 of $948 million due to the impact of the tightening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value compared with positive revenue of $642 million in the nine months ended September 30, 2011 due to the impact of the widening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value. Equity sales and trading net revenues, excluding the impact of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, in the nine months ended September 30, 2012 decreased 14% over the comparable period in 2011, primarily due to lower revenues in the cash and derivatives businesses due to lower market volumes. Fixed income and commodities sales and trading net revenues decreased 76% in the nine months ended September 30, 2012 from the comparable period in 2011. Results in the nine months ended September 30, 2012 included negative revenue of $2,942 million due to the impact of the tightening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, compared with positive revenue of approximately $2,823 million in the nine months ended September 30, 2011 due to the impact of the widening of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value. Fixed income and commodities sales and trading net revenues, excluding the impact of the Company s Debt-Related Credit Spreads on Borrowings that are accounted for at fair value, in the nine months ended September 30, 2012 remained relatively unchanged over the comparable period in 2011. In the nine months ended September 30, 2012, other sales and trading net losses were $461 million compared with losses of $1,411 million in the nine months ended September 30, 2011. Results in both periods included net losses related to negative carry. Results in the nine months ended September 30, 2012 included gains related to certain activities associated with the Company s corporate lending activities compared with losses in the comparable period in 2011. Also included in the results for the nine months ended September 30, 2012 was an out of period pre-tax gain of approximately $109 million in other sales and trading net revenues, related to the reversal of amounts recorded in cumulative other comprehensive income due to the incorrect application of hedge accounting on certain derivative contracts previously designated as net investment hedges of certain foreign, non-U.S. dollar denominated subsidiaries (see Note 11 to the condensed consolidated financial statements). Net interest expense increased to $1,567 million in the nine months ended September 30, 2012 from net interest expense of $950 million in the nine months ended September 30, 2011 primarily due to lower revenues from securities purchased under agreements to resell and securities borrowed transactions.

***Principal Transactions Investments.*** Principal transactions net investment gains of $74 million and $71 million were recognized in the quarter and nine months ended September 30, 2012, respectively, compared with net investment losses of $119 million and net investment gains of $174 million in the quarter and nine months ended September 30, 2011, respectively. The gains in the quarter and nine months ended September 30, 2012 and the nine months ended September 30, 2011 primarily included net gains from investments associated with the Company s deferred compensation and co-investment plans and mark-to-market gains on principal investments in real estate funds. The losses in the quarter ended September 30, 2011 reflected losses on principal investments.

***Other.*** Other revenues of $73 million and $182 million were recognized in the quarter and nine months ended September 30, 2012, respectively, compared with other revenues of $259 million and other losses of $251 million in the quarter and nine months ended September 30, 2011, respectively. The results in the quarter and nine months ended September 30, 2012 included revenues of $36 million and $117 million, respectively, arising from the Company s 40% stake in MUMSS. The results in the quarter and nine months ended September 30, 2011 included pre-tax losses of $3 million and $675 million, respectively, arising from the Company s 40% stake in MUMSS (see Executive Summary Significant Items Japanese Securities Joint Venture herein). The gains in the quarter and nine months ended September 30, 2012 were partially offset by increases in the provision for loan losses. The results in the nine months ended September 30, 2012 and in the quarter and nine months ended September 30, 2011 also included gains from the Company s retirement of certain of its debt.

***Non-interest Expenses.*** Non-interest expenses increased 11% and decreased 4% in the quarter and nine months ended September 30, 2012, respectively. The increase in the quarter ended September 30, 2012 was due to higher

compensation and non-compensation expenses. The decrease in the nine months ended September 30, 2012 was primarily due to lower compensation expenses. Compensation and benefits expenses increased 8% in the quarter ended September 30, 2012 in part due to higher net revenues, excluding DVA. Compensation and benefits expenses decreased 9% in the nine months ended September 30, 2012, in part due to lower net revenues, excluding DVA and were partially offset by severance expenses of $120 million related to reductions in force in the period. Non-compensation expenses increased 15% and 2% in the quarter and nine months ended September 30, 2012, respectively, compared with the prior year periods. Brokerage, clearing and exchange expenses decreased 24% and 10% in the quarter and nine months ended September 30, 2012, respectively, primarily due to lower volumes of activity. Information processing and communications expense increased 3% and 10% in the quarter and the nine months ended September 30, 2012, respectively, primarily due to ongoing investments in technology. Professional services expenses increased 37% and 21% in the quarter and nine months ended September 30, 2012, respectively, primarily due to higher legal costs and consulting expenses. Other expenses increased 64% and decreased 3% in the quarter and nine months ended September 30, 2012, respectively. The results in the quarter and nine months ended September 30, 2012 included increased litigation costs of approximately $280 million. The results in the quarter ended September 30, 2011 included the accrual of approximately $94 million of the estimated $125 million due to the bank levy on relevant liabilities and equities on the consolidated balance sheets of U.K. Banking Groups, at December 31, 2011 as defined under the bank levy legislation enacted by the U.K government in July 2011 (see Executive Summary Significant Items U.K. Matters herein for further information). The results in the nine months ended September 30, 2011 also included the initial costs of $130 million associated with Morgan Stanley Huaxin Securities Company Limited in the quarter and nine months ended September 30, 2011 (see Executive Summary Significant Items Huaxin Securities Joint Venture herein for further information).

Table of Contents

**GLOBAL WEALTH MANAGEMENT GROUP**

**INCOME STATEMENT INFORMATION**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Revenues: | | | | |
| Investment banking | $ 199 | $ 162 | $ 627 | $ 585 |
| Principal transactions: | | | | |
| Trading | 312 | 184 | 905 | 806 |
| Investments | 4 | (3) | 7 | 6 |
| Commissions and fees | 521 | 662 | 1,682 | 2,111 |
| Asset management, distribution and administration fees | 1,810 | 1,753 | 5,406 | 5,170 |
| Other | 80 | 95 | 217 | 332 |
| Total non-interest revenues | 2,926 | 2,853 | 8,844 | 9,010 |
| Interest income | 507 | 466 | 1,486 | 1,383 |
| Interest expense | 97 | 93 | 275 | 323 |
| Net interest | 410 | 373 | 1,211 | 1,060 |
| Net revenues | 3,336 | 3,226 | 10,055 | 10,070 |
| Compensation and benefits | 2,050 | 1,986 | 6,149 | 6,227 |
| Non-compensation expenses | 1,047 | 884 | 2,887 | 2,826 |
| Total non-interest expenses | 3,097 | 2,870 | 9,036 | 9,053 |
| Income from continuing operations before income taxes | 239 | 356 | 1,019 | 1,017 |
| Provision for income taxes | 93 | 139 | 362 | 365 |
| Income from continuing operations | 146 | 217 | 657 | 652 |
| Discontinued operations: | | | | |
| Income from discontinued operations | | 6 | 93 | 15 |
| Provision for (benefit from) income taxes | (5) | 2 | 26 | 5 |
| Net gain from discontinued operations | 5 | 4 | 67 | 10 |
| Net income | 151 | 221 | 724 | 662 |
| Net income applicable to redeemable noncontrolling interests | 8 | | 8 | |
| Net income (loss) applicable to nonredeemable noncontrolling interests | (3) | 52 | 152 | 130 |
| Net income applicable to Morgan Stanley | $ 146 | $ 169 | $ 564 | $ 532 |
| Amounts applicable to Morgan Stanley: | | | | |
| Income from continuing operations | $ 157 | $ 167 | $ 522 | $ 527 |
| Net gain (loss) from discontinued operations | (11) | 2 | 42 | 5 |
| Net income applicable to Morgan Stanley | $ 146 | $ 169 | $ 564 | $ 532 |

Table of Contents

***Net Revenues.*** Global Wealth Management Group s net revenues are composed of Transactional, Asset management, Net interest and Other revenues. Transactional revenues include Investment banking, Principal transactions Trading, and Commissions and fees. Asset management revenues include Asset management, distribution and administration fees and fees related to the bank deposit program. Net interest revenues include net interest revenues related to the bank deposit program, interest on securities available for sale and all other net interest revenues. Other revenues include revenues from available for sale securities, customer account services fees, other miscellaneous revenues and revenues from Principal transactions Investments.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Revenues: | | | | |
| Transactional | $ 1,032 | $ 1,008 | $ 3,214 | $ 3,502 |
| Asset management | 1,810 | 1,753 | 5,406 | 5,170 |
| Net interest | 410 | 373 | 1,211 | 1,060 |
| Other | 84 | 92 | 224 | 338 |
| Net revenues | $ 3,336 | $ 3,226 | $ 10,055 | $ 10,070 |

***Wealth Management JV.*** During the current quarter, the Company completed the purchase of an additional 14% stake in the Wealth Management JV from Citi for $1.89 billion, increasing the Company s interest from 51% to 65%. Prior to September 17, 2012, Citi s results related to its 49% interest were reported in net income (loss) applicable to nonredeemable noncontrolling interests. Due to the terms of the revised agreement with Citi, subsequent to the purchase of the additional 14% stake, Citi s results related to the 35% interest are reported in net income (loss) applicable to redeemable noncontrolling interests.

On September 25, 2012, the Company announced that its U.S. Wealth Management business was rebranded to Morgan Stanley Wealth Management.

See Note 3 to the condensed consolidated financial statements for further information.

***Discontinued Operations.*** On April 2, 2012, the Company completed the sale of Quilter, its retail wealth management business in the U.K., resulting in a pre-tax gain of $108 million in nine months ended September 30, 2012 in the Global Wealth Management Group business segment. The results of Quilter are reported as discontinued operations for all periods presented, see Notes 1 and 21 to the condensed consolidated financial statements.

***Transactional.***

*Investment Banking.* Investment banking revenues increased 23% in the quarter ended September 30, 2012 from the comparable period of 2011, primarily due to higher revenues from closed end funds and higher fixed income underwriting. Investment banking revenues increased 7% in the nine months ended September 30, 2012, from the comparable period of 2011, primarily due to higher fixed income underwriting.

*Principal Transactions Trading.* Principal transactions Trading revenues increased 70% and 12% in the quarter and nine months ended September 30, 2012, respectively, from the comparable periods of 2011, primarily due to gains related to investments associated with certain employee deferred compensation plans, higher revenues from dividend income, structured notes, corporate bonds and unit trusts, partially offset by lower revenue from corporate equity securities, government securities, municipal securities and foreign exchange transactions.

*Commissions and Fees.* Commissions and fees revenues decreased 21% and 20% in the quarter and nine months ended September 30, 2012, respectively, from the comparable periods of 2011, primarily due to lower client activity.

Table of Contents

***Asset Management.***

*Asset Management, Distribution and Administration Fees.* Asset management, distribution and administration fees increased 3% and 5% in the quarter and nine months ended September 30, 2012, respectively, from the comparable periods of 2011, primarily due to higher fee-based revenues and higher revenues from the bank deposit program held at Citi depositories. The referral fees for deposits placed with Citi affiliated depository institutions were $100 million and $64 million in the quarters ended September 30, 2012 and 2011, respectively, and $280 million and $190 million in the nine months ended September 30, 2012 and 2011, respectively.

Balances in the bank deposit program increased to $117.6 billion at September 30, 2012 from $109.0 billion at September 30, 2011. Deposits held by Company-affiliated FDIC-insured depository institutions were $60.1 billion at September 30, 2012 and $55.8 billion at September 30, 2011.

Client assets in fee-based accounts increased to $556 billion and represented 31% of total client assets at September 30, 2012, compared with $455 billion and 29% at September 30, 2011, respectively. Total client asset balances increased to $1,768 billion at September 30, 2012 from $1,553 billion at September 30, 2011, primarily due to the impact of market conditions and net new asset inflows. Client asset balances in households with assets greater than $1 million increased to $1,295 billion at September 30, 2012 from $1,141 billion at September 30, 2011. Global fee-based client asset inflows for the current quarter were $7.5 billion compared with $9.8 billion at September 30, 2011.

***Net Interest.***

Net interest increased 10% in the quarter ended September 30, 2012 from the comparable period of 2011, primarily resulting from higher revenues from the bank deposit program and secured financing activities. Net interest increased 14% in the nine months ended September 30, 2012 from the comparable period of 2011, primarily resulting from an increase in Interest income from the securities available for sale portfolio, higher revenues from the bank deposit program and secured financing activities.

***Other.***

*Other.* Other revenues were $80 million and $217 million in the quarter and nine months ended September 30, 2012, respectively, a decrease of 16% and 35% from the comparable periods of 2011, respectively, primarily due to lower gains on sales of securities available for sale.

***Non-interest Expenses.*** Non-interest expenses increased 8% in the quarter ended September 30, 2012 from the comparable period of 2011 and were flat in the nine months ended September 30, 2012 compared to the prior year period. Compensation and benefits expense increased 3% in the quarter ended September 30, 2012, from the comparable period of 2011, primarily due to higher expenses associated with certain employee deferred compensation plans and higher severance expense. Compensation and benefits expense decreased 1% in the nine months ended September 30, 2012, from the comparable period of 2011, primarily due to lower net revenues, partially offset by higher expenses associated with certain deferred compensation plans. Non-compensation expenses increased 18% and 2% in the quarter and nine months ended September 30, 2012, respectively, from the comparable periods of 2011. Other expenses increased 64% and 9% in the quarter and nine months ended September 30, 2012, respectively, primarily due to $193 million of non-recurring costs related to Morgan Stanley Wealth Management integration (see Executive Summary Significant Items Wealth Management JV herein). Information processing and communications expense increased 16% and 6% in the quarter and nine months ended September 30, 2012, respectively, primarily due to higher telecommunications and data storage costs. Professional services expense decreased 13% and 8% in the quarter and nine months ended September 30, 2012, respectively, from the comparable periods of 2011, primarily due to lower technology consulting costs.

Table of Contents

**ASSET MANAGEMENT**

**INCOME STATEMENT INFORMATION**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in millions) | | | |
| Revenues: | | | | |
| Investment banking | $ 4 | $ 5 | $ 12 | $ 10 |
| Principal transactions: | | | | |
| Trading | (17) | (3) | (26) | (15) |
| Investments | 212 | (176) | 360 | 253 |
| Asset management, distribution and administration fees | 437 | 392 | 1,256 | 1,203 |
| Other | (1) | (4) | 39 | 39 |
| Total non-interest revenues | 635 | 214 | 1,641 | 1,490 |
| Interest income | 2 | 3 | 7 | 10 |
| Interest expense | 6 | 12 | 28 | 37 |
| Net interest | (4) | (9) | (21) | (27) |
| Net revenues | 631 | 205 | 1,620 | 1,463 |
| Compensation and benefits | 241 | 132 | 673 | 665 |
| Non-compensation expenses | 192 | 191 | 578 | 623 |
| Total non-interest expenses | 433 | 323 | 1,251 | 1,288 |
| Income (loss) from continuing operations before income taxes | 198 | (118) | 369 | 175 |
| Provision for (benefit from) income taxes | 44 | (39) | 88 | 45 |
| Income (loss) from continuing operations | 154 | (79) | 281 | 130 |
| Discontinued operations: | | | | |
| Gain from discontinued operations | 12 | 6 | 13 | 13 |
| Provision for (benefit from) income taxes | | (24) | | (23) |
| Net gain from discontinued operations | 12 | 30 | 13 | 36 |
| Net income (loss) | 166 | (49) | 294 | 166 |
| Net income (loss) applicable to nonredeemable noncontrolling interests | 50 | (18) | 138 | 101 |
| Net income (loss) applicable to Morgan Stanley | $ 116 | $ (31) | $ 156 | $ 65 |
| Amounts applicable to Morgan Stanley: | | | | |
| Income (loss) from continuing operations | $ 104 | $ (61) | $ 143 | $ 29 |
| Net gain from discontinued operations | 12 | 30 | 13 | 36 |
| Net income (loss) applicable to Morgan Stanley | $ 116 | $ (31) | $ 156 | $ 65 |

***Nonredeemable Noncontrolling Interests.*** Nonredeemable noncontrolling interests are primarily related to the consolidation of certain real estate funds sponsored by the Company.

***Discontinued Operations.*** Discontinued operations in all periods presented primarily include results of operations related to the sale of substantially all of the Company s retail asset management business, including Van Kampen Investments Inc., to Invesco Ltd. in the second quarter of 2010. See Note 21 to the condensed consolidated financial statements for further information.

Table of Contents

***Statistical Data.***

The Asset Management business segment s period-end and average assets under management or supervision were as follows:

| | At September 30, | | Average For The Three Months Ended September 30, | | Average For The Nine Months Ended September 30, | |
|---|---|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 |
| | (dollars in billions) | | | | | |
| Assets under management or supervision by asset class: | | | | | | |
| Traditional Asset Management: | | | | | | |
| Equity | $ 117 | $ 98 | $ 114 | $ 112 | $ 113 | $ 114 |
| Fixed income | 57 | 58 | 57 | 61 | 58 | 61 |
| Liquidity | 102 | 67 | 96 | 68 | 84 | 64 |
| Alternatives(1) | 27 | 18 | 27 | 18 | 26 | 18 |
| Total Traditional Asset Management | 303 | 241 | 294 | 259 | 281 | 257 |
| Real Estate Investing | 19 | 18 | 19 | 17 | 19 | 17 |
| Merchant Banking: | | | | | | |
| Private Equity | 9 | 9 | 9 | 9 | 9 | 9 |
| FrontPoint(2) | | | | | | 1 |
| Total Merchant Banking | 9 | 9 | 9 | 9 | 9 | 10 |
| Total assets under management or supervision | $ 331 | $ 268 | $ 322 | $ 285 | $ 309 | $ 284 |
| Share of minority stake assets(2)(3) | $ 5 | $ 6 | $ 5 | $ 6 | $ 5 | $ 7 |

(1) The alternatives asset class includes a range of investment products such as funds of hedge funds, funds of private equity funds and funds of real estate funds.
(2) On March 1, 2011, the Company and the principals of FrontPoint Partners LLC ( FrontPoint ) completed a transaction whereby FrontPoint senior management and portfolio managers own a majority equity stake in FrontPoint and the Company retains a minority stake. At September 30, 2011, the assets under management attributed to FrontPoint are represented within the share of minority stake assets.
(3) Amounts represent the Asset Management business segment s proportional share of assets managed by entities in which it owns a minority stake.

Table of Contents

Activity in the Asset Management business segment s assets under management or supervision during the quarters and nine months ended September 30, 2012 and 2011 were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| | (dollars in billions) | | | |
| **Balance at beginning of period** | $ 311 | $ 296 | $ 287 | $ 272 |
| Net flows by asset class: | | | | |
| Traditional Asset Management: | | | | |
| Equity | (2) | (1) | (2) | 3 |
| Fixed income(1) | (3) | (1) | (4) | (4) |
| Liquidity | 16 | (5) | 29 | 13 |
| Alternatives(2) | | | 1 | |
| Total Traditional Asset Management | 11 | (7) | 24 | 12 |
| Real Estate Investing | | 1 | | 1 |
| Merchant Banking: | | | | |
| FrontPoint(3) | | | | (2) |
| Total Merchant Banking | | | | (2) |
| Total net flows | 11 | (6) | 24 | 11 |
| Net market appreciation (depreciation) | 9 | (22) | 20 | (11) |
| Decrease due to FrontPoint transaction | | | | (4) |
| Total net increase (decrease) | 20 | (28) | 44 | (4) |
| **Balance at end of period** | $ 331 | $ 268 | $ 331 | $ 268 |

(1) Fixed income outflows for the nine months ended September 30, 2011 includes $1.3 billion due to the revised treatment of assets under management previously reported as a net flow.
(2) The alternatives asset class includes a range of investment products such as funds of hedge funds, funds of private equity funds and funds of real estate funds.
(3) The amount for the nine months ended September 30, 2011 includes two months of net flows related to FrontPoint.

***Principal Transactions Trading.*** In the quarter and nine months ended September 30, 2012, the Company recognized losses of $17 million and $26 million, respectively, compared with losses of $3 million and $15 million in the quarter and nine months ended September 30, 2011, respectively. Trading results in the quarter and nine months ended September 30, 2012 primarily reflected losses related to certain consolidated real estate funds sponsored by the Company, as well as losses on hedges on certain investments. Trading results in the quarter and nine months ended September 30, 2011 primarily reflected losses related to certain investments associated with the Company s employee deferred compensation and co-investment plans, partially offset by gains from hedges on certain investments.

***Principal Transactions Investments.*** The Company recorded principal transactions net investment gains of $212 million and $360 million in the quarter and nine months ended September 30, 2012, respectively, compared with losses of $176 million and gains of $253 million in the quarter and nine months ended September 30, 2011, respectively. The results in the quarter ended September 30, 2012 included net investment gains in the Company s Merchant Banking, Traditional Asset Management and Real Estate Investing businesses, as well as net investment gains associated with certain consolidated real estate funds sponsored by the Company compared with net losses in the prior year quarter. The increase in the nine months ended September 30, 2012 was primarily related to higher net gains in the Company s Merchant Banking business, as well as higher net investment gains associated with certain consolidated real estate funds sponsored by the Company.

***Asset Management, Distribution and Administration Fees.*** Asset management, distribution and administration fees increased 11% and 4% in the quarter and nine months ended September 30, 2012, respectively, compared

with the prior year periods. The increases in both periods primarily reflected higher management and administration revenues and higher performance fees.

The Company s assets under management increased $63 billion from $268 billion at September 30, 2011 to $331 billion at September 30, 2012 reflecting net customer inflows primarily in the Company s liquidity funds. The Company recorded net customer inflows of $10.8 billion and $24.1 billion in the quarter and nine months ended September 30, 2012, respectively, which included approximately $4.5 billion and $8.8 billion, respectively, related to the conversion of Morgan Stanley Wealth Management client balances into the Company s liquidity funds, compared with net outflows of $5.8 billion and net inflows of $11.3 billion in the quarter and nine months ended September 30, 2011, respectively. The net outflows for the quarter ended September 30, 2011 primarily reflected net customer outflows in liquidity funds. The net inflows for the nine months ended September 30, 2011 primarily reflected the sweep of Morgan Stanley Wealth Management client cash balances of approximately $18.5 billion into Morgan Stanley managed liquidity funds.

***Other.*** Other losses were $1 million and Other revenues were $39 million in the quarter and nine months ended September 30, 2012, respectively, as compared with other losses of $4 million and Other revenues of $39 million in the quarter and nine months ended September 30, 2011, respectively. The results in the nine months ended September 30, 2012 included gains associated with the expiration of a lending facility to a real estate fund sponsored by the Company. The results in the nine months ended September 30, 2012 also included lower revenues associated with the Company s minority stake investments in Avenue Capital Group, a New York-based investment manager, and Lansdowne Partners, a London-based investment manager. The results in the quarter and nine months ended September 30, 2011 included losses of approximately $7 million and $27 million, respectively, related to the writedown of the Company s minority stake investment in FrontPoint.

***Non-interest Expenses.*** Non-interest expenses increased 34% in the quarter ended September 30, 2012 compared with the quarter ended September 30, 2011, reflecting an increase in compensation expenses. Non-interest expenses decreased 3% in the nine months ended September 30, 2012 compared with the prior year period, reflecting a decrease in non-compensation expenses. Compensation and benefits expenses increased 83% and 1% in the quarter and nine months ended September 30, 2012, respectively, compared with the prior year periods, primarily related to higher net revenues. Non-compensation expenses increased 1% in the quarter ended September 30, 2012 compared with the prior year period, primarily due to higher brokerage, clearing and exchange fees, partially offset by lower Other expenses. Non-compensation expenses decreased 7% in the nine months ended September 30, 2012 compared with the prior year period, which included indemnification losses related to the FrontPoint transaction recognized in Other expenses.

Table of Contents

## Accounting Developments.

**Indefinite-Lived Intangible Assets Impairment Test.**

In July 2012, the Financial Accounting Standards Board ( FASB ) issued an accounting update for testing indefinite-lived intangible assets for impairment. The update aims to reduce the cost and complexity of performing an impairment test for indefinite-lived intangible assets by simplifying how an entity tests those assets for impairment and to improve consistency in impairment testing guidance among long-lived asset categories. This guidance is effective for the Company prospectively beginning on January 1, 2013. The adoption of this accounting guidance is not expected to have a material impact on the Company s condensed consolidated financial statements.

**Disclosures about Offsetting Assets and Liabilities.**

In December 2011, the FASB issued an accounting update that creates new disclosure requirements requiring entities to disclose both gross and net information for derivatives and other financial instruments that are either offset in the statement of financial condition or subject to an enforceable master netting arrangement or similar arrangement. The disclosure requirements are effective for the Company beginning on or after January 1, 2013. Since these amended principles require only additional disclosures concerning offsetting and related arrangements, adoption will not affect the Company s condensed consolidated statements of income or financial condition.

Table of Contents

## Other Matters.

**Real Estate.**

The Company acts as the general partner for various real estate funds and also invests in certain of these funds as a limited partner. The Company s real estate investments at September 30, 2012 and December 31, 2011 are described below. Such amounts exclude investments associated with certain employee deferred compensation and co-investment plans.

At September 30, 2012 and December 31, 2011, the condensed consolidated statements of financial condition included amounts representing real estate investment assets of condensed consolidated subsidiaries of approximately $2.2 billion and $2.0 billion, respectively, including noncontrolling interests of approximately $1.8 billion and $1.6 billion, respectively, for a net amount of $0.4 billion in both periods. This net presentation is a non-GAAP financial measure that the Company considers to be a useful measure for the Company and investors to use in assessing the Company s net exposure. In addition, the Company has contractual capital commitments, guarantees, lending facilities and counterparty arrangements with respect to real estate investments of $0.5 billion at September 30, 2012.

In addition to the Company s real estate investments, the Company engages in various real estate-related activities, including origination of loans secured by commercial and residential properties. The Company also securitizes and trades in a wide range of commercial and residential real estate and real estate-related whole loans, mortgages and other real estate. In connection with these activities, the Company has provided, or otherwise agreed to be responsible for, representations and warranties. Under certain circumstances, the Company may be required to repurchase such assets or make other payments related to such assets if such representations and warranties were breached. The Company continues to monitor its real estate-related activities in order to manage its exposures and potential liability from these markets and businesses. See Legal Proceedings Residential Mortgage and Credit Crisis Related Matters in Part II, Item 1, herein and see Note 12 to the condensed consolidated financial statements for further information.

**Regulatory Outlook.**

The Dodd-Frank Act was enacted on July 21, 2010. While certain portions of the Dodd-Frank Act were effective immediately, other portions will be effective following extended transition periods or through numerous rulemakings by multiple governmental agencies, only a portion of which have been completed. It remains difficult to assess fully the impact that the Dodd-Frank Act will have on the Company and on the financial services industry generally. In addition, various international developments, such as the adoption of risk-based capital, leverage and liquidity standards, known as Basel III, which were proposed by the Basel Committee on Banking Supervision (the Basel Committee ) in December 2009, will impact the Company in the coming years.

On August 13, 2012, the final joint rules of the Commodity Futures Trading Commission ( CFTC ) and SEC that further define swap and security-based swap were published and those rules became effective on October 12, 2012. As a result, certain subsidiaries of the Company will be required to register as swap dealers by December 31, 2012, and, at a later date, certain subsidiaries of the Company will be required to register with the SEC as security-based swap dealers. Upon registering with the CFTC on December 31, 2012, swap dealers will be required to comply with new business conduct standards, covering their relationships with counterparties and their internal management of risks and information associated with swaps, recordkeeping, reporting, and other regulatory requirements. Furthermore, it is expected that mandatory clearing and trade execution requirements for swaps may begin to take effect in the first quarter of 2013.

On September 28, 2012, the U.S. District Court for the District of Columbia vacated the CFTC s rules on position limits applicable to options, futures contracts and swaps on 28 energy, metals, and agricultural commodities. The position limits rules would have expanded the CFTC s existing position limits regime to, among other things, apply to swaps, narrow available hedging exemptions and impose stricter aggregation requirements.

Table of Contents

It is likely that the remainder of 2012 and subsequent years will see further material changes in the way major financial institutions are regulated in both the U.S. and other markets in which the Company operates, although it remains difficult to predict the precise nature of such changes or the exact impact they will have on the Company s business, financial condition, results of operations and cash flows for a particular future period.

For a further discussion regarding the regulatory outlook for the Company, please refer to Supervision and Regulation in Part I, Item 1 included in the Form 10-K.

Table of Contents

## Critical Accounting Policies.

The Company s condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the U.S., which require the Company to make estimates and assumptions (see Note 1 to the condensed consolidated financial statements). The Company believes that of its significant accounting policies (see Note 2 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K and Note 2 to the condensed consolidated financial statements), the following policies involve a higher degree of judgment and complexity.

**Fair Value.**

***Financial Instruments Measured at Fair Value.*** A significant number of the Company s financial instruments are carried at fair value. The Company makes estimates regarding valuation of assets and liabilities measured at fair value in preparing the condensed consolidated financial statements. These assets and liabilities include but are not limited to:

- Financial instruments owned and Financial instruments sold, not yet purchased;
- Securities available for sale;
- Securities received as collateral and Obligation to return securities received as collateral;
- Certain Securities purchased under agreements to resell;
- Certain Deposits;
- Certain Commercial paper and other short-term borrowings, primarily structured notes;
- Certain Securities sold under agreements to repurchase;
- Certain Other secured financings; and
- Certain Long-term borrowings, primarily structured notes.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (*i.e.*, the exit price ) in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. A hierarchy for inputs is used in measuring fair value that maximizes the use of observable prices and inputs and minimizes the use of unobservable prices and inputs by requiring that the relevant observable inputs be used when available. The hierarchy is broken down into three levels, wherein Level 1 uses observable prices in active markets, and Level 3 consists of valuation techniques that incorporate significant unobservable inputs and, therefore, require the greatest use of judgment. In periods of market disruption, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be recategorized from Level 1 to Level 2 or Level 2 to Level 3. In addition, a downturn in market conditions could lead to declines in the valuation of many instruments. For further information on the valuation process, fair value definition, Level 1, Level 2, Level 3 and related valuation techniques, and quantitative information about and sensitivity of significant unobservable inputs used in Level 3 fair value measurements, see Notes 2 and 4 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K and Notes 2 and 4 to the

condensed consolidated financial statements.

***Level 3 Assets and Liabilities.*** The Company s Level 3 assets before the impact of cash collateral and counterparty netting across the levels of the fair value hierarchy were $24.1 billion and $32.5 billion at September 30, 2012 and December 31, 2011, respectively, and represented approximately 8% and 10% at September 30, 2012 and December 31, 2011, respectively, of the assets measured at fair value (approximately 3% and 4%, respectively, of total assets at September 30, 2012 and December 31, 2011). Level 3 liabilities before the impact of cash collateral and counterparty netting across the levels of the fair value hierarchy were $7.1 billion and $11.2 billion at September 30, 2012 and December 31, 2011, respectively, and represented approximately 4% and 6%, respectively, of the Company s liabilities measured at fair value.

Table of Contents

***Assets and Liabilities Measured at Fair Value on a Non-recurring Basis.*** At September 30, 2012, certain of the Company s assets were measured at fair value on a non-recurring basis, primarily relating to loans, other investments, premises, equipment and software costs, and intangible assets. The Company incurs losses or gains for any adjustments of these assets to fair value. A downturn in market conditions could result in impairment charges in future periods.

For assets and liabilities measured at fair value on a non-recurring basis, fair value is determined by using various valuation approaches. The same hierarchy as described above, which maximizes the use of observable inputs and minimizes the use of unobservable inputs by generally requiring that the observable inputs be used when available, is used in measuring fair value for these items.

For further information on assets and liabilities that are measured at fair value on a non-recurring basis, see Note 4 to the condensed consolidated financial statements.

***Fair Value Control Processes.*** The Company employs control processes to validate the fair value of its financial instruments, including those derived from pricing models. These control processes are designed to ensure that the values used for financial reporting are based on observable inputs wherever possible. In the event that observable inputs are not available, the control processes are designed to assure that the valuation approach utilized is appropriate and consistently applied and that the assumptions are reasonable. For more information regarding the Company s valuation policies, processes and procedures, see Note 2 to the condensed consolidated financial statements.

**Goodwill and Intangible Assets.**

*Goodwill.* The Company tests goodwill for impairment on an annual basis on July 1 and on an interim basis when certain events or circumstances exist. The Company tests for impairment at the reporting unit level, which is generally at the level of or one level below its business segments. Goodwill no longer retains its association with a particular acquisition once it has been assigned to a reporting unit. As such, all of the activities of a reporting unit, whether acquired or organically developed, are available to support the value of the goodwill. For both the annual and interim tests, the Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If after assessing the totality of events or circumstances, the Company determines it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, then performing the two-step impairment test is not required. However, if the Company concludes otherwise, then it is required to perform the first step of the two-step impairment test. Goodwill impairment is determined by comparing the estimated fair value of a reporting unit with its respective carrying value. If the estimated fair value exceeds the carrying value, goodwill at the reporting unit level is not deemed to be impaired. If the estimated fair value is below carrying value, however, further analysis is required to determine the amount of the impairment. Additionally, if the carrying value of a reporting unit is zero or a negative value and it is determined that it is more likely than not the goodwill is impaired, further analysis is required. The estimated fair values of the reporting units are derived based on valuation techniques the Company believes market participants would use for each of the reporting units. The estimated fair values are generally determined utilizing methodologies that incorporate price-to-book, price-to-earnings and assets under management multiples of certain comparable companies. The Company also utilizes a discounted cash flow methodology for certain reporting units. At September 30, 2012 and December 31, 2011, each of the Company s reporting units with goodwill had a fair value that was substantially in excess of its carrying value.

*Intangible Assets.* Amortizable intangible assets are amortized over their estimated useful lives and are reviewed for impairment on an interim basis when certain events or circumstances exist. For amortizable intangible assets, an impairment exists when the carrying amount of the intangible asset exceeds its fair value. An impairment loss will be recognized only if the carrying amount of the intangible asset is not recoverable and exceeds its fair value. The carrying amount of the intangible asset is not recoverable if it exceeds the sum of the expected undiscounted cash flows.

Table of Contents

Indefinite-lived intangible assets are not amortized but are reviewed annually (or more frequently when certain events or circumstances exist) for impairment. For indefinite-lived intangible assets, an impairment exists when the carrying amount exceeds its fair value.

For both goodwill and intangible assets, to the extent an impairment loss is recognized, the loss establishes the new cost basis of the asset. Subsequent reversal of impairment losses is not permitted. For amortizable intangible assets, the new cost basis is amortized over the remaining useful life of that asset. Adverse market or economic events could result in impairment charges in future periods.

See Notes 4 and 9 to the condensed consolidated financial statements for additional information about goodwill and intangible assets.

**Legal, Regulatory and Tax Contingencies.**

In the normal course of business, the Company has been named, from time to time, as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with its activities as a global diversified financial services institution.

Certain of the actual or threatened legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. In some cases, the entities that would otherwise be the primary defendants in such cases are bankrupt or in financial distress.

The Company is also involved, from time to time, in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding the Company s business, including, among other matters, accounting and operational matters, certain of which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief.

Accruals for litigation and regulatory proceedings are generally determined on a case-by-case basis. Where available information indicates that it is probable a liability had been incurred at the date of the condensed consolidated financial statements and the Company can reasonably estimate the amount of that loss, the Company accrues the estimated loss by a charge to income. In many proceedings, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount of any loss. For certain legal proceedings, the Company can estimate possible losses, additional losses, ranges of loss or ranges of additional loss in excess of amounts accrued. For certain other legal proceedings, the Company cannot reasonably estimate such losses, particularly for proceedings that are in their early stages of development or where plaintiffs seek substantial or indeterminate damages. Numerous issues may need to be resolved, including through potentially lengthy discovery and determination of important factual matters, and by addressing novel or unsettled legal questions relevant to the proceedings in question, before a loss or additional loss or range of loss or additional loss can be reasonably estimated for any proceeding.

The Company is subject to the income and indirect tax laws of the U.S., its states and municipalities and those of the foreign jurisdictions in which the Company has significant business operations. These tax laws are complex and subject to different interpretations by the taxpayer and the relevant governmental taxing authorities. The Company must make judgments and interpretations about the application of these inherently complex tax laws when determining the provision for income taxes and the expense for indirect taxes and must also make estimates about when certain items affect taxable income in the various tax jurisdictions. Disputes over interpretations of the tax laws may be settled with the taxing authority upon examination or audit. The Company periodically evaluates the likelihood of assessments in each taxing jurisdiction resulting from current and subsequent years examinations, and unrecognized tax benefits related to potential losses that may arise from tax audits are established in accordance with the guidance on accounting for unrecognized tax benefits. Once established, unrecognized tax benefits are adjusted when there is more information available or when an event occurs requiring a change.

Table of Contents

The income of certain foreign subsidiaries earned outside of the United States has previously been excluded from taxation in the U.S. as a result of a provision of U.S. tax law that defers the imposition of tax on certain active financial services income until such income is repatriated to the United States as a dividend. This provision, which expired for taxable years beginning on or after January 1, 2012, had previously been extended by Congress on several occasions, including the most recent extension which occurred during 2010. The increase to the effective tax rate as a result of the expiration of the provision would be approximately 17.3% on an annual basis. If this provision is extended again with respect to such income earned during 2012, the overall financial impact to the Company would depend upon the level, composition and geographic mix of earnings but could decrease the Company s 2012 annual effective tax rate and have a favorable impact on the Company s net income, but not its cash flows due to utilization of tax attributes carryforwards.

Significant judgment is required in making these estimates, and the actual cost of a legal claim, tax assessment or regulatory fine/penalty may ultimately be materially different from the recorded accruals and unrecognized tax benefits, if any. See Notes 12 and 18 to the condensed consolidated financial statements for additional information on legal proceedings and tax examinations.

**Special Purpose Entities and Variable Interest Entities.**

The Company s involvement with special purpose entities ( SPE ) consists primarily of the following:

- Transferring financial assets into SPEs;
- Acting as an underwriter of beneficial interests issued by securitization vehicles;
- Holding one or more classes of securities issued by, or making loans to or investments in, SPEs that hold debt, equity, real estate or other assets;
- Purchasing and selling (in a market-making capacity) securities issued by SPEs/variable interest entities ( VIE ), whether such vehicles are sponsored by the Company or not;
- Entering into derivative transactions with SPEs (whether or not sponsored by the Company);
- Providing warehouse financing to collateralized debt obligations and collateralized loan obligations;
- Entering into derivative agreements with non-SPEs whose value is derived from securities issued by SPEs;
- Servicing assets held by SPEs or holding servicing rights related to assets held by SPEs that are serviced by others under subservicing arrangements;
- Serving as an asset manager to various investment funds that may invest in securities that are backed, in whole or in part, by SPEs; and
- Structuring and/or investing in other structured transactions designed to provide enhanced, tax-efficient yields to the Company or its clients.

The Company engages in securitization activities related to commercial and residential mortgage loans, U.S. agency collateralized mortgage obligations, corporate bonds and loans, municipal bonds and other types of financial instruments. The Company s involvement with SPEs is

discussed further in Note 6 to the condensed consolidated financial statements.

In most cases, these SPEs are deemed for accounting purposes to be VIEs. The Company applies accounting guidance for consolidation of VIEs to certain entities in which equity investors do not have the characteristics of a controlling financial interest. Entities that previously met the criteria as qualifying SPEs that were not subject to consolidation prior to January 1, 2010 became subject to the consolidation requirements for VIEs on that date. Excluding entities subject to the Deferral (as defined in Note 2 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K), effective January 1, 2010, the primary beneficiary of

Table of Contents

a VIE is the party that both (1) has the power to direct the activities of a VIE that most significantly affect the VIE s economic performance and (2) has an obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE. The Company consolidates entities of which it is the primary beneficiary.

The Company determines whether it is the primary beneficiary of a VIE upon its initial involvement with the VIE and reassesses whether it is the primary beneficiary on an ongoing basis as long as it has any continuing involvement with the VIE. This determination is based upon an analysis of the design of the VIE, including the VIE s structure and activities, the power to make significant economic decisions held by the Company and by other parties and the variable interests owned by the Company and other parties.

See Note 2 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K for information on accounting guidance adopted on January 1, 2010 for transfers of financial assets.

Table of Contents

## Liquidity and Capital Resources.

The Company s senior management establishes the liquidity and capital policies of the Company. Through various risk and control committees, the Company s senior management reviews business performance relative to these policies, monitors the availability of alternative sources of financing, and oversees the liquidity and interest rate and currency sensitivity of the Company s asset and liability position. The Company s Treasury Department, Firm Risk Committee, Asset and Liability Management Committee and other control groups assist in evaluating, monitoring and controlling the impact that the Company s business activities have on its condensed consolidated statements of financial condition, liquidity and capital structure. Liquidity and capital matters are reported regularly to the Board s Risk Committee.

**The Balance Sheet.**

The Company monitors and evaluates the composition and size of its balance sheet on a regular basis. The Company s balance sheet management process includes quarterly planning, business specific limits, monitoring of business specific usage versus limits, key metrics and new business impact assessments.

The Company establishes balance sheet limits at the consolidated, business segment and business unit levels. The Company monitors balance sheet usage versus limits and variances resulting from business activity or market fluctuations are reviewed. On a regular basis, the Company reviews current performance versus limits and assesses the need to re-allocate limits based on business unit needs. The Company also monitors key metrics including asset and liability size, composition of the balance sheet, limit utilization and capital usage.

The tables below summarize total assets for the Company s business segments at September 30, 2012 and December 31, 2011:

| | At September 30, 2012 | | | |
|---|---|---|---|---|
| | Institutional Securities | Global Wealth Management Group | Asset Management | Total |
| | (dollars in millions) | | | |
| **Assets** | | | | |
| Cash and cash equivalents(1) | $ 30,958 | $ 4,842 | $ 786 | $ 36,586 |
| Cash deposited with clearing organizations or segregated under federal and other regulations or requirements(2) | 23,395 | 5,452 | | 28,847 |
| Financial instruments owned: | | | | |
| U.S. government and agency securities | 51,281 | 853 | | 52,134 |
| Other sovereign government obligations | 36,124 | 1,047 | | 37,171 |
| Corporate and other debt | 54,455 | 984 | | 55,439 |
| Corporate equities | 55,518 | 56 | 1 | 55,575 |
| Derivatives and other contracts | 34,055 | 227 | 286 | 34,568 |
| Investments | 4,155 | 107 | 4,239 | 8,501 |
| Physical commodities | 7,914 | 6 | | 7,920 |
| Total financial instruments owned | 243,502 | 3,280 | 4,526 | 251,308 |
| Securities available for sale | | 40,498 | | 40,498 |
| Securities received as collateral(2) | 12,811 | | | 12,811 |
| Federal funds sold and securities purchased under agreements to resell(2) | 124,163 | 12,119 | | 136,282 |
| Securities borrowed(2) | 138,087 | 458 | | 138,545 |
| Receivables: | | | | |
| Customers(2) | 28,085 | 17,422 | (1) | 45,506 |
| Brokers, dealers and clearing organizations | 6,342 | 1,282 | 49 | 7,673 |
| Fees, interest and other | 2,236 | 7,487 | 676 | 10,399 |
| Loans | 8,597 | 15,747 | | 24,344 |
| Other assets(3) | 19,927 | 10,860 | 1,399 | 32,186 |
| Total assets(4) | $ 638,103 | $ 119,447 | $ 7,435 | $ 764,985 |

Table of Contents

| | At December 31, 2011 | | | |
|---|---|---|---|---|
| | Institutional Securities | Global Wealth Management Group | Asset Management | Total |
| | (dollars in millions) | | | |
| **Assets** | | | | |
| Cash and cash equivalents(1) | $ 35,288 | $ 11,253 | $ 771 | $ 47,312 |
| Cash deposited with clearing organizations or segregated under federal and other regulations or requirements(2) | 22,390 | 7,064 | | 29,454 |
| Financial instruments owned: | | | | |
| U.S. government and agency securities | 62,818 | 631 | | 63,449 |
| Other sovereign government obligations | 29,056 | 3 | | 29,059 |
| Corporate and other debt | 67,925 | 998 | | 68,923 |
| Corporate equities | 47,937 | 28 | 1 | 47,966 |
| Derivatives and other contracts | 47,624 | 219 | 221 | 48,064 |
| Investments | 4,165 | 123 | 3,907 | 8,195 |
| Physical commodities | 9,693 | 4 | | 9,697 |
| Total financial instruments owned | 269,218 | 2,006 | 4,129 | 275,353 |
| Securities available for sale | | 30,495 | | 30,495 |
| Securities received as collateral(2) | 11,651 | | | 11,651 |
| Federal funds sold and securities purchased under agreements to resell(2) | 116,819 | 13,336 | | 130,155 |
| Securities borrowed(2) | 126,573 | 501 | | 127,074 |
| Receivables: | | | | |
| Customers(2) | 27,558 | 6,418 | 1 | 33,977 |
| Brokers, dealers and clearing organizations | 4,935 | 283 | 30 | 5,248 |
| Fees, interest and other | 1,663 | 7,134 | 647 | 9,444 |
| Loans | 3,867 | 11,477 | 25 | 15,369 |
| Other assets(3) | 21,494 | 11,460 | 1,412 | 34,366 |
| Total assets(4) | $ 641,456 | $ 101,427 | $ 7,015 | $ 749,898 |

(1) Cash and cash equivalents include Cash and due from banks and Interest bearing deposits with banks.
(2) These assets are included in secured financing assets (see Secured Financing herein).
(3) Other assets include Other investments; Premises, equipment and software costs; Goodwill; Intangible assets and Other assets.
(4) Total assets include Global Liquidity Reserves of $170 billion and $182 billion at September 30, 2012 and December 31, 2011, respectively.

A substantial portion of the Company s total assets consists of liquid marketable securities and short-term receivables arising principally from sales and trading activities in the Institutional Securities business segment. The liquid nature of these assets provides the Company with flexibility in managing the size of its balance sheet. The Company s total assets increased to $764,985 million at September 30, 2012 from $749,898 million at December 31, 2011. The increase in total assets was primarily due to an increase in Receivables from customers, Securities borrowed and Securities available for sale, partially offset by a decrease in Financial instruments owned Derivatives and other contracts, Corporate and other debt, and U.S. government and agency securities.

The Company s assets and liabilities are primarily related to transactions attributable to sales and trading and securities financing activities. At September 30, 2012, securities financing assets and liabilities were $362 billion and $286 billion, respectively. At December 31, 2011, securities financing assets and liabilities were $332 billion and $268 billion, respectively. Securities financing transactions include cash deposited with clearing organizations or segregated under federal and other regulations or requirements, repurchase and resale agreements, securities borrowed and loaned transactions, securities received as collateral and obligation to return securities received and customer receivables and payables. Securities borrowed or purchased under agreements to

resell and securities loaned or sold under agreements to repurchase are treated as collateralized financings (see Note 2 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K and Note 6 to the condensed consolidated financial statements). Securities sold under agreements to repurchase and Securities loaned were $152 billion at September 30, 2012 and averaged $156 billion and $157 billion during the quarter and nine months ended September 30, 2012, respectively. Securities purchased under agreements to resell and Securities borrowed were $275 billion at September 30, 2012 and averaged $275 billion and $284 billion during the quarter and nine months ended September 30, 2012, respectively.

Securities financing assets and liabilities also include matched book transactions with minimal market, credit and/or liquidity risk. Matched book transactions accommodate customers, as well as obtain securities for the settlement and financing of inventory positions. The customer receivable portion of the securities financing transactions includes customer margin loans, collateralized by customer owned securities, and customer cash, which is segregated in accordance with regulatory requirements. The customer payable portion of the securities financing transactions primarily includes customer payables to the Company s prime brokerage clients. The Company s risk exposure on these transactions is mitigated by collateral maintenance policies that limit the Company s credit exposure to customers. Included within securities financing assets were $13 billion and $12 billion at September 30, 2012 and December 31, 2011, respectively, recorded in accordance with accounting guidance for the transfer of financial assets that represented offsetting assets and liabilities for fully collateralized non-cash loan transactions.

**Liquidity Risk Management Framework.**

The primary goal of the Company s liquidity risk management framework is to ensure that the Company has access to adequate funding across a wide range of market conditions. The framework is designed to enable the Company to fulfill its financial obligations and support the execution of the Company s business strategies.

The following principles guide the Company s liquidity risk management framework:

- Sufficient liquid assets should be maintained to cover maturing liabilities;
- Maturity profile of assets and liabilities should be aligned, with limited reliance on short-term funding;
- Source, counterparty, currency, region, and term of funding should be diversified; and
- Limited access to funding should be anticipated through the Contingency Funding Plan ( CFP ).

The core components of the Company s liquidity risk management framework are the CFP, Liquidity Stress Tests and the Global Liquidity Reserve (as defined below), which support the Company s target liquidity profile.

***Contingency Funding Plan.***

The Company maintains the CFP, which describes the data and information flows, limits and triggers, escalation procedures, roles and responsibilities, and available mitigating actions in the event of a liquidity stress. The CFP assesses current and future funding sources and uses and establishes a plan for monitoring and managing a potential liquidity stress event. A set of escalation triggers identifies early signs of stress and activates a response plan.

***Liquidity Stress Tests.***

The Company uses Liquidity Stress Tests to model liquidity outflows across multiple scenarios over a range of time horizons. These scenarios contain various combinations of idiosyncratic and systemic stress events.

The assumptions underpinning the Liquidity Stress Tests include, but are not limited to, the following:

No government support;

No access to equity and unsecured debt markets;

Table of Contents

- Repayment of all unsecured debt maturing within one year;
- Higher haircuts and significantly lower availability of secured funding;
- Additional collateral that would be required by trading counterparties and certain exchanges and clearing organizations related to multi-notch credit rating downgrades;
- Additional collateral that would be required due to collateral substitutions, collateral disputes and uncalled collateral;
- Discretionary unsecured debt buybacks;
- Drawdowns on unfunded commitments provided to third parties;
- Client cash withdrawals and reduction in customer short positions that fund long positions;
- Limited access to the foreign exchange swap markets;
- Return of securities borrowed on an uncollateralized basis; and
- Maturity roll-off of outstanding letters of credit with no further issuance.

The Liquidity Stress Tests are produced for the Parent and major operating subsidiaries, as well as at major currency levels, to capture specific cash requirements and cash availability across the Company. The Liquidity Stress Tests assume that subsidiaries will use their own liquidity first to fund their obligations before drawing liquidity from the Parent. The Parent will support its subsidiaries and will not have access to subsidiaries liquidity reserves that are subject to any regulatory, legal or tax constraints.

At September 30, 2012, the Company maintained sufficient liquidity to meet current and contingent funding obligations as modeled in its Liquidity Stress Tests.

***Global Liquidity Reserve.***

The Company maintains sufficient liquidity reserves ( Global Liquidity Reserve ) to cover daily funding needs and meet strategic liquidity targets sized by the CFP and Liquidity Stress Tests. The size of the Global Liquidity Reserve is actively managed by the Company. The following components are considered in sizing the Global Liquidity Reserve: unsecured debt maturity profile, balance sheet size and composition, funding needs in a stressed environment inclusive of contingent cash outflows and collateral requirements and additional reserve, which is primarily a discretionary surplus based on the Company s risk tolerance and is subject to change dependent on market and firm-specific events.

The Global Liquidity Reserve is held within the Parent and major operating subsidiaries. The Global Liquidity Reserve is comprised of diversified cash and cash equivalents and highly liquid unencumbered securities. Eligible unencumbered securities include U.S. government securities, U.S. agency securities, U.S. agency mortgage backed securities, FDIC-guaranteed corporate debt, non-U.S. government securities and other highly liquid investment grade securities.

Table of Contents

*Global Liquidity Reserve by Type of Investment.*

The table below summarizes the Company s Global Liquidity Reserve by type of investment:

| | At September 30, 2012 (dollars in billions) |
|---|---|
| Cash deposits with banks | $ 16 |
| Cash deposits with central banks | 16 |
| Unencumbered highly liquid securities: | |
| U.S. Government obligations | 56 |
| U.S. agency and agency mortgage-backed securities | 41 |
| Non-U.S. sovereign obligations(1) | 27 |
| Investments in money market funds | |
| Other investment grade securities | 14 |
| Global Liquidity Reserve | $ 170 |

(1) Non-U.S. sovereign obligations are composed of unencumbered German, French, Dutch, U.K., Brazilian and Japanese government obligations.

The ability to monetize assets during the start of a liquidity crisis is critical. The Company believes that the assets held in the Global Liquidity Reserve can be monetized within five business days in a stressed environment given the highly liquid and diversified nature of the reserves. The currency profile of the Global Liquidity Reserve is consistent with the CFP and Liquidity Stress Tests. In addition to the Global Liquidity Reserve, the Company has other cash and cash equivalents and other unencumbered assets that are available for monetization which are not included in the balances in the table above.

*Global Liquidity Reserve Held by the Parent and Operating Subsidiaries.*

The table below summarizes the Global Liquidity Reserve held by the Parent and operating subsidiaries:

| | | | Average Balance(1) | |
|---|---|---|---|---|
| | At September 30, 2012 | At June 30, 2012 | For the Three Months Ended September 30, 2012 | For the Three Months Ended June 30, 2012 |
| | (dollars in billions) | | | |
| Parent | $ 63 | $ 65 | $ 65 | $ 69 |
| Non-Bank Subsidiaries: | | | | |
| Domestic | 18 | 17 | 17 | 15 |
| Foreign | 29 | 31 | 30 | 29 |
| Total Non-Bank Subsidiaries | 47 | 48 | 47 | 44 |
| Bank Subsidiaries: | | | | |
| Domestic | 55 | 55 | 56 | 55 |
| Foreign | 5 | 5 | 5 | 8 |
| Total Bank Subsidiaries | 60 | 60 | 61 | 63 |

| | | | | |
|---|---|---|---|---|
| Total | $ 170 | $ 173 | $ 173 | $ 176 |

(1) The Company calculates the average Global Liquidity Reserve based upon daily amounts.

The Company is exposed to intra-day settlement risk in connection with liquidity provided to its major broker-dealer subsidiaries for intra-day clearing and settlement of its securities and financing activity.

As discussed in Liquidity Stress Tests , the Liquidity Stress Tests assume that the Parent will support its subsidiaries and will not have access to subsidiaries liquidity reserves that are subject to any regulatory, legal or tax constraints.

Table of Contents

**Funding Management.**

The Company s funding management policies are designed to provide for financings that are executed in a manner that reduces the risk of disruption to the Company s operations. The Company pursues a strategy of diversification of secured and unsecured funding sources (by product, by investor and by region) and attempts to ensure that the tenor of the Company s liabilities equals or exceeds the expected holding period of the assets being financed.

The Company funds its balance sheet on a global basis through diverse sources. These sources may include the Company s equity capital, long-term debt, repurchase agreements, securities lending, deposits, commercial paper, letters of credit and lines of credit. The Company has active financing programs for both standard and structured products targeting global investors and currencies.

***Secured Financing.*** A substantial portion of the Company s total assets consists of liquid marketable securities and short-term collateralized receivables arising principally from its Institutional Securities business segment s sales and trading activities. The liquid nature of these assets provides the Company with flexibility in funding these assets with secured financing. The Company s goal is to achieve an optimal mix of durable secured and unsecured funding. The Institutional Securities business segment actively sources term secured funding. Secured funding investors principally focus on the quality of the eligible collateral posted. Accordingly, the Company actively manages its secured financing book based on the quality of the assets being funded. The ability to fund less liquid assets may be impaired in a stress environment. To mitigate this risk, the Company obtains longer-term secured financing for less liquid assets.

The Company utilizes shorter term secured funding only for highly liquid assets and has established longer tenor limits for less liquid asset classes, for which funding may be at risk in the event of a market disruption. The Company defines highly liquid collateral as that which is consistent with the standards of the Global Liquidity Reserve, and less liquid collateral as that which does not meet those standards. At September 30, 2012, the weighted average maturity of the Company s secured financing against less liquid collateral was greater than 120 days. To further minimize the refinancing risk of secured financing for less liquid collateral, the Company diversifies its investor base and limits the amount of monthly maturities for secured financing of less liquid collateral. Finally, in addition to the above risk management framework, the Company holds a portion of its Global Liquidity Reserve against the potential disruption to its secured financing capabilities.

***Unsecured Financing.*** The Company views long-term debt and deposits as stable sources of funding for core inventories and less liquid assets. Unencumbered securities and non security assets are financed with a combination of long and short term debt and deposits. When appropriate, the Company may use derivative products to conduct asset and liability management and to make adjustments to the Company s interest rate risk profile (see Note 12 to the consolidated financial statements for the year ended December 31, 2011 included in the Form 10-K).

***Short-Term Borrowings.*** The Company s unsecured short-term borrowings consist of commercial paper, bank loans, bank notes and structured notes with maturities of 12 months or less at issuance.

The table below summarizes the Company s short-term unsecured borrowings:

| | At September 30, 2012 | At December 31, 2011 |
|---|---|---|
| | (dollars in millions) | |
| Commercial paper(1) | $ 320 | $ 978 |
| Other short-term borrowings | 1,803 | 1,865 |
| Total | $ 2,123 | $ 2,843 |

(1) At December 31, 2011, the majority of the commercial paper balance was issued as part of client transactions and was not used for the Company s general funding purposes. During the nine months ended September 30, 2012, the client transactions matured and the remaining balance at September 30, 2012 was used for the Company s general funding purposes.

Table of Contents

***Deposits.*** The Company s bank subsidiaries funding sources include bank deposits, time deposits, money market deposit accounts, demand deposit accounts, repurchase agreements, federal funds purchased, commercial paper and Federal Home Loan Bank advances. The vast majority of deposits in Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (the Subsidiary Banks ) are sourced from the Company s retail brokerage accounts and are considered to have stable, low cost funding characteristics.

Deposits were as follows:

| | At September 30, 2012(1) | At December 31, 2011(1) |
|---|---|---|
| | (dollars in millions) | |
| Savings and demand deposits(2) | $ 66,946 | $ 63,029 |
| Time deposits(3) | 3,811 | 2,633 |
| Total | $ 70,757 | $ 65,662 |

(1) Total deposits subject to FDIC Insurance at September 30, 2012 and December 31, 2011 were $55 billion and $52 billion, respectively.
(2) Amounts include non-interest bearing deposits of $1,290 million and $1,270 million at September 30, 2012 and December 31, 2011, respectively.
(3) Certain time deposit accounts are carried at fair value under the fair value option (see Note 4 to the condensed consolidated financial statements).

***Long-Term Borrowings.*** The Company uses a variety of long-term debt funding sources to generate liquidity, taking CFP requirements into consideration. In addition, the issuance of long-term debt allows the Company to reduce reliance on short-term credit sensitive instruments (*e.g.*, commercial paper and other unsecured short-term borrowings). Long-term borrowings are generally structured to ensure staggered maturities, thereby mitigating refinancing risk, and to maximize investor diversification through sales to global institutional and retail clients. Availability and cost of financing to the Company can vary depending on market conditions, the volume of certain trading and lending activities, the Company s credit ratings and the overall availability of credit.

The Company may from time to time engage in various transactions in the credit markets (including, for example, debt retirements) that it believes are in the best interests of the Company and its investors.

Long-term borrowings at September 30, 2012 consisted of the following:

| | Parent | Subsidiaries | Total |
|---|---|---|---|
| | | (dollars in millions) | |
| Due in 2012 | $ 1,455 | $ 745 | $ 2,200 |
| Due in 2013 | 23,719 | 631 | 24,350 |
| Due in 2014 | 20,701 | 907 | 21,608 |
| Due in 2015 | 19,171 | 4,272 | 23,443 |
| Due in 2016 | 18,241 | 1,744 | 19,985 |
| Thereafter | 73,941 | 2,917 | 76,858 |
| Total | $ 157,228 | $ 11,216 | $ 168,444 |

***Long-Term Borrowing Activity for the Nine Months Ended September 30, 2012.***

During the nine months ended September 30, 2012, the Company issued and reissued notes with a principal amount of approximately $16 billion. In connection with the note issuances, the Company generally enters into certain transactions to obtain floating interest rates based primarily on short-term London Interbank Offered Rate ( LIBOR ) trading levels. The weighted average maturity of the Company s long-term borrowings, based upon stated maturity dates, was approximately 5.6 years at September 30, 2012. During the nine months ended September 30, 2012, approximately $36 billion in aggregate long-term borrowings matured or were retired.

134

Table of Contents

Subsequent to September 30, 2012 and through October 31, 2012, the Company s long-term borrowings (net of repayments) increased by approximately $1.2 billion, which includes a subordinated debt issuance of $2 billion on October 23, 2012.

At September 30, 2012, the aggregate outstanding carrying amount of the Company s senior indebtedness was approximately $156 billion (including guaranteed obligations of the indebtedness of subsidiaries) compared with $176 billion at December 31, 2011. The decrease in the amount of senior indebtedness was primarily due to repayments of notes, net of new issuances in long-term borrowings.

**Credit Ratings.**

The Company relies on external sources to finance a significant portion of its day-to-day operations. The cost and availability of financing generally is impacted by the Company s credit ratings. In addition, the Company s credit ratings can have an impact on certain trading revenues, particularly in those businesses where longer term counterparty performance is a key consideration, such as OTC derivative transactions, including credit derivatives and interest rate swaps. Issuer specific factors that are important to the determination of the Company s credit ratings include governance, the level and quality of earnings, capital adequacy, funding and liquidity, risk appetite and management, asset quality, strategic direction and business mix. Additionally, the agencies will look at other industry-wide factors such as regulatory or legislative changes, macro-economic environment, and perceived levels of government support.

The rating agencies have stated that they currently incorporate various degrees of credit rating uplift from external sources of potential support, as well as perceived government support of systemically important banks, including the credit ratings of the Company. Rating agencies continue to monitor the progress of U.S. financial reform legislation to assess whether the possibility of extraordinary government support for the financial system in any future financial crises is negatively impacted. Legislative and rulemaking outcomes may lead to reduced uplift assumptions for U.S. banks and thereby place downward pressure on credit ratings. At the same time, proposed U.S. financial reform legislation and attendant rulemaking also has positive implications for credit ratings such as higher standards for capital and liquidity levels. The net result on credit ratings and the timing of any change in rating agency assumptions on support is currently uncertain.

At October 31, 2012, the Parent s and Morgan Stanley Bank, N.A. s senior unsecured ratings were as set forth below.

| | Parent | | | Morgan Stanley Bank, N.A. | | |
|---|---|---|---|---|---|---|
| | Short-Term Debt | Long-Term Debt | Rating Outlook | Short-Term Debt | Long-Term Debt | Rating Outlook |
| Dominion Bond Rating Service Limited | R-1 (middle) | A (high) | Negative | | | |
| Fitch Ratings Ltd. | F1 | A | Stable | F1 | A | Stable |
| Moody s Investor Services, Inc.(1) | P-2 | Baa1 | Negative | P-2 | A3 | Stable |
| Rating and Investment Information, Inc.(2) | a-1 | A | Negative | | | |
| Standard & Poor s Financial Services LLC | A-2 | A- | Negative | A-1 | A | Negative |

(1) On June 21, 2012, Moody s Investor Services, Inc. ( Moody s ) downgraded the ratings of 15 banks on review for downgrade in the context of a broad review of global banks with capital markets operations. The Parent s long- and short-term debt ratings were lowered two notches to Baa1/P-2 from A2/P-1, and Morgan Stanley Bank, N.A. s long- and short-term debt ratings were lowered to A3/P-2 from A1/P-1. A Negative outlook was assigned to the Parent, and a Stable outlook was assigned to Morgan Stanley Bank, N.A.

(2) On May 14, 2012, Ratings and Investment Information, Inc. downgraded the Parent s long-term rating one notch to A from A+.

In connection with certain OTC trading agreements and certain other agreements where the Company is a liquidity provider to certain financing vehicles associated with the Institutional Securities business segment, the

Table of Contents

Company may be required to provide additional collateral or immediately settle any outstanding liability balances with certain counterparties or pledge additional collateral to certain exchanges and clearing organizations in the event of a future credit rating downgrade irrespective of whether the company is in a net asset or liability position.

As noted in the table above, the long-term credit ratings on the Company by Moody s and Standard & Poor s Financial Services LLC ( S&P ) are currently at different levels (commonly referred to as split ratings ). The table below shows the future potential collateral amounts that could be called by counterparties or exchanges and clearing organizations in the event of the following credit rating scenarios for Moody s and S&P at September 30, 2012:

| Company Rating Scenario (Moody s/S&P) | OTC Agreements | Other Agreements | Exchanges and Clearing Organization |
|---|---|---|---|
| | | (dollars in millions) | |
| Baa1/BBB+ | $ 399 | $ | $ |
| Baa2/BBB | $ 2,519 | $ | $ |
| Baa3/BBB- | $ 3,327 | $ 368 | $ 140 |

While certain aspects of a credit ratings downgrade are quantifiable pursuant to contractual provisions, the impact it will have on the Company s business and results of operation in future periods is inherently uncertain and will depend on a number of inter-related factors, including among others, the magnitude of the downgrade, individual client behavior and future mitigating actions the Company may take. The liquidity impact of additional collateral requirements is included in the Company s Liquidity Stress Tests.

At September, 30 2012 and June 30, 2012, the future potential amounts that could have been called by counterparties or exchanges and clearing organizations in the event of a downgrade to (Baa2 Moody s/ BBB S&P) was $2.5 billion and $2.6 billion, respectively.

**Capital Management.**

The Company s senior management views capital as an important source of financial strength. The Company actively manages its consolidated capital position based upon, among other things, business opportunities, risks, capital availability and rates of return together with internal capital policies, regulatory requirements and rating agency guidelines and, therefore, in the future may expand or contract its capital base to address the changing needs of its businesses. The Company attempts to maintain total capital, on a consolidated basis, at least equal to the sum of its operating subsidiaries equity.

At September 30, 2012, the Company had approximately $1.6 billion remaining under its current share repurchase program out of the $6 billion authorized by the Board of Directors in December 2006. The share repurchase program is for capital management purposes and considers, among other things, business segment capital needs as well as equity-based compensation and benefit plan requirements. Share repurchases by the Company are subject to regulatory approval. During the quarter and nine months ended September 30, 2012, the Company did not repurchase common stock as part of its capital management share repurchase program (see also Unregistered Sales of Equity Securities and Use of Proceeds in Part II, Item 2).

The Board of Directors determines the declaration and payment of dividends on a quarterly basis. In October 2012, the Company announced that its Board of Directors declared a quarterly dividend per common share of $0.05. In September 2012, the Company also announced that the Board of Directors declared a quarterly dividend of $255.56 per share of Series A Floating Rate Non-Cumulative Preferred Stock (represented by depositary shares, each representing 1/1,000th interest in a share of preferred stock and each having a dividend of $0.25556) and a quarterly dividend of $25.00 per share of Series C Non-Cumulative Non-Voting Perpetual Preferred Stock.

Table of Contents

The following table sets forth the Company s tangible common equity at September 30, 2012 and December 31, 2011 and average balances during the nine months ended September 30, 2012:

| | Balance at | | Average Balance(1) For the Nine Months Ended September 30, 2012 |
|---|---|---|---|
| | September 30, 2012 | December 31, 2011 | |
| | (dollars in millions) | | |
| Common equity | $ 60,291 | $ 60,541 | $ 60,960 |
| Preferred equity | 1,508 | 1,508 | 1,508 |
| Morgan Stanley shareholders equity | 61,799 | 62,049 | 62,468 |
| Junior subordinated debentures issued to capital trusts | 4,833 | 4,853 | 4,840 |
| Less: Goodwill and net intangible assets(2) | (7,665) | (6,691) | (6,725) |
| Tangible Morgan Stanley shareholders equity | $ 58,967 | $ 60,211 | $ 60,583 |
| Common equity | $ 60,291 | $ 60,541 | $ 60,960 |
| Less: Goodwill and net intangible assets(2) | (7,665) | (6,691) | (6,725) |
| Tangible common equity(3) | $ 52,626 | $ 53,850 | $ 54,235 |

(1) The Company calculates its average balances based upon month-end balances.
(2) The goodwill and net intangible assets deduction exclude mortgage servicing rights (net of disallowable mortgage servicing rights) of $5 million and $120 million at September 30, 2012 and December 31, 2011, respectively, and include only the Company s share of the Wealth Management JV s goodwill and intangible assets (see Executive Summary Significant Items Wealth Management JV herein for further information).
(3) Tangible common equity, a non-GAAP financial measure, equals common equity less goodwill and net intangible assets as defined above. The Company views tangible common equity as a useful measure to investors because it is a commonly utilized metric and reflects the common equity deployed in the Company s businesses.

**Capital Covenants.**

In October 2006 and April 2007, the Company executed replacement capital covenants in connection with offerings by Morgan Stanley Capital Trust VII and Morgan Stanley Capital Trust VIII (the Capital Securities ), which become effective after the scheduled redemption date in 2046. Under the terms of the replacement capital covenants, the Company has agreed, for the benefit of certain specified holders of debt, to limitations on its ability to redeem or repurchase any of the Capital Securities for specified periods of time. For a complete description of the Capital Securities and the terms of the replacement capital covenants, see the Company s Current Reports on Form 8-K dated October 12, 2006 and April 26, 2007.

**Required Capital.**

The Company s capital estimation is based on the Required Capital Framework, an internal capital adequacy measure. This framework is a risk-based internal use of capital measure, which is compared with the Company s regulatory capital to help ensure the Company maintains an amount of risk-based going concern capital after absorbing potential losses from extreme stress events at a point in time. The difference between the Company s regulatory capital and aggregate Required Capital is Parent capital. Average Tier 1 common capital, aggregate Required Capital and Parent capital for the quarter ended September 30, 2012 were approximately $43.4 billion, $27.1 billion and $16.3 billion, respectively. The Company generally holds Parent capital for prospective regulatory requirements, including Basel 2.5 and III, organic growth, acquisitions and other capital needs.

Tier 1 common capital and common equity attribution to the business segments is based on capital usage calculated by the Required Capital Framework. In principle, each business segment is capitalized as if it were an independent operating entity with limited diversification benefit between the business segments. Required Capital is assessed at each business segment and further attributed to product lines. This process is intended to align capital with the risks in each business segment in order to allow senior management to evaluate returns on a

Table of Contents

risk-adjusted basis. The Required Capital Framework will evolve over time in response to changes in the business and regulatory environment and to incorporate enhancements in modeling techniques. The Company will continue to evaluate the framework with respect to the impact of future regulatory requirements, as appropriate.

Beginning in the quarter ended March 31, 2012, the Company and segment Required Capital is met by Tier 1 common capital. Prior to the quarter ended March 31, 2012, the Company s Required Capital was met by regulatory Tier 1 capital or Tier 1 common equity. Segment capital for prior periods has been recast under this framework.

For a further discussion of the Company s Tier 1 common capital, see Regulatory Requirements herein.

The following table presents the Parent s and business segments average Tier 1 common capital and average common equity for the quarter ended September 30, 2012 and the quarter ended June 30, 2012.

| | Three Months Ended September 30, 2012 | | Three Months Ended June 30, 2012 | |
|---|---|---|---|---|
| | Average Tier 1 Common Capital | Average Common Equity | Average Tier 1 Common Capital | Average Common Equity |
| | (dollars in billions) | | | |
| Institutional Securities | $ 22.0 | $ 28.6 | $ 22.3 | $ 29.3 |
| Global Wealth Management Group | 3.8 | 13.2 | 3.8 | 13.3 |
| Asset Management | 1.3 | 2.4 | 1.3 | 2.5 |
| Parent capital | 16.3 | 16.8 | 15.1 | 16.3 |
| Total | $ 43.4 | $ 61.0 | $ 42.5 | $ 61.4 |

**Regulatory Requirements.**

***Capital.***

The Company is a financial holding company under the Bank Holding Company Act of 1956, as amended, and is subject to the regulation and oversight of the Federal Reserve. The Federal Reserve establishes capital requirements for the Company, including well-capitalized standards, and evaluates the Company s compliance with such capital requirements. The Office of the Comptroller of the Currency establishes similar capital requirements and standards for the Company s national bank subsidiaries.

The Company calculates its capital ratios and risk-weighted assets ( RWA ) in accordance with the capital adequacy standards for financial holding companies adopted by the Federal Reserve. These standards are based upon a framework described in the International Convergence of Capital Measurement and Capital Standards, July 1988, as amended, also referred to as Basel I.

At September 30, 2012, the Company was in compliance with Basel I capital requirements with ratios of Tier 1 capital to RWAs of 16.9% and total capital to RWAs of 17.0% (6% and 10% being well-capitalized for regulatory purposes, respectively). Also, the ratio of Tier 1 common capital to RWAs was 13.9% (5% being the minimum under the Federal Reserve s Comprehensive Capital Analysis and Review ( CCAR ) framework). In addition, financial holding companies are also subject to a Tier 1 leverage ratio as defined by the Federal Reserve. The Company calculated its Tier 1 leverage ratio as Tier 1 capital divided by adjusted average total assets (which reflects adjustments for disallowed goodwill, certain intangible assets, deferred tax assets and financial and non-financial equity investments). The adjusted average total assets are derived using weekly balances for the year. At September 30, 2012, the Company was in compliance with this leverage restriction, with a Tier 1 leverage ratio of 7.2% (5% being well-capitalized for regulatory purposes).

Table of Contents

The following table reconciles the Company s total shareholders equity to Tier 1 common, Tier 1, Tier 2 and Total allowable capital as defined by the regulations issued by the Federal Reserve and presents the Company s consolidated capital ratios at September 30, 2012 and December 31, 2011:

| | At September 30, 2012 | At December 31, 2011 |
|---|---|---|
| | (dollars in millions) | |
| **Allowable capital** | | |
| Common shareholders equity | $ 60,291 | $ 60,541 |
| Less: Goodwill | (6,622) | (6,686) |
| Less: Non-servicing intangible assets | (3,899) | (4,165) |
| Less: Net deferred tax assets(1) | (5,006) | (6,098) |
| Less: After-tax debt valuation adjustment | 502 | (2,296) |
| Other deductions | (1,538) | (1,511) |
| Tier 1 common capital(1)(2) | 43,728 | 39,785 |
| Qualifying preferred stock | 1,508 | 1,508 |
| Qualifying restricted core capital elements(3) | 8,116 | 9,821 |
| Tier 1 capital(1)(3) | 53,352 | 51,114 |
| Qualifying subordinated debt and restricted core capital elements(3) | 783 | 4,546 |
| Other qualifying amounts | 101 | 17 |
| Other deductions | (776) | (721) |
| Tier 2 capital | 108 | 3,842 |
| Total allowable capital(1)(3) | $ 53,460 | $ 54,956 |
| **Total risk weighted assets(1)** | $ 314,770 | $ 314,817 |
| **Capital ratios** | | |
| Total capital ratio(1)(3) | 17.0% | 17.5% |
| Tier 1 common capital ratio(1)(2) | 13.9% | 12.6% |
| Tier 1 capital ratio(1)(3) | 16.9% | 16.2% |
| Tier 1 leverage ratio(1) | 7.2% | 6.6% |

(1) The December 31, 2011 deferred tax asset disallowance was adjusted by approximately $1.2 billion, resulting in a reduction to the Company s Tier 1 common capital, Tier 1 capital, Total capital, RWAs and adjusted average assets by such amount, Tier 1 common capital ratio, Tier 1 capital ratio and Total capital ratio by approximately 30 basis points and Tier 1 leverage ratio by approximately 20 basis points.

(2) Tier 1 common capital ratio equals Tier 1 common capital divided by RWAs. On December 30, 2011, the Federal Reserve formalized regulatory definitions for Tier 1 common capital and Tier 1 common capital ratio. The Federal Reserve defined Tier 1 common capital as Tier 1 capital less non-common elements in Tier 1 capital, including perpetual preferred stock and related surplus, minority interest in subsidiaries, trust preferred securities and mandatory convertible preferred securities. Previously, the Company s definition of Tier 1 common capital included all of the items noted in the Federal Reserve s definition, but it also included an adjustment for the portion of goodwill and non-servicing intangible assets associated with the Wealth Management JV s noncontrolling interests (i.e., Citi s share of the Wealth Management JV s goodwill and intangibles). The Company s conformance to the Federal Reserve s definition under the final rule reduced its Tier 1 common capital and Tier 1 common ratio by approximately $4.2 billion and 132 basis points, respectively at December 31, 2011.

(3) At September 30, 2012, Tier 2 capital declined to $108 million from $3,842 million at December 31, 2011. The change in the terms of the Wealth Management JV s noncontrolling interests resulted in a reclassification from nonredeemable to redeemable in the quarter ended September 30, 2012, and also disqualified it as a component of the Company s Tier 1 and Tier 2 capital. Noncontrolling interests and trust preferred securities are both components of restricted core capital, which is limited to 15% of Tier 1 capital. Due to the disqualification of noncontrolling interests, the Company s capacity for restricted core capital increased such that it was able to include its remaining trust preferred securities (approximately $3.0 billion, previously in Tier 2 capital at December 31, 2011) in Tier 1 capital.

Table of Contents

In November 2011, the Federal Reserve issued final rules on capital plans ( Capital Plans ), which require large bank holding companies such as the Company to submit Capital Plans on an annual basis in order for the Federal Reserve to assess the companies systems and processes that incorporate forward-looking projections of revenue and losses to monitor and maintain their internal capital adequacy. The rules also require that such companies receive no objection from the Federal Reserve before making a capital action. The Federal Reserve published the results of its 2012 Comprehensive Capital Analysis and Review in March 2012. The Company received no objection to its 2012 capital plan, including the acquisition of an additional 14% of the Wealth Management JV, which was completed in September 2012, and ongoing payment of current common and preferred dividends.

In October 2012, the Federal Reserve issued a final rule on Supervisory and Company-run Stress Test Requirements for Covered Companies, including the Company, and requires the Company to conduct semi-annual stress tests under baseline, adverse and severely adverse economic scenarios. Under this rule, Covered Companies are required to publicly disclose the results of their stress tests under the severely adverse economic scenario.

Total allowable capital is composed of Tier 1 capital, which includes Tier 1 common capital, and Tier 2 capital. Under the Federal Reserve s Capital Plans final rules, Tier 1 common capital is calculated as Tier 1 capital less non-common elements in Tier 1 capital. Non-common elements include perpetual preferred stock and related surplus, minority interests in subsidiaries, trust preferred securities and mandatory convertible preferred securities. In their June 2012 Basel III proposals, the U.S. banking regulators proposed a new definition of common equity Tier 1 capital. The existing supervisory definition of Tier 1 common capital will remain in force under the Capital Plans final rules until the Federal Reserve adopts the new Basel III common equity Tier 1 ratio. Tier 1 capital consists predominantly of common shareholders equity as well as qualifying preferred stock and qualifying restricted core capital elements (qualifying trust preferred securities and noncontrolling interests) less goodwill, non-servicing intangible assets (excluding allowable mortgage servicing rights), net deferred tax assets (recoverable in excess of one year), an after-tax debt valuation adjustment and certain other deductions, including equity investments. The debt valuation adjustment in the above table represents the cumulative change in fair value of certain long-term and short-term borrowings that was attributable to the Company s own instrument-specific credit spreads and is included in retained earnings. For a further discussion of fair value, see Note 4 to the condensed consolidated financial statements.

At September 30, 2012, the Company calculated its RWAs in accordance with the regulatory capital requirements of the Federal Reserve, which is consistent with guidelines described under Basel I. RWAs reflect both on and off-balance sheet risk of the Company. The risk capital calculations will evolve over time as the Company enhances its risk management methodology and incorporates improvements in modeling techniques while maintaining compliance with the regulatory requirements and interpretations.

Market RWAs reflect capital charges attributable to the risk of loss resulting from adverse changes in market prices and other factors. For a further discussion of the Company s market risks and Value-at-Risk ( VaR ) model, see Quantitative and Qualitative Disclosures about Market Risk in Part II, Item 7A, of the Form 10-K and in Part I, Item 3 herein. Market RWAs incorporate two components: systematic risk and specific risk. Systematic and specific risk charges are computed using either the Company s VaR model or Standardized Approach in accordance with regulatory requirements.

Credit RWAs reflect capital charges attributable to the risk of loss arising from a borrower or counterparty failing to meet its financial obligations. For a further discussion of the Company s credit risks, see Quantitative and Qualitative Disclosures about Market Risk in Part II, Item 7A, of the Form 10-K and in Part I, Item 3 herein.

In December 2007, the U.S. banking regulators published final regulations incorporating the Basel II Accord, which requires internationally active banking organizations, as well as certain of their U.S. bank subsidiaries, to implement Basel II standards over the next several years. In July 2010, the Company began reporting its capital adequacy standards on a parallel basis to its regulators under Basel I and Basel II as part of a phased implementation of Basel II.

In December 2009, the Basel Committee released proposals on risk-based capital, leverage and liquidity standards, known as Basel III. In June 2012, the U.S. banking regulators proposed rules to implement many aspects of Basel III (the proposals ). The proposals complement an earlier proposal for revisions to the market risk framework. The earlier proposal, also referred to as Basel 2.5 , increases capital requirements for securitizations and correlation trading within the Company s trading book. In June 2012, the U.S. banking regulators issued final rules that implement the Basel 2.5 market risk framework proposals. Those rules will become effective on January 1, 2013, and the Company expects to be in compliance with the rules as of such date.

The proposals contain new capital standards that raise the quality of capital and strengthen counterparty credit risk capital requirements and introduce a leverage ratio as a supplemental measure to the risk-based ratio. The proposals include a new capital conservation buffer, which imposes a common equity requirement above the new minimum that can be depleted under stress, and could result in restrictions on capital distributions and discretionary bonuses under certain circumstances. The proposals also provide for a potential countercyclical buffer which regulators can activate during periods of excessive credit growth in their jurisdiction. The U.S. banking regulators did not address the new additional loss absorbency capital requirement for global systemically important banks ( GSIB ), such as the Company, that is included in the original Basel III standards. U.S. banking regulators have indicated that guidance on GSIB capital requirements would be forthcoming; however the Basel Committee on Banking Supervision has published guidance indicating that the Company would be subject to a 1.5% capital surcharge. The proposals also propose amendments to the advanced approaches risk-based capital rule that will amend certain aspects of the treatment of counterparty credit risk under the Basel II framework and replace the use of externally developed credit ratings with proposed alternatives such as internally developed credit ratings. Under the proposals, the new capital requirements would be phased in over several years, beginning in 2013.

In June 2011, the U.S. banking regulators published final regulations implementing a certain provision of the Dodd-Frank Act requiring that certain institutions supervised by the Federal Reserve, including the Company, be subject to minimum capital requirements that are not less than the generally applicable risk-based capital requirements. The proposals would establish a standardized approach that, among other things, modifies risk weights for certain types of asset classes and would serve as the minimum capital floor for certain financial institutions, including the Company. The Basel III proposals published by the U.S. banking regulators in June 2012 proposed to implement this floor, as well as including proposed changes to the determination of risk weights for certain types of asset classes for financial institutions employing advanced approaches.

Pursuant to provisions of the Dodd-Frank Act, over time, trust preferred securities that meet Tier 2 capital eligibility criteria will no longer qualify as Tier 1 capital but will only qualify as Tier 2 capital. This change in regulatory capital treatment will be phased in incrementally during a transition period that will start on January 1, 2013 and end on January 1, 2016. This provision of the Dodd-Frank Act accelerates the phasing in of the disqualification of the trust preferred securities as provided for by Basel III.

Under the Basel III proposals, based on a preliminary analysis of the guidelines published to date and other factors, the Company estimates its pro forma Tier 1 common capital ratio under Basel III to be approximately 9% as of September 30, 2012. This is a preliminary estimate assuming relevant advanced approach regulatory model approvals and may change based on final rules to be issued by the Federal Reserve. If the Company does not receive such model approvals, this could have a significant impact on the Company s estimates. In addition, our estimate may not be comparable with that of other financial services firms given the final rules have not been issued and our estimate may be calculated differently from other financial services firms. The pro forma Tier 1 common capital ratio under Basel III is a non-GAAP financial measure that the Company considers to be a useful measure to the Company and investors to gauge future regulatory capital requirements. The pro forma Tier 1 common capital ratio estimate is based on shareholders equity, Tier 1 common capital and RWAs at September 30, 2012. This preliminary estimate is subject to risks and uncertainties that may cause actual results to differ materially and should not be taken as a projection of what the Company s capital ratios, RWAs, earnings

Table of Contents

or other results will actually be at these future dates. For a discussion of risks and uncertainties that may affect the future results of the Company, please see Risk Factors in Part I, Item 1A of the Form 10-K.

***Liquidity.***

The Basel Committee has developed two standards for supervisors to use in liquidity risk supervision. The first standard s objective is to promote the short-term resilience of the liquidity risk profile of banks and bank holding companies. The Basel Committee developed the Liquidity Coverage Ratio ( LCR ) to ensure banks have sufficient high-quality liquid assets to cover net outflows arising from significant stress lasting 30 calendar days. The standard requires that the value of the ratio be no lower than 100%. The second standard s objective is to promote resilience over a longer time horizon. The Net Stable Funding Ratio ( NSFR ) has a time horizon of one year and builds on traditional net liquid asset and cash capital methodologies used widely by internationally active banking organizations to provide a sustainable maturity structure of assets and liabilities. The NSFR is defined as the amount of available stable funding to the amount of required stable funding. This ratio must be greater than 100%. After an observation period that began in 2011, the LCR, including any revisions, will be introduced on January 1, 2015. The NSFR, including any revisions, will move to a minimum standard by January 1, 2018. The Company will continue to monitor the development of these standards, including the potential impact on the Company s current liquidity and funding requirements.

In addition, in December 2011, the Federal Reserve issued proposed rules to implement certain requirements of the systemic risk regime, including with respect to liquidity. The proposed rules would require systemically important financial institutions, such as the Company, to maintain a sufficient quantity of highly liquid assets to survive a projected 30-day liquidity stress event, to conduct regular liquidity stress tests, and to implement various liquidity risk management requirements.

**Off-Balance Sheet Arrangements with Unconsolidated Entities.**

The Company enters into various arrangements with unconsolidated entities, including VIEs, primarily in connection with its Institutional Securities and Global Wealth Management Group business segments. See Off-Balance Sheet Arrangements with Unconsolidated Entities included in Part II, Item 7, of the Form 10-K and Note 7 to the condensed consolidated financial statements for further information.

See Note 12 to the condensed consolidated financial statements for further information on guarantees.

Table of Contents

**Commitments.**

The Company s commitments associated with outstanding letters of credit and other financial guarantees obtained to satisfy collateral requirements, investment activities, corporate lending and financing arrangements, mortgage lending and margin lending at September 30, 2012 are summarized below by period of expiration. Since commitments associated with these instruments may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements:

| | Years to Maturity | | | | |
|---|---|---|---|---|---|
| | Less than 1 | 1-3 | 3-5 | Over 5 | Total at September 30, 2012 |
| | (dollars in millions) | | | | |
| Letters of credit and other financial guarantees obtained to satisfy collateral requirements | $ 1,220 | $ 6 | $ 6 | $ | $ 1,232 |
| Investment activities | 807 | 167 | 44 | 269 | 1,287 |
| Primary lending commitments investment grade(1) | 8,598 | 14,353 | 33,217 | 735 | 56,903 |
| Primary lending commitments non-investment grade(1) | 1,558 | 2,907 | 11,452 | 2,722 | 18,639 |
| Secondary lending commitments(2) | 63 | 146 | 30 | 4 | 243 |
| Commitments for secured lending transactions | 690 | 3 | | | 693 |
| Forward starting reverse repurchase agreements and securities borrowing agreements(3)(4) | 61,932 | | | | 61,932 |
| Commercial and residential mortgage-related commitments | 1,061 | 15 | 141 | 264 | 1,481 |
| Other commitments | 1,458 | 219 | 68 | 68 | 1,813 |
| Total | $ 77,387 | $ 17,816 | $ 44,958 | $ 4,062 | $ 144,223 |

(1) This amount includes $29.2 billion of investment grade and $6.2 billion of non-investment grade unfunded commitments accounted for as held for investment and $3.5 billion of investment grade and $4.3 billion of non-investment grade unfunded commitments accounted for as held for sale at September 30, 2012. The remainder of these lending commitments are carried at fair value.

(2) These commitments are recorded at fair value within Financial instruments owned and Financial instruments sold, not yet purchased in the condensed consolidated statements of financial condition (see Note 4 to the condensed consolidated financial statements).

(3) The Company enters into forward starting reverse repurchase and securities borrowing agreements (agreements that have a trade date at or prior to September 30, 2012 and settle subsequent to period-end) that are primarily secured by collateral from U.S. government agency securities and other sovereign government obligations. These agreements primarily settle within three business days and of the amount at September 30, 2012, $53.6 billion settled within three business days.

(4) The Company also has a contingent obligation to provide financing to a clearinghouse through which it clears certain transactions. The financing is required only upon the default of a clearinghouse member. The financing takes the form of a reverse repurchase facility, with a maximum amount of approximately $3 billion.

The above table does not include the Company s commitment to purchase an additional 35% of the Wealth Management JV, for $4.725 billion upon regulatory approval (see Note 3 to the condensed consolidated financial statements).

**Effects of Inflation and Changes in Foreign Exchange Rates.**

The Company s assets to a large extent are liquid in nature and, therefore, are not significantly affected by inflation. Inflation may result in increases in the Company s expenses, which may not be readily recoverable in the price of services offered. To the extent inflation results in rising interest rates and has other adverse effects upon the securities markets and upon the value of financial instruments, it may adversely affect the Company s financial position and profitability.

A significant portion of the Company s business is conducted in currencies other than the U.S. dollar, and changes in foreign exchange rates relative to the U.S. dollar can therefore affect the value of non-U.S. dollar net assets, revenues and expenses. Potential exposures as a result of these fluctuations in currencies are closely monitored, and, where cost-justified, strategies are adopted that are designed to reduce the impact of these fluctuations on the Company s financial performance. These strategies may include the financing of non-U.S. dollar assets with direct or swap-based borrowings in the same currency and the use of currency forward contracts or the spot market in various hedging transactions related to net assets, revenues, expenses or cash flows.

Table of Contents

## Item 3. Quantitative and Qualitative Disclosures about Market Risk.

**Market Risk.**

Market risk refers to the exposure of the Company to adverse changes in the values of its portfolios and financial instruments due to changes in market prices or rates. Generally, the Company is exposed to market risk as a result of trading, investing and client facilitation activities, mainly within the Institutional Securities business segment where the substantial majority of the Company s Value-at-Risk ( VaR ) for market risk exposures is generated. In addition, the Company incurs trading related market risk within the Global Wealth Management Group business segment. The Asset Management business segment incurs mainly non-trading market risk primarily from capital investments in real estate funds and investments in private equity vehicles. Regarding sales and trading and related activities, the Company is exposed to concentration risk in certain of its OTC derivatives portfolios related to the additional cost of closing out particularly large risk positions. For a further discussion of the Company s Market Risk, see Quantitative and Qualitative Disclosures about Market Risk Risk Management in Part II, Item 7A of the Form 10-K.

***VaR.***

The Company uses the statistical technique known as VaR as one of the tools used to measure, monitor and review the market risk exposures of its trading portfolios. The Market Risk Department calculates and distributes daily VaR-based risk measures to various levels of management.

*VaR Methodology, Assumptions and Limitations.*

The Company has enhanced its VaR model during 2012 to make it more responsive to current market conditions while maintaining a longer-term perspective. This enhancement is consistent with regulatory requirements. The current VaR model has been approved by the Company s regulators for use in regulatory capital calculations.

The Company estimates VaR using a model based on volatility adjusted historical simulation for general market risk factors and Monte Carlo simulation for name-specific risk in corporate shares, bonds, loans and related derivatives. The model constructs a distribution of hypothetical daily changes in the value of trading portfolios based on the following: historical observation of daily changes in key market indices or other market risk factors; and information on the sensitivity of the portfolio values to these market risk factor changes. The Company s current VaR model uses four years of historical data with a volatility adjustment to reflect current market conditions. The Company s prior VaR model also uses four years of historical data, but does not make any volatility adjustments and is therefore less responsive to current market conditions. To facilitate the transition to the current VaR model, results using both the current and prior VaR models are included in the Trading Risks section below. The Company s 95%/one-day VaR corresponds to the unrealized loss in portfolio value that, based on historically observed market risk factor movements, would have been exceeded with a frequency of 5%, or five times in every 100 trading days, if the portfolio were held constant for one day.

The Company uses VaR as one of a range of risk management tools. VaR methodology has various strengths and limitations, which include, but are not limited to: use of historical changes in market risk factors, which may not be accurate predictors of future market conditions, and may not fully incorporate the risk of extreme market events that are outsized relative to observed historical market behavior or reflect the historical distribution of results beyond the 95% confidence interval; and reporting of losses in a single day, which does not reflect the risk of positions that cannot be liquidated or hedged in one day. A small proportion of market risk generated by trading positions is not included in VaR. The modeling of the risk characteristics of some positions relies on approximations that, under certain circumstances, could produce significantly different results from those produced using more precise measures.

The Company s VaR model evolves over time in response to changes in the composition of trading portfolios and to improvements in modeling techniques and systems capabilities. The Company is committed to continuous review and enhancement of VaR methodologies and assumptions in order to capture evolving risks associated

with changes in market structure and dynamics. As part of regular process improvement, additional systematic and name-specific risk factors may be added to improve the VaR model s ability to more accurately estimate risks to specific asset classes or industry sectors.

The Company also performs routine stress testing to more comprehensively monitor the risks in the portfolio. The Company utilizes Stress VaR ( S-VaR ), which is a proprietary methodology that seeks to measure both the Company s market and credit risks, while adjusting for the different liquidity characteristics of the underlying risks (in contrast to traditional VaR measures which are typically calculated using the same liquidity horizon for all risks). S-VaR is an important risk metric used in establishing the Company s risk tolerance and its capital allocation framework. Further information on S-VaR can be found in Quantitative and Qualitative Disclosures about Market Risk Risk Management in Part II, Item 7A of the Form 10-K.

Since the reported VaR statistics are estimates based on historical data, VaR should not be viewed as predictive of the Company s future revenues or financial performance or of its ability to monitor and manage risk. There can be no assurance that the Company s actual losses on a particular day will not exceed the VaR amounts indicated below or that such losses will not occur more than five times in 100 trading days for a 95%/one-day VaR. VaR does not predict the magnitude of losses which, should they occur, may be significantly greater than the VaR amount.

The Credit Portfolio VaR is disclosed as a separate category from the Primary Risk Categories. The Credit Portfolio VaR includes the mark-to-market relationship lending exposures and associated hedges as well as counterparty credit valuation adjustments and related hedges.

The tables below present VaR for the Company s Trading portfolio, on a quarter-end, quarterly average and quarterly high and low basis under both the current model as well as the prior model (see Tables 1a and 1b below, respectively). The VaR that would result if the Company were to adopt an alternative confidence level for the VaR statistic (99% rather than 95%) using the current model is also disclosed (see Table 2 below).

***Trading Risks.***

The tables below present the Company s 95%/one-day Trading VaR using both the current model and the prior model:

| Table 1a: 95% VaR - Current Model | 95%/One-Day VaR for the Quarter Ended September 30, 2012 | | | | 95%/One-Day VaR for the Quarter Ended June 30, 2012 | | | |
|---|---|---|---|---|---|---|---|---|
| Market Risk Category | Period End | Average | High | Low | Period End | Average | High | Low |
| | (dollars in millions) | | | | | | | |
| Interest rate and credit spread | $ 58 | $ 53 | $ 64 | $ 43 | $ 51 | $ 63 | $ 87 | $ 51 |
| Equity price | 21 | 26 | 35 | 19 | 25 | 29 | 39 | 21 |
| Foreign exchange rate | 16 | 12 | 17 | 9 | 19 | 13 | 19 | 7 |
| Commodity price | 22 | 22 | 25 | 20 | 22 | 27 | 30 | 21 |
| Less: Diversification benefit(1)(2) | (51) | (55) | N/A | N/A | (60) | (64) | N/A | N/A |
| Primary Risk Categories | $ 66 | $ 58 | $ 66 | $ 52 | $ 57 | $ 68 | $ 98 | $ 55 |
| Credit Portfolio | 21 | 23 | 25 | 20 | 23 | 26 | 28 | 23 |
| Less: Diversification benefit(1)(2) | (15) | (18) | N/A | N/A | (17) | (18) | N/A | N/A |
| Total Trading VaR | $ 72 | $ 63 | $ 72 | $ 57 | $ 63 | $ 76 | $ 107 | $ 62 |

(1) Diversification benefit equals the difference between the total VaR and the sum of the component VaRs. This benefit arises because the simulated one-day losses for each of the components occur on different days; similar diversification benefits also are taken into account within each component.

(2) N/A Not Applicable. The minimum and maximum VaR values for the total VaR and each of the component VaRs might have occurred on different days during the quarter and therefore the diversification benefit is not an applicable measure.

Table of Contents

The Company s average VaR for the Primary Risk Categories for the quarter ended September 30, 2012 was $58 million compared with $68 million for the quarter ended June 30, 2012. This decrease was mainly driven by reductions in the interest rate and credit spread risk category.

The average Credit Portfolio VaR for the quarter ended September 30, 2012 was $23 million compared with $26 million for the quarter ended June 30, 2012. This reduction reflects the transition of loans held at fair value to loans held for investment net of allowance and lower average credit spreads.

The average Total Trading VaR for the quarter ended September 30, 2012 was $63 million compared with $76 million for the quarter ended June 30, 2012. This decrease was principally the result of the interest rate and credit spread activity in the Primary Risk Categories.

To aid in the transition to the current VaR model, results using the prior model are presented below:

| Table 1b: 95% VaR - Prior Model | 95%/One-Day VaR for the Quarter Ended September 30, 2012 | | | | 95%/One-Day VaR for the Quarter Ended June 30, 2012 | | | |
|---|---|---|---|---|---|---|---|---|
| Market Risk Category | Period End | Average | High | Low | Period End | Average | High | Low |
| | (dollars in millions) | | | | | | | |
| Interest rate and credit spread | $ 85 | $ 76 | $ 88 | $ 62 | $ 72 | $ 75 | $ 95 | $ 60 |
| Equity price | 27 | 32 | 44 | 25 | 31 | 36 | 46 | 26 |
| Foreign exchange rate | 22 | 17 | 23 | 12 | 24 | 16 | 24 | 9 |
| Commodity price | 27 | 27 | 30 | 23 | 28 | 34 | 40 | 26 |
| Less: Diversification benefit(1)(2) | (78) | (73) | N/A | N/A | (76) | (80) | N/A | N/A |
| Primary Risk Categories | $ 83 | $ 79 | $ 88 | $ 71 | $ 79 | $ 81 | $ 108 | $ 71 |
| Credit Portfolio | 24 | 28 | 30 | 24 | 29 | 33 | 34 | 29 |
| Less: Diversification benefit(1)(2) | (18) | (25) | N/A | N/A | (23) | (23) | N/A | N/A |
| Total Trading VaR | $ 89 | $ 82 | $ 91 | $ 74 | $ 85 | $ 91 | $ 118 | $ 79 |

(1) Diversification benefit equals the difference between the total VaR and the sum of the component VaRs. This benefit arises because the simulated one-day losses for each of the components occur on different days; similar diversification benefits also are taken into account within each component.

(2) N/A Not Applicable. The minimum and maximum VaR values for the total VaR and each of the component VaRs might have occurred on different days during the quarter and therefore the diversification benefit is not an applicable measure.

The current VaR model estimates are lower than the VaR estimates produced under the prior model because the prior model places more emphasis on the large market moves experienced during the 2008 financial crisis, while the current model places more emphasis on more recent volatility, which has been generally lower.

*VaR Statistics under Varying Assumptions.*

VaR statistics are not readily comparable across firms because of differences in the breadth of products included in each firm s VaR model, in the statistical assumptions made when simulating changes in market risk factors, and in the methods used to approximate portfolio revaluations under the simulated market conditions. These differences can result in materially different VaR estimates for similar portfolios. The impact varies depending on the factor history assumptions, the frequency with which the factor history is updated, and the confidence level. As a result, VaR statistics are more reliable and relevant when used as indicators of trends in risk taking rather than as a basis for inferring differences in risk taking across firms.

Table of Contents

Table 2 presents VaR statistics for the Company under an alternative confidence level (95% versus 99%). The Company previously disclosed VaR using a One Year Risk Factor History as well as a Four Year Risk Factor History to aid comparison with other firms, many of which use relatively short risk factor histories in their VaR models. The current model, while maintaining a longer term perspective, responds to changes in risk at a rate comparable to a One Year VaR or an exponentially weighted VaR and thus the comparison is no longer necessary.

| Table 2: 95% and 99% Average Trading VaR - Current Model | 95% Average One-Day VaR for the Quarter Ended September 30, 2012 | 99% Average One-Day VaR for the Quarter Ended September 30, 2012 |
|---|---|---|
| | (dollars in millions) | |
| **Market Risk Category** | | |
| Interest rate and credit spread | $ 53 | $ 88 |
| Equity price | 26 | 35 |
| Foreign exchange rate | 12 | 20 |
| Commodity price | 22 | 36 |
| Less: Diversification benefit(1) | (55) | (93) |
| Primary Risk Categories | $ 58 | $ 86 |
| Credit Portfolio | 23 | 38 |
| Less: Diversification benefit(1) | (18) | (29) |
| Total Trading VaR | $ 63 | $ 95 |

(1) Diversification benefit equals the difference between the total VaR and the sum of the component VaRs. This benefit arises because the simulated one-day losses for each of the components occur on different days; similar diversification benefits also are taken into account within each component.

*Distribution of VaR Statistics and Net Revenues for the quarter ended September 30, 2012.*

One method of evaluating the reasonableness of the Company s VaR model as a measure of the Company s potential volatility of net revenue is to compare the VaR with actual trading revenue. Assuming no intra-day trading, for a 95%/one-day VaR, the expected number of times that trading losses should exceed VaR during the year is 13, and, in general, if trading losses were to exceed VaR more than 21 times in a year, the adequacy of the VaR model could be questioned. The Company evaluates the reasonableness of its VaR model by comparing the potential declines in portfolio values generated by the model with actual trading results for both the Company as well as individual business units. For days where losses exceed the 95% or 99% VaR statistic, the Company examines the drivers of trading losses to evaluate the VaR model s accuracy relative to realized trading results.

The distribution of VaR Statistics and Net Revenues will be presented for both the Primary Risk Categories and the Total Trading populations.

Table of Contents

Primary Risk Categories.

As shown in Table 1a, the Company s average 95%/one-day Primary Risk Categories VaR for the quarter ended September 30, 2012 was $58 million. The histogram below presents the distribution of the Company s daily 95%/one-day Primary Risk Categories VaR for the quarter ended September 30, 2012. Primary Risk Categories VaR was in a range between $50 million and $65 million for approximately 95% of the trading days during the quarter.

Table of Contents

The histogram below shows the distribution of daily net trading revenue for the Company s businesses that comprise the Primary Risk Categories for the quarter ended September 30, 2012. This excludes non-trading revenues of these businesses and revenue associated with the Company s own credit risk. During the quarter ended September 30, 2012, the Company s businesses that comprise the Primary Risk Categories experienced net trading losses on eight days, of which zero days were in excess of the 95%/one-day Primary Risk Categories VaR.

Table of Contents

Total Trading including the Primary Risk Categories and the Credit Portfolio.

As shown in Table 1a, the Company s average 95%/one-day Total Trading VaR, which includes the Primary Risk Categories and the Credit Portfolio, for the quarter ended September 30, 2012 was $63 million. The histogram below presents the distribution of the Company s daily 95%/one-day Total Trading VaR for the quarter ended September 30, 2012. Total Trading VaR was in a range between $55 million and $70 million for approximately 89% of trading days during the quarter.

Table of Contents

The histogram below shows the distribution of daily net trading revenue for the Company s Trading businesses for the quarter ended September 30, 2012. This excludes non-trading revenues of these businesses and revenue associated with the Company s own credit risk. During the quarter ended September 30, 2012, the Company experienced net trading losses on eight days, of which zero days were in excess of the 95%/one-day Trading VaR.

***Non-Trading Risks.***

The Company believes that sensitivity analysis is an appropriate representation of the Company s non-trading risks. Reflected below is this analysis, which covers substantially all of the non-trading risk in the Company s portfolio.

*Counterparty Exposure Related to the Company s Own Spread.*

The credit spread risk relating to the Company s own mark-to-market derivative counterparty exposure is managed separately from VaR. The credit spread risk sensitivity of this exposure corresponds to an increase in value of approximately $6 million for each 1 basis point widening in the Company s credit spread level for both the quarter ended September 30, 2012 and the quarter ended June 30, 2012.

*Funding Liabilities.*

The credit spread risk sensitivity of the Company s mark-to-market funding liabilities corresponded to an increase in value of approximately $13 million and $12 million for each 1 basis point widening in the Company s credit spread level for September 30, 2012 and June 30, 2012, respectively.

*Interest Rate Risk Sensitivity on Income from Continuing Operations.*

The Company measures the interest rate risk of certain assets and liabilities by calculating the hypothetical sensitivity of net interest income to potential changes in the level of interest rates over the next twelve months.

Table of Contents

This sensitivity analysis includes positions that are mark-to-market as well as positions that are accounted for on an accrual basis. For interest rate derivatives that are perfect economic hedges to non-mark-to-market assets or liabilities, the disclosed sensitivities include only the impact of the coupon accrual mismatch. This treatment mitigates the effects caused by the measurement basis differences between the economic hedge and the corresponding hedged instrument.

Given the currently low interest rate environment, the Company uses the following two interest rate scenarios to quantify the Company s sensitivity: instantaneous parallel shocks of 100 and 200 basis point increases to all points on all yield curves simultaneously.

The hypothetical model does not assume any growth, change in business focus, asset pricing philosophy or asset/liability funding mix and does not capture how the Company would respond to significant changes in market conditions. Furthermore, the model does not reflect the Company s expectations regarding the movement of interest rates in the near term, nor the actual effect on income from continuing operations before income taxes if such changes were to occur.

| | September 30, 2012 | | June 30, 2012 | |
|---|---|---|---|---|
| | +100 Basis Points | +200 Basis Points | +100 Basis Points | +200 Basis Points |
| | (dollars in millions) | | | |
| Impact on income from continuing operations before income taxes | $ 711 | $ 1,094 | $ 771 | $ 1,303 |
| Impact on income from continuing operations before income taxes excluding Citi s share of the Wealth Management JV(1) | 459 | 703 | 535 | 918 |

(1) Reflects the exclusion of the portion of income from continuing operations before taxes associated with the Wealth Management JV s redeemable noncontrolling interest.

*Principal Investments.*

The Company makes investments in both public and private companies. These investments are predominantly equity positions with long investment horizons, the majority of which are for business facilitation purposes. The market risk related to these investments is measured by estimating the potential reduction in net revenues associated with a 10% decline in investment values.

| | 10% Sensitivity | |
|---|---|---|
| **Investments** | **September 30, 2012** | **June 30, 2012** |
| | (dollars in millions) | |
| Investments related to Asset Management activities: | | |
| Hedge fund investments | $ 126 | $ 132 |
| Private equity and infrastructure funds | 130 | 114 |
| Real estate funds | 136 | 133 |
| Other investments: | | |
| Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. | 155 | 148 |
| Other Company investments | 285 | 298 |

**Credit Risk.**

For a further discussion of the Company s credit risks, see Quantitative and Qualitative Disclosures about Market Risk Risk Management Credit Risk in Part II, Item 7A of the Form 10-K. See Notes 8 and 12 to the condensed consolidated financial statements for additional information about the Company s financing receivables and lending commitments, respectively.

Table of Contents

***Lending Activities.***

The Company provides loans to a variety of customers, from large corporate and institutional clients to high-net-worth individuals. The table below summarizes the Company s loans classified as Loans and Financial instruments owned in the condensed consolidated statements of financial condition at September 30, 2012. See Notes 4 and 8 to the condensed consolidated financial statements for further information.

| | Institutional Securities Corporate Lending(1) | Institutional Securities Other(2) | Global Wealth Management Group(3) | Total |
|---|---|---|---|---|
| | (dollars in millions) | | | |
| Commercial and industrial | $ 4,961 | $ 578 | $ 2,663 | $ 8,202 |
| Consumer loans | | | 6,826 | 6,826 |
| Residential real estate loans | | | 6,097 | 6,097 |
| Wholesale real estate loans | | 421 | 27 | 448 |
| Loans held for investment, net of allowance | 4,961 | 999 | 15,613 | 21,573 |
| Loans held for sale | 2,637 | | 134 | 2,771 |
| Loans held at fair value | 10,698 | 8,732 | | 19,430 |
| Total Loans | $ 18,296 | $ 9,731 | $ 15,747 | $ 43,774 |

(1) In addition to loans, at September 30, 2012, $35.4 billion of unfunded lending commitments were accounted for as held for investment, $7.8 billion of unfunded lending commitments were accounted for as held for sale and $32.3 billion of unfunded lending commitments were accounted for at fair value.
(2) In addition to loans, at September 30, 2012, $0.2 billion of unfunded lending commitments were accounted for as held for investment and $1.4 billion of unfunded lending commitments were accounted for at fair value.
(3) In addition to loans, at September 30, 2012, $2.5 billion of unfunded lending commitments were accounted for as held for investment and $0.2 billion of unfunded lending commitments were accounted for as held for sale.

***Institutional Securities Corporate Lending-Credit Exposure.*** In connection with certain of its Institutional Securities business segment activities, the Company provides loans or lending commitments (including bridge financing) to selected corporate clients. Such loans and lending commitments can generally be classified as either relationship-driven or event-driven. These loans and lending commitments have varying terms, may be senior or subordinated, may be secured or unsecured, are generally contingent upon representations, warranties and contractual conditions applicable to the borrower, and may be syndicated, traded or hedged by the Company.

Relationship-driven loans and lending commitments refer to loans and lending commitments used for general corporate purposes, working capital and liquidity purposes. Commitments associated with relationship-driven activities may not be indicative of the Company s actual funding requirements, as the commitment may expire unused or the borrower may not fully utilize the commitment. The Company may hedge its exposures in connection with relationship-driven transactions. Additionally, the Company may mitigate credit risk by requiring borrowers to pledge collateral and include financial covenants in lending commitments. The Company s relationship-driven loans and lending commitments typically consist of revolving lines of credit, letter of credit facilities and certain term loans. These loans are carried either at fair value with changes in fair value recorded in earnings or amortized cost in the condensed consolidated statements of financial condition.

Event-driven loans and lending commitments refer to activities associated with a particular event or transaction, such as to support client merger, acquisition or recapitalization activities. Commitments associated with these event-driven activities may not be indicative of the Company s actual funding requirements since funding is contingent upon a proposed transaction being completed. In addition, the borrower may not fully utilize the commitment or the Company s portion of the commitment may be reduced through the syndication or sales process. The event-driven loans are typically syndicated or sold to third party institutional investors. The Company may have a custodial relationship with these institutional investors, such as prime brokerage clients.

153

Table of Contents

The borrower s ability to draw on the commitment is also subject to certain terms and conditions, among other factors. The Company risk manages its exposures in connection with event-driven transactions through various means, including syndication, distribution and/or hedging. The Company s event-driven loans and lending commitments typically consist of term loans and bridge loans. These loans are carried either at fair value, lower of cost or fair value, or amortized cost in the condensed consolidated statements of financial condition.

During 2011, the Company accounted for certain new relationship-driven and event-driven loans and lending commitments as held for investment. Effective April 1, 2012, the Company began accounting for all new relationship-driven and event-driven loans and lending commitments as either held for investment or held for sale.

The table below presents the Company s credit exposure from its corporate lending positions and lending commitments, which is measured in accordance with the Company s internal risk management standards at September 30, 2012. The total corporate lending exposure column includes both lending commitments and funded loans. Lending commitments represent legally binding obligations to provide funding to clients at September 30, 2012 for both relationship-driven and event-driven lending transactions. Since commitments associated with these business activities may expire unused, they do not necessarily reflect the actual future cash funding requirements.

**Corporate Lending Commitments and Funded Loans at September 30, 2012**

| | Years to Maturity | | | | Total Corporate Lending |
|---|---|---|---|---|---|
| **Credit Rating(1)** | **Less than 1** | **1-3** | **3-5** | **Over 5** | **Exposure(2)** |
| | (dollars in millions) | | | | |
| AAA | $ 598 | $ 107 | $ 111 | $ | $ 816 |
| AA | 3,458 | 1,691 | 4,405 | 114 | 9,668 |
| A | 3,265 | 4,838 | 11,331 | 198 | 19,632 |
| BBB | 2,867 | 11,851 | 19,298 | 1,279 | 35,295 |
| Investment grade | 10,188 | 18,487 | 35,145 | 1,591 | 65,411 |
| Non-investment grade | 3,139 | 4,341 | 16,410 | 3,074 | 26,964 |
| Total | $ 13,327 | $ 22,828 | $ 51,555 | $ 4,665 | $ 92,375 |

(1) Obligor credit ratings are determined by the Credit Risk Management Department.
(2) Total corporate lending exposure represents the Company s potential loss assuming the market price of funded loans and lending commitments was zero.

At September 30, 2012, the aggregate amount of investment grade loans was $8.5 billion and the aggregate amount of non-investment grade loans was $8.3 billion. The relationship-driven loans held for investment were all current at September 30, 2012. In connection with these corporate lending activities (which include corporate funded loans and lending commitments), the Company had hedges (which include single name, sector and index hedges) with a notional amount of $19.6 billion related to the total corporate lending exposure of $92.4 billion at September 30, 2012.

*Event-Driven Loans and Lending Commitments at September 30, 2012.*

Included in the total corporate lending exposure amounts in the table above at September 30, 2012 were event-driven exposure of $11.4 billion composed of funded loans of $2.3 billion and lending commitments of $9.1 billion. Included in the event-driven exposure at September 30, 2012 were $6.5 billion of loans and lending commitments to non-investment grade borrowers. The maturity profile of the event-driven loans and lending commitments at September 30, 2012 was as follows: 33% will mature in less than 1 year, 32% will mature within 1 to 3 years, 16% will mature within 3 to 5 years, and 19% will mature in over 5 years.

At September 30, 2012, $300 million of the Company s event-driven loans were on non-accrual basis; all other event-driven loans were current. These loans primarily are those the Company originated prior to the financial crisis in 2008 and was unable to sell or syndicate. For loans carried at fair value that are on non-accrual status, interest income is recognized on a cash basis.

***Institutional Securities Other Lending Activities***.

In addition to the primary corporate lending activity described above, the Institutional Securities business segment engages in other lending activity. These loans include corporate loans purchased in the secondary market, commercial and residential mortgage loans, asset-backed loans and financing extended to equities and commodities customers. At September 30, 2012, approximately 96% of Institutional Securities Other lending activities held for investment were current; less than 7% were on non-accrual status because the loans were past due for a period of 90 days or more or payment of principal or interest was in doubt.

***Global Wealth Management Group Activities***.

The principal Global Wealth Management Group activities that result in credit risk to the Company include non-purpose lending, structured credit facilities and residential mortgage lending. Non-purpose securities-based lending allows clients to borrow money against the value of qualifying securities for any suitable purpose other than purchasing, trading, or carrying margin stock or refinancing margin debt. The Company establishes approved lines and advance rates against qualifying securities and monitors limits daily and, pursuant to such guidelines, requires customers to deposit additional collateral, or reduce debt positions, when necessary.

The Global Wealth Management Group business segment also provides structured credit facilities to high net worth individuals and their small and medium-sized domestic businesses, with a suite of products that includes working capital lines of credit, revolving lines of credit, standby letters of credit, and term loans. Decisions to extend credit are based on an analysis of the borrower, the guarantor, the collateral, cash flow, liquidity, leverage and credit history.

With respect to first mortgages and second mortgages, including home equity line of credit ( HELOC ) loans, a loan evaluation process is adopted within a framework of credit underwriting policies and collateral valuation. The Company s underwriting policy is designed to ensure that all borrowers pass an assessment of capacity and willingness to pay, which includes an analysis of applicable industry standard credit scoring models (*e.g.,* FICO scores), debt ratios and reserves of the borrower. Loan-to-collateral value ratios are determined based on independent third-party property appraisal/valuations, and security lien position is established through title/ownership reports. Eligible conforming loans are currently held for sale, while most non-conforming and HELOC loans are held for investment in the Company s portfolio.

At September 30, 2012, approximately 99% of Global Wealth Management Group s loans held for investment portfolio were current.

***Credit Exposure Derivatives.*** For credit exposure information on the Company s OTC derivative products, see Note 11 to the condensed consolidated financial statements.

*Credit Derivatives.*

A credit derivative is a contract between a seller (guarantor) and buyer (beneficiary) of protection against the risk of a credit event occurring on a set of debt obligations issued by a specified reference entity. The beneficiary pays a periodic premium (typically quarterly) over the life of the contract and is protected for the period. If a credit event occurs, the guarantor is required to make payment to the beneficiary based on the terms of the credit derivative contract. Credit events, as defined in the contract, may include one or more of the following defined events: bankruptcy, dissolution or insolvency of the referenced entity, failure to pay, obligation acceleration, repudiation, payment moratorium and restructurings.

Table of Contents

The Company trades in a variety of credit derivatives and may either purchase or write protection on a single name or portfolio of referenced entities. In transactions referencing a portfolio of referenced names or securities, protection may be limited to a tranche of exposure or a single name within the portfolio. The Company is an active market maker in the credit derivatives markets. As a market maker, the Company works to earn a bid-offer spread on client flow business and manage any residual credit or correlation risk on a portfolio basis. Further, the Company uses credit derivatives to manage its exposure to residential and commercial mortgage loans and corporate lending exposures during the periods presented. The effectiveness of the Company s credit default swaps ( CDS ) protection as a hedge of the Company s exposures may vary depending upon a number of factors, including the contractual terms of the CDS.

The Company actively monitors its counterparty credit risk related to credit derivatives. A majority of the Company s counterparties are banks, broker-dealers, insurance and other financial institutions. Contracts with these counterparties do not include ratings-based termination events but do include provisions related to counterparty rating downgrades, which may result in additional collateral being required by the Company. As with all derivative contracts, the Company considers counterparty credit risk in the valuation of its positions and recognizes credit valuation adjustments as appropriate within Principal transactions Trading.

The following table summarizes the key characteristics of the Company s credit derivative portfolio by counterparty at September 30, 2012. The fair values shown are before the application of any counterparty or cash collateral netting.

| | At September 30, 2012 | | | | |
|---|---|---|---|---|---|
| | Fair Values(1) | | | Notionals | |
| | Receivable | Payable | Net | Beneficiary | Guarantor |
| | (dollars in millions) | | | | |
| Banks and securities firms | $ 71,560 | $ 67,087 | $ 4,473 | $ 1,771,779 | $ 1,745,618 |
| Insurance and other financial institutions | 8,389 | 7,984 | 405 | 292,518 | 328,707 |
| Non-financial entities | 284 | 226 | 58 | 7,532 | 7,809 |
| Total | $ 80,233 | $ 75,297 | $ 4,936 | $ 2,071,829 | $ 2,082,134 |

(1) The Company s CDS are classified in both Level 2 and Level 3 of the fair value hierarchy. Approximately 8% of receivable fair values and 5% of payable fair values represent Level 3 amounts (see Note 4 to the condensed consolidated financial statements).

See Note 11 to the condensed consolidated financial statements for further information on credit derivatives.

***Country Risk Exposure.*** Country risk exposure is the risk that events within a country, such as currency crises, regulatory changes and other political events, will adversely affect the ability of the sovereign government and/or obligors within the country to honor their obligations to the Company. Country risk exposure is measured in accordance with the Company s internal risk management standards and includes obligations from sovereign governments, corporations, clearinghouses and financial institutions. The Company actively manages country risk exposure through a comprehensive risk management framework that combines credit and market fundamentals as well as scenario analysis, and allows the Company to effectively identify, monitor and limit country risk. Country risk exposure before and after hedges are monitored and managed, with stress testing and scenario analysis conducted on a continuous basis, to identify exposure concentrations, wrong way risk and the impact of idiosyncratic events. In addition, indirect exposures are identified through the Company s counterparty credit analysis as having a vulnerability or exposure to another country or jurisdiction. Examples of such counterparties include: mutual funds that invest in a single country, offshore companies whose assets reside in another country to that of the offshore jurisdiction and finance company subsidiaries of corporations.
The outcome of such identification can result in a reclassification of country risk, amendment of counterparty limits or exposure mitigation. The Company reduces its country risk exposure through the effect of risk mitigants, such as netting agreements with counterparties that permit the Company to offset receivables and

Table of Contents

payables with such counterparties, obtaining collateral from counterparties, and by hedging. For a further discussion of the Company s country risk exposure, see Quantitative and Qualitative Disclosures about Market Risk Risk Management Credit Risk Country Risk Exposure in Part II, Item 7A of the Form 10-K.

The Company s sovereign exposures consist of financial instruments entered into with sovereign and local governments. Its non-sovereign exposures comprise exposures to corporations and financial institutions. The following table shows the Company s significant non-U.S. country risk exposure, except for select European countries (see Country Risk Exposure Select European Countries herein), at September 30, 2012.

| Country | Net Inventory(1) | Net Counterparty Exposure(2)(3) | Funded Lending | Unfunded Commitments | Exposure Before Hedges | Hedges(4) | Net Exposure(5) |
|---|---|---|---|---|---|---|---|
| | | | (dollars in millions) | | | | |
| United Kingdom: | | | | | | | |
| Sovereigns | $ 1,221 | $ 75 | $ | $ | $ 1,296 | $ (302) | $ 994 |
| Non-sovereigns | (155) | 12,924 | 3,299 | 4,970 | 21,038 | (3,417) | 17,621 |
| Sub-total | $ 1,066 | $ 12,999 | $ 3,299 | $ 4,970 | $ 22,334 | $ (3,719) | $ 18,615 |
| Germany: | | | | | | | |
| Sovereigns | $ 8,477 | $ 779 | $ | $ | $ 9,256 | $ (1,336) | $ 7,920 |
| Non-sovereigns | (400) | 2,756 | 502 | 3,798 | 6,656 | (2,566) | 4,090 |
| Sub-total | $ 8,077 | $ 3,535 | $ 502 | $ 3,798 | $ 15,912 | $ (3,902) | $ 12,010 |
| Brazil: | | | | | | | |
| Sovereigns | $ 3,840 | $ | $ | $ | $ 3,840 | $ | $ 3,840 |
| Non-sovereigns | 98 | 274 | 709 | 215 | 1,296 | (70) | 1,226 |
| Sub-total | $ 3,938 | $ 274 | $ 709 | $ 215 | $ 5,136 | $ (70) | $ 5,066 |
| Japan: | | | | | | | |
| Sovereigns | $ 1,971 | $ 199 | $ | $ | $ 2,170 | $ (114) | $ 2,056 |
| Non-sovereigns | (758) | 1,973 | 47 | | 1,262 | (183) | 1,079 |
| Sub-total | $ 1,213 | $ 2,172 | $ 47 | $ | $ 3,432 | $ (297) | $ 3,135 |
| Australia: | | | | | | | |
| Sovereigns | $ 615 | $ 8 | $ | $ | $ 623 | $ (20) | $ 603 |
| Non-sovereigns | 628 | 570 | 504 | 1,084 | 2,786 | (479) | 2,307 |
| Sub-total | $ 1,243 | $ 578 | $ 504 | $ 1,084 | $ 3,409 | $ (499) | $ 2,910 |

(1) Net inventory representing exposure to both long and short single name and index positions (*i.e.*, bonds and equities at fair value and CDS based on notional amount assuming zero recovery adjusted for any fair value receivable or payable). For a further description of the triggers for purchased credit protection and whether those triggers may limit the effectiveness of the Company s hedges, see Credit Exposure Derivatives herein.

(2) Net counterparty exposure (*i.e.*, repurchase transactions, securities lending and OTC derivatives) taking into consideration legally enforceable master netting agreements and collateral.

(3) At September 30, 2012, the benefit of collateral received against counterparty credit exposure was $16.3 billion in the U.K. with all the collateral consisting of cash and U.K. government obligations, and $16.6 billion in Germany with 98% of collateral consisting of Cash and government obligations of France, Belgium and Netherlands. The Benefit of collateral received against counterparty credit exposure in the other three countries totaled approximately $5.0 billion, with collateral primarily consisting of cash, U.S. and Japan government obligations. These amounts do not include collateral received on secured financing transactions.

(4) Represents CDS hedges on net counterparty exposure and funded lending. Based on the CDS notional amount assuming zero recovery adjusted for any fair value receivable or payable.
(5) In addition, at September 30, 2012, the Company had exposure to these countries for overnight deposits with banks of approximately $8.5 billion.

Table of Contents

*Country Risk Exposure Select European Countries.* In connection with certain of its Institutional Securities business segment activities, the Company has country risk exposure to many foreign countries. During the quarter and nine months ended September 30, 2012, certain European countries, which include Greece, Ireland, Italy, Portugal and Spain (the European Peripherals ) and France, experienced varying degrees of credit deterioration due to weaknesses in their economic and fiscal situations. The following table shows the Company s country risk exposure to European Peripherals and France at September 30, 2012. Such country risk exposure is measured in accordance with the Company s internal risk management standards and includes obligations from sovereign and non-sovereigns, which includes governments, corporations, clearinghouses and financial institutions.

| Country | Net Inventory(1) | Net Counterparty Exposure(2)(3) | Funded Lending | Unfunded Commitments | CDS Adjustment(4) | Exposure Before Hedges | Hedges(5) | Net Exposure |
|---|---|---|---|---|---|---|---|---|
| | | | | (dollars in millions) | | | | |
| Greece: | | | | | | | | |
| Sovereigns | $ 11 | $ 6 | $ | $ | $ | $ 17 | $ | $ 17 |
| Non-sovereigns | 76 | 4 | 34 | | | 114 | (41) | 73 |
| Sub-total | $ 87 | $ 10 | $ 34 | $ | $ | $ 131 | $ (41) | $ 90 |
| Ireland: | | | | | | | | |
| Sovereigns | $ 24 | $ 4 | $ | $ | $ 5 | $ 33 | $ 7 | $ 40 |
| Non-sovereigns | 74 | 75 | 72 | | 17 | 238 | (20) | 218 |
| Sub-total | $ 98 | $ 79 | $ 72 | $ | $ 22 | $ 271 | $ (13) | $ 258 |
| Italy: | | | | | | | | |
| Sovereigns | $ 809 | $ 195 | $ | $ | $ 383 | $ 1,387 | $ (207) | $ 1,180 |
| Non-sovereigns | 213 | 541 | 570 | 705 | 210 | 2,239 | (518) | 1,721 |
| Sub-total | $ 1,022 | $ 736 | $ 570 | $ 705 | $ 593 | $ 3,626 | $ (725) | $ 2,901 |
| Spain: | | | | | | | | |
| Sovereigns | $ (23) | $ 8 | $ | $ | $ 467 | $ 452 | $ (7) | $ 445 |
| Non-sovereigns | 246 | 311 | 84 | 820 | 189 | 1,650 | (336) | 1,314 |
| Sub-total | $ 223 | $ 319 | $ 84 | $ 820 | $ 656 | $ 2,102 | $ (343) | $ 1,759 |
| Portugal: | | | | | | | | |
| Sovereigns | $ (147) | $ 29 | $ | $ | $ 30 | $ (88) | $ (86) | $ (174) |
| Non-sovereigns | (41) | 17 | 96 | | 58 | 130 | (77) | 53 |
| Sub-total | $ (188) | $ 46 | $ 96 | $ | $ 88 | $ 42 | $ (163) | $ (121) |
| Sovereigns | $ 674 | $ 242 | $ | $ | $ 885 | $ 1,801 | $ (293) | $ 1,508 |
| Non-sovereigns | 568 | 948 | 856 | 1,525 | 474 | 4,371 | (992) | 3,379 |
| Total European Peripherals(6) | $ 1,242 | $ 1,190 | $ 856 | $ 1,525 | $ 1,359 | $ 6,172 | $ (1,285) | $ 4,887 |
| France(6): | | | | | | | | |
| Sovereigns | $ (1,998) | $ 17 | $ | $ | $ 17 | $ (1,964) | $ (249) | $ (2,213) |
| Non-sovereigns | (421) | 2,096 | 253 | 1,872 | 351 | 4,151 | (891) | 3,260 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Sub-total(6) | $ (2,419) | $ 2,113 | $ 253 | $ 1,872 | $ 368 | $ 2,187 | $ (1,140) | $ 1,047 |

(1) Net inventory representing exposure to both long and short single name and index positions (*i.e.*, bonds and equities at fair value and CDS based on notional amount assuming zero recovery adjusted for any fair value receivable or payable). For a further description of the triggers for purchased credit protection and whether those triggers may limit the effectiveness of the Company s hedges, see Credit Exposure Derivatives herein.

(2) Net counterparty exposure (*i.e.*, repurchase transactions, securities lending and OTC derivatives) taking into consideration legally enforceable master netting agreements and collateral.

Table of Contents

(3) At September 30, 2012, the benefit of collateral received against counterparty credit exposure was $4.7 billion in the European Peripherals with 98% of such collateral consisting of cash or German government obligations, and $7.5 billion in France with nearly all collateral consisting of cash and US government obligations. These amounts do not include collateral received on secured financing transactions.
(4) CDS adjustment represents credit protection purchased from European peripheral banks on European peripheral sovereign and financial institution risk, or French banks on French sovereign and financial institution risk. Based on the CDS notional amount assuming zero recovery adjusted for any fair value receivable or payable.
(5) Represents CDS hedges on net counterparty exposure and funded lending. Based on the CDS notional amount assuming zero recovery adjusted for any fair value receivable or payable.
(6) In addition, at September 30, 2012, the Company had European Peripherals and French exposure for overnight deposits with banks of approximately $149 million and $27 million, respectively.

***Industry Exposure Corporate Lending and OTC Derivative Products.*** The Company also monitors its credit exposure to individual industries for credit exposure arising from corporate loans and lending commitments as discussed above and current exposure arising from the Company s OTC derivative contracts.

The following tables show the Company s credit exposure from its primary corporate loans and lending commitments and OTC derivative products by industry at September 30, 2012:

| Industry | Corporate Lending Exposure (dollars in millions) |
|---|---|
| Utilities | $ 11,024 |
| Energy | 10,267 |
| Funds, exchanges and other financial services(1) | 7,781 |
| Capital goods | 6,560 |
| Pharmaceuticals | 5,602 |
| Chemicals, metals, mining and other materials | 5,283 |
| Media-related entities | 4,541 |
| Telecommunications services | 4,529 |
| Technology software and services | 4,233 |
| Food, beverage and tobacco | 4,082 |
| Other | 28,473 |
| Total | $ 92,375 |

| Industry | OTC Derivative Products(2) (dollars in millions) |
|---|---|
| Banks | $ 4,077 |
| Special purpose vehicles | 4,056 |
| Utilities | 3,750 |
| Funds, exchanges and other financial services(1) | 3,173 |
| Regional governments | 1,722 |
| Sovereign governments | 1,065 |
| Other | 4,688 |
| Total | $ 22,531 |

(1) Includes mutual funds, pension funds, private equity and real estate funds, exchanges and clearinghouses and diversified financial services.
(2) For further information on derivative instruments and hedging activities, see Note 11 to the condensed consolidated financial statements.

159

Table of Contents

## Item 4. Controls and Procedures.

Under the supervision and with the participation of the Company s management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the Company s disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act )). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

No change in the Company s internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) occurred during the period covered by this report that materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

Table of Contents

**FINANCIAL DATA SUPPLEMENT (Unaudited)**

**Average Balances and Interest Rates and Net Interest Income**

| | Three Months Ended September 30, 2012 | | |
|---|---|---|---|
| | Average Weekly Balance | Interest (dollars in millions) | Annualized Average Rate |
| **Assets** | | | |
| **Interest earning assets:** | | | |
| Financial instruments owned(1): | | | |
| U.S. | $ 131,417 | $ 544 | 1.7% |
| Non-U.S. | 75,449 | 104 | 0.6 |
| Securities available for sale: | | | |
| U.S. | 37,200 | 80 | 0.9 |
| Loans: | | | |
| U.S. | 22,523 | 150 | 2.7 |
| Non-U.S. | 409 | 11 | 10.9 |
| Interest bearing deposits with banks: | | | |
| U.S. | 24,580 | 30 | 0.5 |
| Non-U.S. | 9,712 | 14 | 0.6 |
| Federal funds sold and securities purchased under agreements to resell and Securities borrowed: | | | |
| U.S. | 170,363 | (32) | (0.1) |
| Non-U.S. | 104,363 | 96 | 0.4 |
| Other: | | | |
| U.S. | 56,346 | 17 | 0.1 |
| Non-U.S. | 15,794 | 365 | 9.4 |
| **Total** | $ 648,156 | $ 1,379 | 0.9% |
| Non-interest earning assets | 118,116 | | |
| **Total assets** | $ 766,272 | | |
| **Liabilities and Equity** | | | |
| **Interest bearing liabilities:** | | | |
| Deposits: | | | |
| U.S. | $ 69,568 | $ 46 | 0.3% |
| Non-U.S. | 201 | | |
| Commercial paper and other short-term borrowings: | | | |
| U.S. | 628 | 1 | 0.6 |
| Non-U.S. | 997 | 10 | 4.1 |
| Long-term debt: | | | |
| U.S. | 158,623 | 1,233 | 3.2 |
| Non-U.S. | 7,687 | 23 | 1.2 |
| Financial instruments sold, not yet purchased(1): | | | |
| U.S. | 41,735 | | |
| Non-U.S. | 49,516 | | |
| Securities sold under agreements to repurchase and Securities loaned: | | | |
| U.S. | 98,793 | 203 | 0.8 |
| Non-U.S. | 57,513 | 250 | 1.8 |
| Other: | | | |

| | | | |
|---|---|---|---|
| U.S. | 82,516 | (448) | (2.2) |
| Non-U.S. | 33,898 | 218 | 2.6 |
| **Total** | $ 601,675 | $ 1,536 | 1.0 |
| Non-interest bearing liabilities and equity | 164,597 | | |
| **Total liabilities and equity** | $ 766,272 | | |
| Net interest income and net interest rate spread | | $ (157) | (0.1)% |

(1) Interest expense on Financial instruments sold, not yet purchased is reported as a reduction of Interest income on Financial instruments owned.

Table of Contents

**FINANCIAL DATA SUPPLEMENT (Unaudited) Continued**

**Average Balances and Interest Rates and Net Interest Income**

| | Three Months Ended September 30, 2011 | | |
|---|---|---|---|
| | Average Weekly Balance | Interest | Annualized Average Rate |
| | | (dollars in millions) | |
| **Assets** | | | |
| **Interest earning assets:** | | | |
| Financial instruments owned(1): | | | |
| U.S. | $ 125,093 | $ 681 | 2.2% |
| Non-U.S. | 110,778 | 219 | 0.8 |
| Securities available for sale: | | | |
| U.S. | 25,577 | 73 | 1.2 |
| Loans: | | | |
| U.S. | 12,815 | 96 | 3.0 |
| Non-U.S. | 439 | 14 | 12.9 |
| Interest bearing deposits with banks: | | | |
| U.S. | 41,997 | 10 | 0.1 |
| Non-U.S. | 13,699 | 37 | 1.1 |
| Federal funds sold and securities purchased under agreements to resell and Securities borrowed: | | | |
| U.S. | 206,250 | (38) | (0.1) |
| Non-U.S. | 107,692 | 150 | 0.6 |
| Other: | | | |
| U.S. | 46,325 | 294 | 2.6 |
| Non-U.S. | 14,051 | 217 | 6.3 |
| **Total** | $ 704,716 | $ 1,753 | 1.0% |
| Non-interest earning assets | 144,344 | | |
| **Total assets** | $ 849,060 | | |
| **Liabilities and Equity** | | | |
| **Interest bearing liabilities:** | | | |
| Deposits: | | | |
| U.S. | $ 66,097 | $ 59 | 0.4% |
| Non-U.S. | 79 | | |
| Commercial paper and other short-term borrowings: | | | |
| U.S. | 1,055 | 1 | 0.4 |
| Non-U.S. | 2,066 | 8 | 1.6 |
| Long-term debt: | | | |
| U.S. | 187,103 | 1,248 | 2.7 |
| Non-U.S. | 7,064 | 6 | 0.3 |
| Financial instruments sold, not yet purchased(1): | | | |
| U.S. | 31,904 | | |
| Non-U.S. | 56,537 | | |
| Securities sold under agreements to repurchase and Securities loaned: | | | |
| U.S. | 100,854 | 165 | 0.7 |
| Non-U.S. | 69,541 | 220 | 1.3 |

| | | | |
|---|---|---|---|
| Other: | | | |
| U.S. | 99,813 | (324) | (1.3) |
| Non-U.S. | 41,569 | 225 | 2.2 |
| **Total** | $ 663,682 | $ 1,608 | 1.0 |
| Non-interest bearing liabilities and equity | 185,378 | | |
| **Total liabilities and equity** | $ 849,060 | | |
| Net interest income and net interest rate spread | | $ 145 | % |

(1) Interest expense on Financial instruments sold, not yet purchased is reported as a reduction of Interest income on Financial instruments owned.

Table of Contents

**FINANCIAL DATA SUPPLEMENT (Unaudited) Continued**

**Average Balances and Interest Rates and Net Interest Income**

| | Nine Months Ended September 30, 2012 | | |
|---|---|---|---|
| | Average Weekly Balance | Interest (dollars in millions) | Annualized Average Rate |
| **Assets** | | | |
| **Interest earning assets:** | | | |
| Financial instruments owned(1): | | | |
| U.S. | $ 132,073 | $ 1,710 | 1.7% |
| Non-U.S. | 80,812 | 391 | 0.6 |
| Securities available for sale: | | | |
| U.S. | 33,597 | 242 | 1.0 |
| Loans: | | | |
| U.S. | 18,946 | 392 | 2.8 |
| Non-U.S. | 296 | 26 | 11.7 |
| Interest bearing deposits with banks: | | | |
| U.S. | 26,635 | 43 | 0.2 |
| Non-U.S. | 11,404 | 52 | 0.6 |
| Federal funds sold and securities purchased under agreements to resell and Securities borrowed: | | | |
| U.S. | 176,065 | (127) | (0.1) |
| Non-U.S. | 107,460 | 350 | 0.4 |
| Other: | | | |
| U.S. | 52,197 | 398 | 1.0 |
| Non-U.S. | 15,848 | 767 | 6.5 |
| **Total** | $ 655,333 | $ 4,244 | 0.9% |
| Non-interest earning assets | 123,439 | | |
| **Total assets** | $ 778,772 | | |
| **Liabilities and Equity** | | | |
| **Interest bearing liabilities:** | | | |
| Deposits: | | | |
| U.S. | $ 67,149 | $ 136 | 0.3% |
| Non-U.S. | 181 | | |
| Commercial paper and other short-term borrowings: | | | |
| U.S. | 514 | 4 | 1.0 |
| Non-U.S. | 1,638 | 31 | 2.5 |
| Long-term debt: | | | |
| U.S. | 165,487 | 3,539 | 2.9 |
| Non-U.S. | 7,169 | 58 | 1.1 |
| Financial instruments sold, not yet purchased(1): | | | |
| U.S. | 37,580 | | |
| Non-U.S. | 52,839 | | |
| Securities sold under agreements to repurchase and Securities loaned: | | | |
| U.S. | 97,719 | 617 | 0.8 |
| Non-U.S. | 58,850 | 828 | 1.9 |

| | | | |
|---|---|---|---|
| Other: | | | |
| U.S. | 82,110 | (1,282) | (2.1) |
| Non-U.S. | 34,397 | 690 | 2.7 |
| **Total** | $ 605,633 | $ 4,621 | 1.0 |
| Non-interest bearing liabilities and equity | 173,139 | | |
| **Total liabilities and equity** | $ 778,772 | | |
| Net interest income and net interest rate spread | | $ (377) | (0.1)% |

(1) Interest expense on Financial instruments sold, not yet purchased is reported as a reduction of Interest income on Financial instruments owned.

Table of Contents

**FINANCIAL DATA SUPPLEMENT (Unaudited) Continued**

**Average Balances and Interest Rates and Net Interest Income**

| | Nine Months Ended September 30, 2011 | | |
|---|---|---|---|
| | Average Weekly Balance | Interest (dollars in millions) | Annualized Average Rate |
| **Assets** | | | |
| **Interest earning assets:** | | | |
| Financial instruments owned(1): | | | |
| U.S. | $ 124,850 | $ 2,003 | 2.1% |
| Non-U.S. | 120,062 | 741 | 0.8 |
| Securities available for sale: | | | |
| U.S. | 26,533 | 264 | 1.3 |
| Loans: | | | |
| U.S. | 11,714 | 230 | 2.6 |
| Non-U.S. | 418 | 25 | 8.0 |
| Interest bearing deposits with banks: | | | |
| U.S. | 44,744 | 34 | 0.1 |
| Non-U.S. | 14,445 | 91 | 0.8 |
| Federal funds sold and securities purchased under agreements to resell and Securities borrowed: | | | |
| U.S. | 204,036 | (40) | |
| Non-U.S. | 106,454 | 759 | 1.0 |
| Other: | | | |
| U.S. | 44,231 | 1,008 | 3.0 |
| Non-U.S. | 16,369 | 458 | 3.7 |
| **Total** | $ 713,856 | $ 5,573 | 1.0% |
| Non-interest earning assets | 139,353 | | |
| **Total assets** | $ 853,209 | | |
| **Liabilities and Equity** | | | |
| **Interest bearing liabilities:** | | | |
| Deposits: | | | |
| U.S. | $ 64,490 | $ 185 | 0.4% |
| Non-U.S. | 18 | | |
| Commercial paper and other short-term borrowings: | | | |
| U.S. | 903 | 6 | 0.9 |
| Non-U.S. | 2,336 | 22 | 1.3 |
| Long-term debt: | | | |
| U.S. | 186,898 | 3,837 | 2.7 |
| Non-U.S. | 7,017 | 22 | 0.4 |
| Financial instruments sold, not yet purchased(1): | | | |
| U.S. | 30,862 | | |
| Non-U.S. | 63,599 | | |
| Securities sold under agreements to repurchase and Securities loaned: | | | |
| U.S. | 111,199 | 541 | 0.7 |
| Non-U.S. | 76,860 | 997 | 1.7 |

| | | | |
|---|---|---|---|
| Other: | | | |
| U.S. | 91,934 | (690) | (1.0) |
| Non-U.S. | 38,037 | 570 | 2.0 |
| **Total** | $ 674,153 | $ 5,490 | 1.1 |
| Non-interest bearing liabilities and equity | 179,056 | | |
| **Total liabilities and equity** | $ 853,209 | | |
| Net interest income and net interest rate spread | | $ 83 | (0.1)% |

(1) Interest expense on Financial instruments sold, not yet purchased is reported as a reduction of Interest income on Financial instruments owned.

Table of Contents

**FINANCIAL DATA SUPPLEMENT (Unaudited) Continued**

**Rate/Volume Analysis**

The following tables set forth an analysis of the effect on net interest income of volume and rate changes:

| | Three Months Ended September 30, 2012 versus Three Months Ended September 30, 2011 | | |
|---|---|---|---|
| | Increase (decrease) due to change in: | | |
| | Volume | Rate | Net Change |
| | | (dollars in millions) | |
| **Interest earning assets** | | | |
| Financial instruments owned: | | | |
| U.S. | $ 34 | $ (171) | $ (137) |
| Non-U.S. | (70) | (45) | (115) |
| Securities available for sale: | | | |
| U.S. | 33 | (26) | 7 |
| Loans: | | | |
| U.S. | 73 | (19) | 54 |
| Non-U.S. | (1) | (2) | (3) |
| Interest bearing deposits with banks: | | | |
| U.S. | (4) | 24 | 20 |
| Non-U.S. | (11) | (12) | (23) |
| Federal funds sold and securities purchased under agreements to resell and Securities borrowed: | | | |
| U.S. | 7 | (1) | 6 |
| Non-U.S. | (5) | (49) | (54) |
| Other: | | | |
| U.S. | 64 | (341) | (277) |
| Non-U.S. | 27 | 121 | 148 |
| **Change in interest income** | $ 147 | $ (521) | $ (374) |
| **Interest bearing liabilities** | | | |
| Deposits: | | | |
| U.S. | $ 3 | $ (16) | $ (13) |
| Commercial paper and other short-term borrowings: | | | |
| U.S. | | | |
| Non-U.S. | (4) | 6 | 2 |
| Long-term debt: | | | |
| U.S. | (190) | 175 | (15) |
| Non-U.S. | 1 | 16 | 17 |
| Securities sold under agreements to repurchase and Securities loaned: | | | |
| U.S. | (3) | 41 | 38 |
| Non-U.S. | (38) | 68 | 30 |
| Other: | | | |
| U.S. | 55 | (179) | (124) |
| Non-U.S. | (42) | 35 | (7) |
| **Change in interest expense** | $ (218) | $ 146 | $ (72) |
| **Change in net interest income** | $ 365 | $ (667) | $ (302) |

165

Table of Contents

**FINANCIAL DATA SUPPLEMENT (Unaudited) Continued**

| | Nine Months Ended September 30, 2012 versus Nine Months Ended September 30, 2011 | | |
|---|---|---|---|
| | Increase (decrease) due to change in: | | |
| | Volume | Rate | Net Change |
| | (dollars in millions) | | |
| **Interest earning assets** | | | |
| Financial instruments owned: | | | |
| U.S. | $ 116 | $ (409) | $ (293) |
| Non-U.S. | (242) | (108) | (350) |
| Securities available for sale: | | | |
| U.S. | 70 | (92) | (22) |
| Loans: | | | |
| U.S. | 142 | 20 | 162 |
| Non-U.S. | (7) | 8 | 1 |
| Interest bearing deposits with banks: | | | |
| U.S. | (14) | 23 | 9 |
| Non-U.S. | (19) | (20) | (39) |
| Federal funds sold and securities purchased under agreements to resell and Securities borrowed: | | | |
| U.S. | 5 | (92) | (87) |
| Non-U.S. | 7 | (416) | (409) |
| Other: | | | |
| U.S. | 182 | (792) | (610) |
| Non-U.S. | (15) | 324 | 309 |
| **Change in interest income** | $ 225 | $ (1,554) | $ (1,329) |
| **Interest bearing liabilities** | | | |
| Deposits: | | | |
| U.S. | $ 8 | $ (57) | $ (49) |
| Commercial paper and other short-term borrowings: | | | |
| U.S. | (3) | 1 | (2) |
| Non-U.S. | (7) | 16 | 9 |
| Long-term debt: | | | |
| U.S. | (440) | 142 | (298) |
| Non-U.S. | | 36 | 36 |
| Securities sold under agreements to repurchase and Securities loaned: | | | |
| U.S. | (66) | 142 | 76 |
| Non-U.S. | (234) | 65 | (169) |
| Other: | | | |
| U.S. | 75 | (667) | (592) |
| Non-U.S. | (54) | 174 | 120 |
| **Change in interest expense** | $ (721) | $ (148) | $ (869) |
| **Change in net interest income** | $ 946 | $ (1,406) | $ (460) |

Table of Contents

## Part II Other Information.

### Item 1. Legal Proceedings.

In addition to the matters described in the Company s Annual Report on Form 10-K for the year ended December 31, 2011 (the Form 10-K ), the Company s Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2012 (the First Quarter Form 10-Q ) and June 30, 2012 (the Second Quarter Form 10-Q ) and those described below, in the normal course of business, the Company has been named, from time to time, as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with its activities as a global diversified financial services institution. Certain of the actual or threatened legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. In some cases, the entities that would otherwise be the primary defendants in such cases are bankrupt or in financial distress.

The Company is also involved, from time to time, in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding the Company s business, including, among other matters, accounting and operational matters, certain of which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief.

The Company contests liability and/or the amount of damages as appropriate in each pending matter. Where available information indicates that it is probable a liability had been incurred at the date of the condensed consolidated financial statements and the Company can reasonably estimate the amount of that loss, the Company accrues the estimated loss by a charge to income.

In many proceedings, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount of any loss. The Company cannot predict with certainty if, how or when such proceedings will be resolved or what the eventual settlement, fine, penalty or other relief, if any, may be, particularly for proceedings that are in their early stages of development or where plaintiffs seek substantial or indeterminate damages. Numerous issues may need to be resolved, including through potentially lengthy discovery and determination of important factual matters, determination of issues related to class certification and the calculation of damages, and by addressing novel or unsettled legal questions relevant to the proceedings in question, before a loss or additional loss or range of loss or additional loss can be reasonably estimated for any proceeding. Subject to the foregoing, the Company believes, based on current knowledge and after consultation with counsel, that the outcome of such proceedings will not have a material adverse effect on the consolidated financial condition of the Company, although the outcome of such proceedings could be material to the Company s operating results and cash flows for a particular period depending on, among other things, the level of the Company s revenues or income for such period.

Over the last several years, the level of litigation and investigatory activity focused on residential mortgage and credit crisis related matters has increased materially in the financial services industry. As a result, the Company expects that it may become the subject of increased claims for damages and other relief regarding residential mortgages and related securities in the future and, while the Company has identified below certain proceedings that the Company believes to be material, individually or collectively, there can be no assurance that additional material losses will not be incurred from residential mortgage claims that have not yet been notified to the Company or are not yet determined to be material.

Table of Contents

The following developments have occurred with respect to certain matters previously reported in the Form 10-K, the First Quarter Form 10-Q and the Second Quarter Form 10-Q or concern new actions that have been filed since the Second Quarter Form 10-Q:

**Residential Mortgage and Credit Crisis Related Matters.**

***Class Actions.***

On September 12, 2012, the Company filed its answer to the third amended complaint in *In re Morgan Stanley Pass-Through Certificates Litigation.* On September 20, 2012, the plaintiffs filed a motion seeking to expand the offerings at issue in the litigation, relying on recent precedent from the United States Court of Appeals for the Second Circuit ( Second Circuit ). Defendants have opposed the motion. If the motion is granted, plaintiffs will be purporting to represent investors who purchased approximately $7.82 billion in mortgage pass through certificates issued in 2006 by thirteen trusts.

On August 31, 2012, the Company and other defendants filed a petition seeking permission to appeal the August 17, 2012 class certification ruling in *In re IndyMac Mortgage-Backed Securities Litigation*. On October 12, 2012, the plaintiffs filed a motion seeking to expand the offerings at issue in the litigation, relying on recent precedent from the Second Circuit. Defendants have opposed the motion. If the motion is granted and the offerings are included in the class that is certified, the principal amount of the offerings underwritten by the Company at issue in the litigation will be approximately $1.68 billion.

On August 31, 2012, the court in *Luther, et al. v. Countrywide Financial Corporation*, *et al*., which was removed to the United States District Court for the Central District of California in June 2012, denied the plaintiffs motion to remand the matter.

***Other Litigation.***

On August 17, 2012, the court in *Abu Dhabi Commercial Bank, et al. v. Morgan Stanley & Co. Inc., et al.* granted the Company s motion for summary judgment with respect to the plaintiffs fraud claim, denied the Company s motion for summary judgment with respect to the plaintiffs aiding and abetting fraud claim, and ordered plaintiffs to show cause why the negligent misrepresentation claim should not be dismissed. The court dismissed all or part of the claims of three of the fifteen plaintiffs based on lack of standing or reliance and plaintiffs have moved for reconsideration of the dismissal. On September 17, 2012, plaintiffs filed expert reports with the court alleging that they are seeking $713 million in compensatory damages on behalf of all fifteen plaintiffs. On October 5, 2012, the court ruled that plaintiffs sufficiently showed cause as to why the negligent misrepresentation claim against the Company should not be dismissed.

On October 2, 2012, the Second Circuit affirmed the judgment of the district court in *Citibank, N.A. v. Morgan Stanley & Co. International, PLC*. On October 16, 2012, the Company filed a petition for panel rehearing with the Second Circuit, which was denied on October 25, 2012. The Company has satisfied the judgment.

On August 7, 2012, the court in *Central Mortgage Company v. Morgan Stanley Mortgage Capital Holdings LLC* partially dismissed the amended complaint.

On September 7, 2012, the Company moved for summary judgment in *King County, Washington, et al. v. IKB Deutsche Industriebank AG, et al.*

On October 2, 2012, the court in *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc. et al.* denied, in substantial part, defendants motion to dismiss plaintiff s amended complaints.

On July 24, 2012, the court in *The Charles Schwab Corp. v. BNP Paribas Securities Corp. et al*. overruled the Company s individual demurrer to plaintiff s second amended complaint.

On August 31, 2012, defendants filed demurrers on the merits of the complaint in *Federal Home Loan Bank of Chicago v. Bank of America Securities LLC et al*. On September 19, 2012, the court presiding in *Federal Home Loan Bank of Chicago v. Bank of America Funding Corporation et al*. denied defendants motion to dismiss.

On October 11, 2012, defendants filed motions to dismiss the amended complaint in *Federal Home Loan Bank of Boston v. Ally Financial, Inc. F/K/A GMAC LLC et al.*

On August 3, 2012, the court in *Western and Southern Life Insurance Company et al. v. Morgan Stanley Mortgage Capital Inc. et al*. denied defendants motion to dismiss the amended complaint.

On August 17, 2012, the Company filed a motion to dismiss the complaint in *Federal Housing Finance Agency, as Conservator v. General Electric Company et al*.

On September 7, 2012, the Company filed a motion to dismiss the amended complaint in *Sealink Funding Limited v. Morgan Stanley et al*.

On August 10, 2012, the Company filed a motion to dismiss the amended complaint in *Dexia SA/NV et al. v. Morgan Stanley et al.*

On July 27, 2012, the Company filed a motion to dismiss the amended complaint in *Bayerische Landesbank, New York Branch v. Morgan Stanley et al.*

On August 7, 2012, U.S. Bank National Association ( U.S. Bank ), in its capacity as Trustee, filed a complaint in *Morgan Stanley Mortgage Loan Trust 2006-4SL, et al. v. Morgan Stanley Mortgage Capital Inc.*, seeking, among other relief, rescission of the mortgage loan purchase agreement underlying the transaction, specific performance and unspecified damages and interest. On October 8, 2012, the Company filed a motion to dismiss the complaint.

On July 27, 2012, U.S. Bank, in its capacity as Trustee, filed a summons with notice on behalf of Morgan Stanley Mortgage Loan Trust 2006-10SL and Mortgage Pass-Through Certificates, Series 2006-10SL against the Company. The summons with notice is styled *Morgan Stanley Mortgage Loan Trust 2006-10SL, et al. v. Morgan Stanley Mortgage Capital Holdings LLC, as successor in interest to Morgan Stanley Mortgage Capital Inc.* and is pending in the Supreme Court of the State of New York ( Supreme Court of NY ), New York County. The notice asserts claims for breach of contract and alleges, among other things, that the loans in the trust, which had an original principal balance of approximately $300 million, breached various representations and warranties. The notice seeks, among other relief, an order requiring the Company to comply with the loan breach remedy procedures in the transaction documents, unspecified damages, and interest.

On August 8, 2012, U.S. Bank, in its capacity as Trustee, filed a complaint on behalf of Morgan Stanley Mortgage Loan Trust 2006-14SL, Mortgage Pass-Through Certificates, Series 2006-14SL, Morgan Stanley Mortgage Loan Trust 2007-4SL and Mortgage Pass-Through Certificates, Series 2007-4SL against the Company. The complaint is styled *Morgan Stanley Mortgage Loan Trust 2006-14SL, et al. v. Morgan Stanley Mortgage Capital Holdings LLC, as successor in interest to Morgan Stanley Mortgage Capital Inc*. and is pending in the Supreme Court of NY, New York County. The complaint asserts claims for breach of contract and alleges, among other things, that the loans in the trusts, which had original principal balances of approximately $354 million and $305 million respectively, breached various representations and warranties. The complaint seeks, among other relief, rescission of the mortgage loan purchase agreements underlying the transactions, specific performance and unspecified damages and interest. On October 9, 2012, the Company filed a motion to dismiss the complaint.

On September 28, 2012, U.S. Bank, in its capacity as Trustee, filed a complaint on behalf of Morgan Stanley Mortgage Loan Trust 2006-13ARX against the Company. The complaint is styled *Morgan Stanley Mortgage Loan Trust 2006-13ARX v. Morgan Stanley Mortgage Capital Holdings LLC, as successor in interest to Morgan*

*Stanley Mortgage Capital Inc.* and is pending in Supreme Court of NY, New York County. The complaint asserts claims for breach of contract and alleges, among other things, that the loans in the trust, which had an original principal balance of approximately $609 million, breached various representations and warranties. The complaint seeks, among other relief, declaratory judgment relief, specific performance and unspecified damages and interest.

On October 16, 2012, plaintiffs filed an amended complaint in *The Prudential Insurance Company of America et al. v. Morgan Stanley et al.* Among other things, the amended complaint increases the total amount of the certificates at issue by approximately $80 million, adds causes of action for fraudulent inducement, equitable fraud, aiding and abetting fraud, and violations of the New Jersey RICO statute, and includes a claim for treble damages.

On September 21, 2012, the Company filed a motion to dismiss the amended complaint in *Metropolitan Life Insurance Company et al. v. Morgan Stanley et al*.

On July 27, 2012, Royal Park Investments SA/NV filed a summons with notice against the Company, certain affiliates, and other defendants in the Supreme Court of NY, New York County, styled *Royal Park Investments SA/NV v. Merrill Lynch et al.* The notice alleges that defendants made material misrepresentations and omissions in the sale to plaintiff of certain mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly sponsored, underwritten and/or sold by the Company to plaintiff was approximately $706 million. The notice identifies causes of action against the Company for, among other things, common law fraud, fraudulent inducement, negligent misrepresentation, aiding and abetting fraud, and violations of Sections 11, 12, and 15 of the Securities Act of 1933. The notice identifies the relief sought to include, among other things, monetary and punitive damages.

On August 10, 2012, the Federal Deposit Insurance Corporation, as receiver for Colonial Bank, filed two complaints against the Company in the Circuit Court of Montgomery, Alabama. The first action is styled *Federal Deposit Insurance Corporation as Receiver for Colonial Bank v. Citigroup Mortgage Loan Trust Inc. et al.* and alleges that the Company made untrue statements and material omissions in connection with the sale to Colonial Bank of a mortgage pass through certificate backed by a securitization trust containing residential mortgage loans. The total amount of the certificate allegedly sponsored, underwritten and/or sold by the Company to Colonial Bank was approximately $65 million. On September 12, 2012, defendants removed the case to the United States District Court for the Middle District of Alabama, and on October 12, 2012, plaintiff moved to remand the case to state court. The second action is styled *Federal Deposit Insurance Corporation as Receiver for Colonial Bank v. Countrywide Securities Corporation et al.* and alleges that the Company made untrue statements and material omissions in connection with the sale to Colonial Bank of certain mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly sponsored, underwritten and/or sold by the Company to Colonial Bank was approximately $144 million. On September 10, 2012, defendants removed the case to the United States District Court for the Middle District of Alabama, and on September 21, 2012, the United States Judicial Panel on Multidistrict Litigation transferred the action to the United States District Court for the Central District of California. On October 11, 2012, plaintiff moved to remand the case back to state court. The complaints each raise claims under federal securities law and the Alabama Securities Act and each seeks, among other things, compensatory damages associated with Colonial Bank s purchase of such certificates.

On August 24, 2012, HSH Nordbank AG and certain affiliates filed a summons with notice against the Company, certain affiliates, and other defendants in the Supreme Court of NY, New York County, styled *HSH Nordbank AG et al. v. Morgan Stanley et al.* The notice alleges that defendants made material misrepresentations and omissions in the sale to plaintiffs of certain mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly sponsored, underwritten and/or sold by the Company to plaintiff was approximately $524 million. The notice identifies causes of action against the Company for, among other things, common law fraud, fraudulent inducement, aiding and abetting fraud, and negligent misrepresentation. The notice identifies the relief sought to include, among other things, monetary damages, punitive damages, and rescission.

Table of Contents

On August 29, 2012, Bank Hapoalim B.M. filed a summons with notice against the Company and certain affiliates in the Supreme Court of NY, New York County, styled *Bank Hapoalim B.M. v. Morgan Stanley et al.* The notice alleges that defendants made material misrepresentations and omissions in the sale to plaintiff of certain mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly sponsored, underwritten and/or sold by the Company to plaintiff was approximately $141 million. The notice identifies causes of action against the Company for, among other things, common law fraud, fraudulent inducement, aiding and abetting fraud, and negligent misrepresentation. The notice identifies the relief sought to include, among other things, monetary damages, punitive damages, and rescission.

On October 5, 2012, a complaint was filed against the Company and others in the Supreme Court of NY, New York County, styled *Phoenix Light SF Limited et al v. J.P. Morgan Securities LLC et al.* The complaint alleges that defendants made untrue statements and material omissions in the sale to plaintiffs, or their assignors, of certain mortgage pass through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly issued by the Company and/or sold to plaintiffs or their assignors by the Company was approximately $344 million. The complaint raises common law claims of fraud, fraudulent inducement, aiding and abetting fraud, negligent misrepresentation and rescission based on mutual mistake and seeks, among other things, compensatory damages, punitive damages or alternatively rescission or rescissionary damages associated with the purchase of such certificates.

***Other Matters.***

On September 19, 2012, the Company received two purported Notices of Non-Performance from the law firm of Gibbs & Bruns LLP purportedly on behalf of the holders of significant voting rights in various trusts securing over $28 billion of residential mortgage backed securities sponsored or underwritten by the Company. The Notice purports to identify certain covenants in Pooling and Servicing Agreements ( PSAs ) that the holders allege that the Servicer and Master Servicer failed to perform, and alleges that each of these failures has materially affected the rights of certificateholders and constitutes an ongoing event of default under the relevant PSAs.

**Commercial Mortgage Related Matter.**

On September 21, 2012, the Company and plaintiff in *The Bank of New York Mellon Trust, National Association v. Morgan Stanley Mortgage Capital, Inc.* filed motions for summary judgment.

Table of Contents

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The table below sets forth the information with respect to purchases made by or on behalf of the Company of its common stock during the quarterly period ended September 30, 2012.

**Issuer Purchases of Equity Securities**

(dollars in millions, except per share amounts)

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs(C) | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| **Month #1** | | | | |
| **(July 1, 2012 July 31, 2012)** | | | | |
| Share Repurchase Program(A) | | | | $ 1,560 |
| Employee Transactions(B) | 1,631,983 | $ 13.94 | | |
| **Month #2** | | | | |
| **(August 1, 2012 August 31, 2012)** | | | | |
| Share Repurchase Program(A) | | | | $ 1,560 |
| Employee Transactions(B) | 280,028 | $ 14.49 | | |
| **Month #3** | | | | |
| **(September 1, 2012 September 30, 2012)** | | | | |
| Share Repurchase Program(A) | | | | $ 1,560 |
| Employee Transactions(B) | 218,094 | $ 16.46 | | |
| **Total** | | | | |
| Share Repurchase Program(A) | | | | $ 1,560 |
| Employee Transactions(B) | 2,130,105 | $ 14.27 | | |

(A) On December 19, 2006, the Company announced that its Board of Directors authorized the repurchase of up to $6 billion of the Company s outstanding stock under a share repurchase program (the Share Repurchase Program ). The Share Repurchase Program is a program for capital management purposes that considers, among other things, business segment capital needs, as well as equity-based compensation and benefit plan requirements. The Share Repurchase Program has no set expiration or termination date. Share repurchases by the Company are subject to regulatory approval.

(B) Includes: (1) shares delivered or attested in satisfaction of the exercise price and/or tax withholding obligations by holders of employee and director stock options (granted under employee and director stock compensation plans) who exercised options; (2) shares withheld, delivered or attested (under the terms of grants under employee and director stock compensation plans) to offset tax withholding obligations that occur upon vesting and release of restricted shares; (3) shares withheld, delivered and attested (under the terms of grants under employee and director stock compensation plans) to offset tax withholding obligations that occur upon the delivery of outstanding shares underlying restricted stock units; and (4) shares withheld, delivered and attested (under the terms of grants under employee and director stock compensation plans) to offset the cash payment for fractional shares. The Company s employee and director stock compensation plans provide that the value of the shares withheld, delivered or attested shall be valued using the fair market value of the Company s common stock on the date the relevant transaction occurs, using a valuation methodology established by the Company.

(C) Share purchases under publicly announced programs are made pursuant to open-market purchases, Rule 10b5-1 plans or privately negotiated transactions (including with employee benefit plans) as market conditions warrant and at prices the Company deems appropriate.

## Item 6. Exhibits.

An exhibit index has been filed as part of this Report on Page E-1.

Table of Contents

**SIGNATURE**

**Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.**

MORGAN STANLEY

**(Registrant)**

By: /s/ Ruth Porat
**Ruth Porat**

**Executive Vice President and**

**Chief Financial Officer**

By: /s/ Paul C. Wirth
**Paul C. Wirth**

**Deputy Chief Financial Officer**

Date: November 6, 2012

Table of Contents

**EXHIBIT INDEX**

**MORGAN STANLEY**

**Quarter Ended September 30, 2012**

| Exhibit No. | Description |
|---|---|
| 12 | Statement Re: Computation of Ratio of Earnings to Fixed Charges and Computation of Earnings to Fixed Charges and Preferred Stock Dividends. |
| 15 | Letter of awareness from Deloitte & Touche LLP, dated November 6, 2012, concerning unaudited interim financial information. |
| 31.1 | Rule 13a-14(a) Certification of Chief Executive Officer. |
| 31.2 | Rule 13a-14(a) Certification of Chief Financial Officer. |
| 32.1 | Section 1350 Certification of Chief Executive Officer. |
| 32.2 | Section 1350 Certification of Chief Financial Officer. |
| 101 | Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Statements of Financial Condition September 30, 2012 and December 31, 2011, (ii) the Condensed Consolidated Statements of Income Three Months and Nine Months Ended September 30, 2012 and 2011, (iii) the Condensed Consolidated Statements of Comprehensive Income Three Months and Nine Months Ended September 30, 2012 and 2011, (iv) the Condensed Consolidated Statements of Cash Flows Nine Months Ended September 30, 2012 and 2011, (v) the Condensed Consolidated Statements of Changes in Total Equity Nine Months Ended September 30, 2012 and 2011, and (vi) Notes to Condensed Consolidated Financial Statements (unaudited). |