Morgan Stanley Institutional Liquidity Funds – Money Market Portfolio

MSILF Institutional Class

Symbol: **MPUXX** CUSIP: **61747C772**

July 31, 2008

Monthly Commentary

Overview

July data was mixed. Existing home sales were weak, with an overhang of housing supply impacting prices. Payroll numbers continued to shrink, with unemployment rates creeping up. The durable goods order number was notably higher than expected, however, and some measures of consumer confidence, while still low, improved in July. Most inflation numbers remained substantially higher than would satisfy the Fed, but the second quarter GDP number, released on July 31, was slightly lower than expected. The price component and the employment cost index were also modestly lower than anticipated. In an attempt to relieve expected year-end liquidity restraints, on July 30 the Fed announced the extension of the Primary Dealer Facility and Term Security Lending Facility into January 2009, and added an 89-day loan to the Term Auction Facility, which originally offered only a 28-day loan. The market largely expects a 25 basis point tightening in the Fed Funds rate by year-end.

Strategy

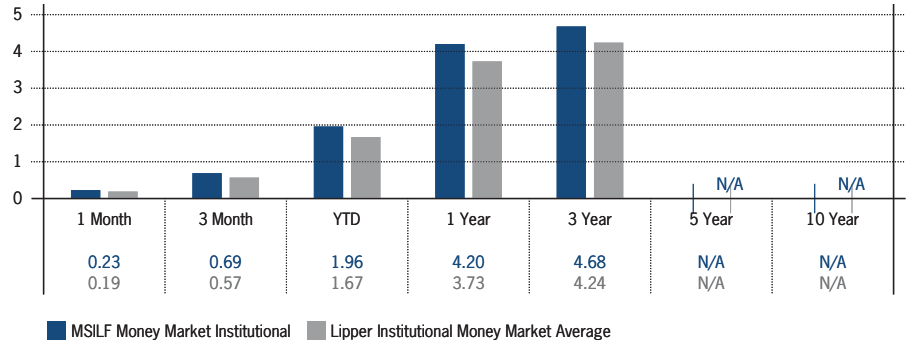
- We continued to maintain a relatively high cash balance in overnight maturities.
- Purchases included late September asset-backed CP, securities maturing at quarter end that we believe offer technical opportunities to capitalize on attractive loans, and high-quality bank and finance paper in the 4- and 5-month range with the objective of adding yield and maturity.

Outlook

- We are structuring the portfolios to reflect the current situation in the credit market.

Investment Performance (% net of fees)*

Average annual total return (Periods ending July 31, 2008)



The inception date for the performance record shown is January 31, 2004.

Performance data quoted represents past performance, which is no guarantee of future results, and current performance may be lower or higher than the figures shown. For the most recent month-end performance figures, please visit www.morganstanley.com/msim or call 1-888-378-1630. Investment returns will fluctuate and fund shares, when redeemed, may be worth more or less than their original cost.

Portfolio Profile

Objective

The Money Market Portfolio seeks preservation of capital, daily liquidity and maximum current income.

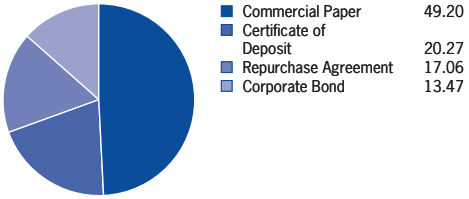
Philosophy

We believe that a conservatively managed portfolio of liquid, high-quality money market instruments may offer the best means of maximizing current income while preserving capital and liquidity.

Process

The management team follows a multi-pronged investment process with respect to credit risk, interest rate risk and liquidity. Securities are reviewed on an ongoing basis to maintain or improve creditworthiness taking into consideration factors such as cash flow, asset quality, debt service coverage ratios and economic developments.

Security Type Breakdown (%)



Historical Yields (%)

	Portfolio
7-day current	2.64
7-day effective	2.67
30-day effective	2.69
Annualized 1-month	2.66

As of July 31, 2008, the fund's nonsubsidized yields were 2.56%, 2.59%, 2.61%, and 2.58% respectively, and its simple (7-day) yield, gross of all fee waivers and expense reimbursements, was 2.76.

Yield quotations more closely reflect current earnings of the money market fund than total return quotations. Yields are subject to change.

Portfolio Characteristics

Weighted average maturity	39
Purchase deadline	5 PM ET
Redemption deadline	5 PM ET

Total Net Assets

All Share Classes ($B)	13.61

Top Holdings (%)

BNP Paribas	3.89
Swedbank AB	3.10
Greenwich Cap	2.94
UBS Securities	2.94
Credit Industriel Et Commercial	2.94

The portfolio is actively managed, therefore holdings may not be current. The holdings shown are provided for informational purposes only and should not be deemed as a recommendation to purchase or sell the holdings mentioned. Morgan Stanley is a full-service securities firm engaged in securities trading and brokerage activities, investment banking, research and analysis, financing and financial advisory services.

See reverse for important information

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Performance Definitions

Annualized 1-month yield A simple annualized net yield. It differs from the 30-day yield in that it accounts for the actual days in the month, which can be 28, 29, 30, 31, 32, 33 or 34 days depending on the number of days in the months and a fund's accounting procedure. The monthly dividend factor is converted to a monthly yield. The following formula is used:

$$\text{Annualized 1-month yield} = \frac{\text{monthly div. factor}}{\text{\# of days in fund's month}} \times 365 \times 100$$

Nonsubsidized yield The nonsubsidized yield reflects what the yield would have been had a fee and/or expense waiver not been in place during the period shown.

Yield definitions The 7-day current yield is an annualized net yield in which it is assumed that the income earned on the principal is not reinvested in the fund. The effective 7-day and 30-day net yields are annualized net yields that describe the amount one is expected to earn over a 1-year period assuming that dividends are reinvested at the average rate of the last 7 days or 30 days, respectively.

Total return A measure of a fund's performance that encompasses all elements of return: dividends, capital gain distributions, and changes in net asset value. Total return is the change in value of an investment over a given period, assuming reinvestment of any dividends and capital gain distributions, expressed as a percentage of the initial investment.

The following formula is used:

[((1+ monthly div. factor) x (1+monthly div. factor) for past 12 months) - 1] x 100

Portfolio Characteristics Definitions

Weighted average maturity Maturity measures the number of days remaining in the life of a bond. The weighted average maturity of the portfolio represents the market-weighted average of the maturities of the portfolio's individual holdings.

Morgan Stanley Institutional Liquidity Fund (MSILF) MSILF is a high-quality institutional mutual fund offering seven different cash management portfolios.

Fund adviser The Morgan Stanley Institutional Liquidity Fund (MSILF) is managed by Morgan Stanley Investment Management, Inc.

For additional information, please call 1-888-378-1630.

Risk Considerations

An investment in the portfolio is neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the portfolio seeks to preserve the value of your investment at $1.00 per share, it is possible to lose money by investing in the portfolio. The portfolio is managed to maintain its stable $1.00 per share price.

The prices of fixed income securities respond to economic developments, including interest rate changes. Indeed, prices tend to be inversely affected by changes in interest rates. Accordingly, the portfolio is subject to interest rate risk, and in a rising interest rate environment, portfolio shares can decline in value.

Other Considerations

The Lipper Institutional Money Market Average tracks the performance of all funds in the Lipper Institutional Money Market Funds classification. The Average, which is adjusted for capital gains distributions and income dividends, is unmanaged and should not be considered an investment.

Fees The Adviser has voluntarily agreed to reduce its advisory fee and/or absorb other expenses so that the total operating expenses of each portfolio's Institutional Class will not exceed 0.20%. The current total expense ratio for the portfolio's Institutional Class is 0.12%.

The minimum initial investment is $10,000,000.

The forecasts and opinions referenced are those of the fund's portfolio management team as of date of publication, are subject to change at any time due to changes in market or economic conditions, and are not necessarily those of Morgan Stanley Investment Management.

*MSILF returns are net of fees and assume the reinvestment of all dividends and income. Returns for less than one year are cumulative (unannualized). MSILF returns are reported for Institutional class shares. Performance for the other classes will differ. The Adviser has voluntarily agreed to waive a portion of its fees and/or reimburse expenses if annual operating fees exceed certain levels. Absent of these waivers, if any, returns would have been lower. Fee waivers and/or reimbursements are voluntary and the Adviser reserves the right to terminate any waiver and/or reimbursement at any time.

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This material must be preceded or accompanied by a prospectus for the Morgan Stanley Institutional Liquidity Funds. The prospectus contains information about the funds, including the investment objectives, risks, charges and expenses. For an additional copy of the prospectus, please visit www.morganstanley.com. Please read the prospectus carefully before investing.

Morgan Stanley Distribution, Inc. serves as the distributor for Morgan Stanley Institutional Liquidity Funds.

Date of first use: August 2008

Morgan Stanley Investment Management

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