

Living Our Business Principles

The Morgan Stanley Code of Conduct

To coincide with Morgan Stanley's World Wise advertising launch in 2007, the Firm introduced the World Wise Through Your Eyes photo contest to creatively involve individuals in the campaign. Over 1,600 photos illustrating interpretations of the World Wise concept were submitted over the four-month contest. Four notable submissions are highlighted in the 2008 Code of Conduct.

INTEGRITY HOTLINE

866-448-8434 (Global, outside of Europe)

866-940-6738 (Europe)

INTEGRITY HOTLINE INFOPAGE

24 hours a day, 7 days a week

Callers outside of the U.S. should dial their country's AT&T access code and wait for the tone before dialing the toll-free number.

Living Our Business Principles

A Message from John Mack



Every day, every one of us can live the principles that have made Morgan Stanley great. Our Code of Conduct describes how. It is not a rulebook but an opportunity to fulfill our long tradition of doing “first class business in a first class way.”

Because Morgan Stanley’s mission is to provide our clients with the finest financial thinking, products and execution, the quality of our conduct also must be second to none. This means setting the highest standards for behaviors that embody our business principles:

Lead with integrity

- Do the right thing
- Respect others and appreciate diverse points of view
- Make decisions based on merit
- Be open and direct in telling people what you think

Put clients first

- Act in their best, long-term interests
- Build trust while you build our franchise

Win in the marketplace

- Pursue excellence
- Be agile and entrepreneurial
- Embrace risk but manage it aggressively
- Question convention and seek out creative solutions

Think like an owner

- Take personal responsibility for our success
- Make decisions and be accountable
- Work as one firm, delivering all our resources to our clients

Keep your balance

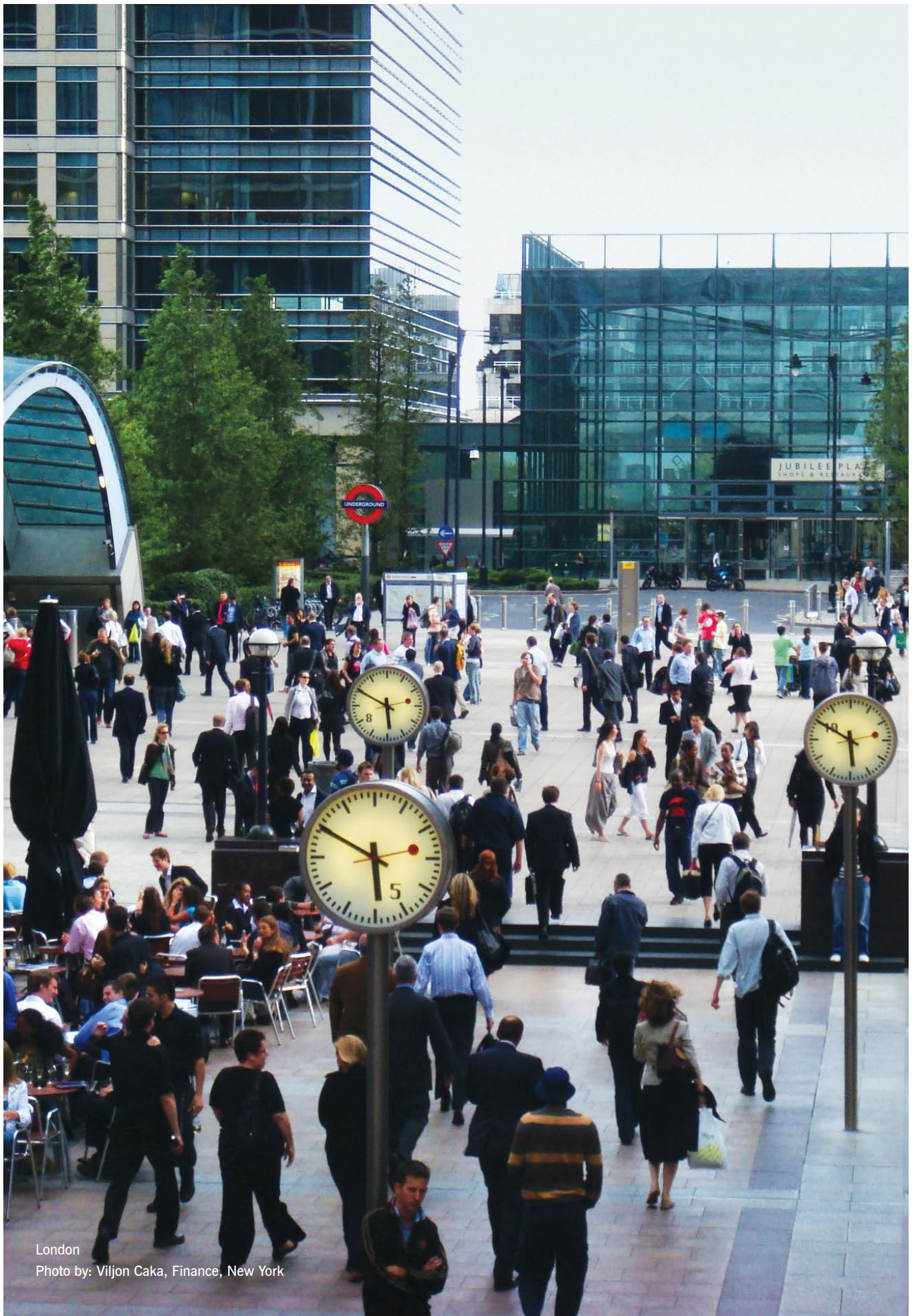
- Enjoy a life outside of work
- Be socially responsible
- Never lose your sense of humor

The work of many throughout our history and each one of us today has built Morgan Stanley’s reputation—our most valuable asset. Protecting and sustaining that reputation is an important part of your job. Take the time to read this Code carefully and consider what it says. If you have questions, or if you think your actions (or those of a colleague) may be putting us at risk, we depend on you to let us know.

Like you, I am proud to be part of a firm whose name stands for integrity and excellence. Thank you for doing your part.

A handwritten signature in black ink, reading "John J. Mack".

John J. Mack
Chairman and Chief Executive Officer



London
Photo by: Viljon Caka, Finance, New York

Common Questions and Where to Find the Answers

While every part of our Code of Conduct is equally important, these are the questions most frequently raised by employees.

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For more information, visit the Legal and Compliance Portal by clicking [here](#) or type “law,” “compliance” or “legal” into the search bar on Morgan Stanley Today.

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What the Code Means to You

This Code of Conduct is a statement of our commitment to integrity and high ethical standards in all that we do at Morgan Stanley. This Code defines the standards of conduct that we expect from all our employees to help us make the right decisions in the course of performing our jobs.

By following this Code and our other policies and procedures, by adhering to the letter and the spirit of applicable laws and regulations, and above all by applying sound judgment to your activities, you can demonstrate your commitment to Morgan Stanley's business principles:

- Lead with integrity
- Put clients first
- Win in the marketplace
- Think like an owner
- Keep your balance

Because no code can cover every legal or ethical issue that arises in the workplace, many of the principles described in this Code are explained further in our policies and procedures and in the country supplements to the Code. There also may be specific business unit, department and regional policies and procedures that apply to you. In addition, you should be aware that consultants, contractors and temporary workers are subject to the Morgan Stanley Standard of Conduct applicable in their location.

QUESTIONS AND ANSWERS

Throughout the Code, you will see questions and answers. These Q&As are intended both to answer specific questions that commonly arise and also to illustrate more generally how particular topics apply in actual practice.

Making the Right Decisions

When in doubt, stop and reflect. Use your best judgment to make the right decision or to seek guidance. Consider how you and the Firm would be perceived as a result of a proposed course of action, including whether it could embarrass you or Morgan Stanley or damage your or Morgan Stanley's reputation. Our business principle "Think like an Owner" includes taking personal responsibility for our success, making decisions and being accountable. Situations in the workplace may arise where the proper course of action may not be clear.

Ask yourself these questions before you act:

- Is it legal?
- Is my action consistent with Morgan Stanley's business principles and the Code of Conduct?
- Could my action give the impression or be interpreted as being inappropriate or unethical?
- How would my family and friends view my behavior?
- How would my action look as a headline in tomorrow's newspaper?

If you are unclear about laws, regulations or policies that apply to your job, or if you are unsure about the legality or integrity of a particular course of action, seek clarification and guidance from your supervisor or the Legal and Compliance Division ("LCD") before you act. If you ever feel pressured to act in a way that conflicts with the Code, speak with your supervisor, your Human Resources representative or LCD. These guidelines will help you always do the right thing.

Raising Concerns and Reporting Misconduct

It may seem easier to keep silent or to look the other way when faced with questionable conduct, but we must never ignore a legal or ethical issue that needs to be addressed. If you believe you may have violated the law, regulations or our policies, or if you observe or become aware of conduct—whether by another employee, a supervisor, client, consultant, agent, supplier or other third party—that may violate the law, regulations or policy, or is otherwise improper, you must promptly contact any of the following:

- The appointed person under any applicable local disclosure/escalation procedure or policy
- Your supervisor
- Legal and Compliance
- Your Human Resources representative
- The Integrity Hotline

The Integrity Hotline

If you believe your concern has not been appropriately resolved after reporting it to your supervisor or LCD, or if you would prefer to report the concern through other channels, call the Integrity Hotline to report matters that do not involve your employment relationship or discrimination or harassment. Your concerns will be treated confidentially as appropriate and can be reported anonymously if you wish. More information is available on the *Integrity Hotline/Reporting Misconduct InfoPage*.

Employee Relations or Discrimination or Harassment

If you have questions about your work environment, working relationships, compensation or performance management, speak with your supervisor or a Human Resources representative. For concerns about discrimination or harassment, refer to the reporting procedures in the *U.S. Non-Discrimination and Anti-Harassment Policy*, *Dignity at Work Policy—Europe, Asia Non-Discrimination and Anti-Harassment Policy*, or applicable policy in your jurisdiction.

Firm Management

If your concerns relate to the conduct of the Chief Executive Officer, any other senior executive or financial officer or a member of the Board of Directors, you also can report your concerns to the Chief Legal Officer or the Director of Internal Audit. As appropriate, they will notify the Board of Directors of the allegations. Concerns involving the Chief Legal Officer or the Director of Internal Audit should be reported to a member of the Board of Directors.

Non-Retaliation Commitment

Our continued success depends on the open communication of concerns by all employees without fear of retaliation. Retaliation is prohibited for reports or complaints that are made in good faith regarding the misconduct of others.

Consequences of Violating the Code

This Code forms part of the terms and conditions of your employment and governs your activities at Morgan Stanley. It also covers your obligations should you leave the Firm. The Code is not a contract guaranteeing your employment for a specific duration or entitling you to any special privileges or benefits. If you violate the Code or any other policy, you may be subject to the full range of disciplinary sanctions, including termination of your employment.

You will be held personally responsible for any improper or illegal acts you commit during your employment. You also could be held responsible for the action (or inaction) of others if you knew or should have known about their misconduct.

Your activities may also be reported to regulators, which could result in regulatory or criminal investigations. The penalties for regulatory and criminal violations include significant fines, disqualification from serving in certain capacities, permanent bar from employment in the securities industry and imprisonment.

Supervisory Responsibilities

If you are a supervisor, you are obligated to supervise your employees' activities for compliance with applicable laws, regulations and policies, and to take appropriate action when you have concerns. As a supervisor, you must ensure that our supervisory systems and procedures function as intended, identifying potential improvements and escalating issues, as appropriate.

In your role as supervisor, you are also responsible for stopping any misconduct and preventing its recurrence, in consultation with LCD or the Human Resources Department. Supervisors who do not take appropriate action may be held responsible for failure to supervise properly and may subject themselves and Morgan Stanley to supervisory-related regulatory charges, even if they have delegated their supervisory duties. Although supervisors may delegate certain supervisory functions to a qualified delegate, supervisors remain ultimately responsible for the delegated task and must confirm on a regular basis that the delegated duties are being performed by the delegate.

Role of the Compliance Department

We all are responsible for complying with the letter and the spirit of the law and our policies. The Compliance Department's mission is to assist employees, supervisors and management in understanding and complying with financial services-related laws, regulations and our policies. Although independent from the business units, the Compliance Department works closely with them to help foster a "Culture of Compliance" and help manage compliance and regulatory risk. Nevertheless, business unit supervisors are ultimately responsible for their employees' compliance. If you have questions about this Code or our policies, please contact your Legal and Compliance coverage personnel.

Q. If my supervisor asks me to do something that I think is wrong, what should I do?

A. Never do anything that you believe is wrong. Express your concerns directly. If you are not able to do so, speak with another manager or contact LCD. An additional option is to call the Integrity Hotline, where you may raise your concern confidentially as appropriate and anonymously.

Treat Others with Dignity and Respect

Our business principle “Lead with Integrity” includes respecting others, appreciating diverse points of view and making decisions based on merit. Consistent with that principle, we are committed to providing a professional work environment that promotes equal opportunity, dignity and respect. Our policy ensures equal employment opportunity without discrimination or harassment on the basis of race, color, religion, age, gender, gender identity, sexual orientation, national origin, citizenship, disability, marital and civil partnership and union status, pregnancy (including unlawful discrimination on the basis of a legally protected pregnancy or maternity leave), veteran status or any other characteristic protected by law.

We expect that all relationships in the workplace will be businesslike and free of bias, harassment and violence. Morgan Stanley strictly prohibits and will not tolerate any

form of sexual harassment or job discrimination. Such conduct is unacceptable in the workplace as well as in any work-related setting outside of the workplace. You must comply with the *U.S. Non-Discrimination and Anti-Harassment Policy*, *Dignity at Work Policy—Europe, Asia Non-Discrimination and Anti-Harassment Policy*, or applicable policy in your jurisdiction. These policies include mandatory procedures for reporting discrimination or harassment.

We have a series of diversity initiatives to support an open and inclusive corporate culture, which we believe is fundamental to our role as a global leader. Our diversity initiatives are grounded in our belief that our diverse workforce is one of our greatest strengths. Bringing together and supporting employees with different backgrounds, talents, perspectives and experiences helps create a dynamic business that reflects the range of clients we serve.

Act in the Best Interests of Clients, Morgan Stanley and the Public

Franchise Risk

Our business principle “Put Clients First” means that we act in the best, long-term interest of our clients and build their trust while we build Morgan Stanley’s franchise. Our reputation for integrity and excellence is essential to our success. You help protect our reputation by dealing fairly with clients, the public, competitors, suppliers and one another. The *Global Franchise Risk Policy* is a framework for managing potential risks to Morgan Stanley’s franchise. It also provides examples of “red flag” situations that you should escalate, as appropriate. It is important that you consider the potential impact of your actions on Morgan Stanley’s reputation and exercise sound judgment before executing or approving business. One irresponsible employee or one ill-advised or inappropriate transaction can diminish Morgan Stanley’s and your reputation.

FOR MORE INFORMATION

For more information, please refer to the *Franchise Risk InfoPage*.

Conflicts of Interest

Our conflicts of interest policies address business conduct and practices that give rise to actual or potential conflicts of interest. Our *Global Policy on the Identification and Management of Conflicts of Interest* describes the framework by which the Firm identifies and manages conflicts and the types of conflicts to which we should be alert.

Potential Business Conflicts

Potential business conflicts can occur in a number of circumstances, including:

- Conflicts among different clients (for example, where two clients are interested in acquiring the same target company); or
- Conflicts between clients and Morgan Stanley (such as situations where the Firm has multiple roles with respect to a client and/or transaction, or is offering or recommending products that may be less appropriate for a client because the Firm receives greater fees or compensation than for other products).

You are responsible for:

- Identifying and managing conflicts according to regulatory requirements and our policies; and
- Bringing conflicts or potential conflicts to the attention of your supervisor or other designated person (such as the Conflicts Management Officer in your business unit or region).



New York City

Photo by: Shane B. Berkelaar, National Sales, New Jersey

In particular, if you become aware of a conflict of interest between Morgan Stanley and a client who is apparently relying on our advice or services without disclosure of the conflict, promptly notify your supervisor or LCD.

Whenever possible it is up to supervisors to manage conflicts they identify or that are escalated to them according to our policies and the procedures of their business unit. There may be occasions, however, when a conflict is not addressed by our existing policies or is potentially significant to an individual business unit, cross-divisionally or to Morgan Stanley as a whole. Such matters must be raised promptly with either your manager, relevant Conflicts Management Officer or regular contact in LCD.

Potential Personal Conflicts

Your day-to-day job responsibilities may raise conflicts of interest. While it is not possible to describe every situation where a conflict of interest arises, these are examples of situations that *may* raise a conflict of interest:

- Compensation arrangements or incentives that could affect whether you recommend or offer a particular security or transaction to a client;
- Personal trading or outside business activities (including board memberships or directorships) or investments that could raise potential conflicts with a client or Morgan Stanley;
- Accepting special favors, gifts or entertainment as a result of your position with Morgan Stanley from any person or organization with which we have a current or potential business relationship; or
- Working for a competitor, client or supplier while employed here.

Avoid any investment, activity, interest or relationship outside Morgan Stanley that could impair your judgment or interfere or appear to interfere with your responsibilities on behalf of Morgan Stanley, our clients or our shareholders. Business opportunities that arise because of your position, or by using corporate property or information, belong to Morgan Stanley first and foremost.

You must promptly disclose to your supervisor or LCD any investment, activity, interest or relationship (including those that involve family members) that could be expected to give rise to a conflict of interest or appearance of a conflict. As discussed in the *Outside Activities, Private Securities Transactions and Directorships* section below, before engaging in these activities, you are required to obtain approval using the Outside Business Interest (“OBI”) System.

FOR MORE INFORMATION

For more information, please refer to the *Global Policy on the Identification and Management of Conflicts of Interest*.

Gifts and Entertainment

Our policies provide guidelines for gifts and entertainment given to or received from any person or organization with which Morgan Stanley has a current or potential business relationship. Gifts and entertainment should be reasonable and appropriate, and not so lavish in type or value, or excessive in frequency, as to create the appearance of impropriety or an inappropriate obligation or expectation on the part of the recipient or provider.

You and your family may not accept or give gifts or special favors from or to any person or organization with which we have a current or potential business relationship, unless the gifts are of nominal value (as defined in your location). You may not give or receive a gift, or accept or provide entertainment, that:

- Appears intended or designed to induce you, a client or a client representative to act in a manner inconsistent with the best interests of Morgan Stanley or the client; or
- May create the appearance that you are entering into a business transaction based on factors other than the merits of the product or service offered or the quality of the professionals involved.

Q. I want to give a client a birthday present of an expensive bottle of wine that costs more than the monetary limit in my location (e.g., above \$100 in the U.S.). Is the gift permissible if I pay for it myself without seeking reimbursement from Morgan Stanley?

A. No. Any gift to a client is subject to the gift policy; the monetary limit on gifts applies whether or not you seek reimbursement from the Firm.

Business entertainment should provide an opportunity for substantial interaction with clients and enhance our overall relationship with the client. As such, you must be present with the client at an entertainment event, or else it is deemed a gift to the client and is subject to the gift limitations. Likewise, if you receive entertainment, the host or provider must attend in order for the entertainment not to be considered a gift to you and subject to the nominal value limitation.

You may not sponsor or participate in business entertainment or work-related events that could reasonably result in an actual or apparent conflict of interest or that could embarrass you or the Firm. The cost and nature of business entertainment must be reasonable and consistent with the client relationship and our policies.

Giving gifts to or entertaining employees of government and public international organizations also may be restricted or prohibited. Please see the *Anti-Bribery Statutes* section for more information.

Q. I purchased two tickets for a sporting event in order to spend time with my client. On the day of the event, the client asked me if he may bring his spouse. Since the event is sold out, may I give both tickets to the client so his spouse can attend in my place?

A. If you do not attend the event with the client, the tickets would be considered a gift, not business entertainment, and therefore acceptable only if the total cost of *both* tickets falls within the monetary limit on gifts applicable in your location.

FOR MORE INFORMATION

For more information, including the definition of nominal value in your region, please see the *Global Gifts, Entertainment and Charitable Giving Policy*. In addition, please refer to your business unit or region-specific policy on the LCD Portal for any specific requirements, including reporting and approval procedures.

Outside Activities, Private Securities Transactions and Directorships

Outside activities, private securities transactions and directorships (or their equivalent) can result in an actual or apparent conflict of interest, compromise your duties to Morgan Stanley or restrict our business activities. Before engaging in any of these activities, you are required to obtain approval using the Outside Business Interest (“OBI”) System. Please see the *Global Policy on Directorships, Outside Activities and Private Securities Transactions* for more information. Outside activities include:

- **Outside business activities**—any activities where you are engaged in a non-Morgan Stanley business, regardless of whether or not you receive compensation, including:
 - Employment by another person or entity;
 - Receiving compensation from another person or entity for business activities, including a family business;

- Receiving fees for external work product, such as an article or speech;
- Holding a position at the request of, or as part of your role with, Morgan Stanley; or
- Holding elected or appointed political posts or consulting for another organization.

- **Private Securities Transactions**—passive and non-passive investments held by you, your spouse or domestic partner, such as investments in private placements, private investment partnerships and hedge funds that Morgan Stanley does not make widely available through our own programs.
- **Directorships**—acting as a director of a publicly traded company or its affiliates (generally not permitted), or of private for-profit companies or not-for-profit, civic and charitable organizations.

Q. May I make a personal investment in a non-Firm sponsored hedge fund?

A. Yes, but you first must obtain pre-approval using the online Outside Business Interest (“OBI”) System before making a personal securities investment such as an investment in a hedge fund, private partnership, private placement, privately held corporation or tax shelter program.

FOR MORE INFORMATION

For more information, please see the *Outside Activities InfoPage*.

Employee Trading

Our employee trading policies are designed to prevent legal, business and ethical conflicts, to guard against the misuse of confidential information and to avoid any appearance of impropriety that may result from your personal trading. You are prohibited from engaging in personal trading on a scale or of a kind that would distract you from your business responsibilities. We strongly encourage you to invest for the long term and discourage short-term, speculative trading.

You must not use confidential information when trading for your own or someone else’s account. This includes using information regarding a pending transaction in a security by taking a favorable position for your own or someone else’s account before public dissemination of that information. You also are prohibited from engaging in personal trades that mirror those that a client or desk has completed (such as piggybacking on client trades).

Brisbane

Photo by: Dominic Dickenson, Technology, London



Employee Securities Accounts

When you join Morgan Stanley and periodically thereafter on request, you must disclose all Employee Securities Accounts and verify such disclosure is accurate and complete. An Employee Securities Account is any account:

- (i) that has brokerage capability, *i.e.*, can hold or execute transactions in equity, debt, foreign exchange, commodities or derivatives; and
- (ii) in which you, your spouse, domestic partner or minor child has an interest or has the power, directly or indirectly, to make or influence investment decisions.

Generally, you must maintain all Employee Securities Accounts at Morgan Stanley, other than money market and open-end mutual fund accounts that cannot be used as brokerage accounts. Exceptions are rare and granted only by the prior written approval of your designated manager and the Compliance Department. To seek an exception to open an outside account (or, if you are a new employee, to continue to hold an account outside of the Firm), you must request approval using the OBI System.

Q. My spouse works for another financial services firm and is required to hold our joint brokerage accounts at her firm. What should I do?

A. You must disclose your joint brokerage accounts in the online OBI System. Your supervisor and Compliance will determine whether to grant you an exception to hold your accounts at your spouse's firm. If approved, duplicate brokerage statements and confirmations must be sent to Compliance and your designated manager for review.

Specific Restrictions

Before trading, you should consider whether it raises actual conflicts of interest, or an appearance of conflicts of interest, with Morgan Stanley or our clients. In almost all circumstances, you may not trade for your Employee Securities Account in securities on the Restricted List (described in the section on *Information Barriers*). This includes equity, debt, options, warrants or any other securities derivative of, relating to, or convertible into, a security on the Restricted List.

You also must follow any policies applicable to your business unit, department or region that address, among other things:

- Pre-approval requirements in certain divisions or for certain types of investments;
- Holding periods for investments purchased;
- Restrictions on maintaining certain types of accounts and trading certain products;

- Restrictions on investing in primary and secondary public offerings and on acquiring significant investments in public companies;
- Conditions on maintaining managed accounts and participating in dividend reinvestment plans; and
- Limitations on participating in investment clubs in which members pool their funds to make financial investments.

In many cases, your business unit, department or regional policies contain additional restrictions. For example, the *Investment Management Code of Ethics* requires the approval of an immediate supervisor and the Compliance Department before the purchase or sale of certain securities.

Transactions in Morgan Stanley Securities

You may trade in Morgan Stanley securities only during designated window periods, which are defined on our intranet home page:

- For most employees, the window period for transactions in Morgan Stanley securities begins on the first business day following our earnings announcement and ends on the last business day of each fiscal quarter.
- If you are an Access Person, the window period for transactions in Morgan Stanley securities begins on the first business day following our earnings announcement and ends 15 business days later.

You are required to hold positions in Morgan Stanley securities for 30 calendar days, unless you are an Access Person, in which case you are required to hold the positions for six months. If you acquire shares by exercising an option or upon conversion of a stock unit that you have held for the required period, you do not need to hold those shares for additional time. Investments in Morgan Stanley and Van Kampen Funds, wherever held, are subject to a 30-day minimum holding period.

You are not permitted to sell short or trade derivatives involving Morgan Stanley securities, except for certain *bona fide* hedging strategies.

Most employees are permitted to margin saleable Morgan Stanley securities and to buy or sell Morgan Stanley debt, subject to business unit, department or regional policies. Management Committee and Operating Committee members and the Controller must consult the *Employee Trading Policy for the Management Committee and the Operating Committee* for additional restrictions.

FOR MORE INFORMATION

For more information, please see the *Employee Trading InfoPage*.

Protect and Prevent the Misuse of Confidential and Inside Information

Confidential Information

All confidential information, regardless of its form or format, must be protected from the time of its creation or receipt until its authorized disposal.

Confidential information is information, including proprietary information, that you create, develop or use in the course of your employment with Morgan Stanley. It includes information that is not generally known to the public about Morgan Stanley, our affiliates, our employees, our clients or other parties with whom we and our affiliates have a relationship and who have an expectation of confidentiality. Examples include client names, trading activities, securities holdings, acquisition, divestiture and tender offer plans, and personal information relating to clients and employees (such as Social Security numbers).

You must comply with our policies and any written agreements between you and Morgan Stanley relating to confidential information, and follow any policies and pre-clearance procedures of your business unit, department or region that apply to the acceptance, proper use and handling of confidential information. In particular:

- Only access confidential information that you need and are authorized to see in order to perform your responsibilities on Morgan Stanley's behalf.
- Do not display, review or discuss confidential information in public places where you may be overheard or in the presence of outside vendors or other third parties.
- Communicate confidential information only to Morgan Stanley employees and authorized agents (such as attorneys or external auditors) who have a legitimate business reason to know the information and who have no responsibilities or duties that could lead to a conflict of interest.

You must evaluate the consequences before accepting confidential information from a client or counterparty, as such acceptance may preclude Morgan Stanley from doing other business. Do not accept information that is not necessary for the client or counterparty to conduct its business with us. You also must be cautious when accepting such information from other areas within Morgan Stanley because doing so may preclude your area from conducting certain business. You must comply with any applicable policies and pre-clearance procedures of your business unit or department.

Unauthorized access, use or distribution of confidential information violates our policy and could be illegal. Your obligation to protect our confidential information continues even after you leave the Firm, and you must return all such information in your possession or control upon your departure. In addition, you must not bring to Morgan Stanley any confidential information from your prior employer.

You are required to report promptly to the iRespond team any event that may have resulted in Morgan Stanley, employee or client information being lost, stolen or acquired by an unauthorized party (*e.g.*, loss or theft of portable devices, misdirected e-mails or faxes).

Q. I have just joined Morgan Stanley as a new employee. Can I bring with me to the Firm confidential proprietary information that I developed while working for my prior employer?

A. No. Doing so would breach the Code, your obligations to your former employer, and might break the law as well. You must protect your past employer's confidential information just as Morgan Stanley employees are obliged to protect our confidential information. Similarly, if you leave your employment at Morgan Stanley, you are prohibited from taking confidential information with you. If you have any questions about the status of any specific information you may have, consult with LCD before using or disclosing it.

FOR MORE INFORMATION

For more information, please see the *Global Policy on Confidential Information, Inside Information, and Information Barriers*. If you have any questions about handling confidential information, consult with your supervisor or LCD. If you receive material non-public information or "inside information," please see *Prohibition on Trading on Inside Information and Information Barriers* below.

Prohibition on Trading on Inside Information

Inside information is a form of confidential information and includes all non-public information that may have a significant impact on the price of a security or other financial instrument, or that a reasonable investor would be likely to consider important in making an investment decision. In certain circumstances, the determination of whether non-public information is “inside information” may be complex. Consult with LCD if you are uncertain whether particular information is inside information.

You may never, under any circumstances, trade, encourage others to trade, or recommend securities or other financial instruments while in the possession of inside information.

FOR MORE INFORMATION

For more information, please see the *Global Policy on Confidential Information, Inside Information, and Information Barriers*.

Information Barriers

We have established policies and procedures known as Information Barriers to prevent the misuse of inside information and to avoid both actual or apparent conflicts of interest. Information Barriers are designed to separate Private Side Employees, who routinely receive inside information in the course of their employment, from Public Side Employees. Public Side Employees may then continue to engage in transactions even when Private Side Employees possess inside information about the related issuer or security.

- **Private Side Employees** include Investment Banking, Merchant Banking, Global Capital Markets and the Investment Banking Division side of certain joint ventures. Private Side Employees also include the Institutional Securities Group’s Private Investment Department, the private side of Investment Management and any other business unit or department that routinely accepts non-public information in connection with making privately negotiated investments for Morgan Stanley’s account or the account of funds we manage. Firm Management and certain other designated employees are considered “above the wall” and, as such, have access to Private Side information without the need of a wall crossing or Control Group notification.
- **Public Side Employees** include Research, Sales, Trading, Global Wealth Management Group and the public side of Investment Management.

Private Side Employees may not communicate with Public Side Employees about non-public information known to them other than in accordance with the *Global Policy on Confidential Information, Inside Information, and Information Barriers* and other regional or business unit policies. These policies set forth the limited circumstances and conditions under which Public Side Employees may interact with Private Side Employees (known as “crossing the wall”), and chaperoning or gate-keeping procedures for communications between equity research and investment banking employees.

Private Side Employees must follow the procedures set forth in applicable wall-crossing policies *before* communicating inside information to a Public Side Employee. The Control Group in Compliance will designate appropriate Public Side senior managers, if necessary, and will determine if restrictions apply to the activities of those involved.

In addition, you must follow the Information Barriers policies and pre-clearance procedures of your business unit, department or region. If you have questions about the application of Information Barriers to your business or regarding your particular status as a Private Side or Public Side Employee, consult with LCD.

Q. Based on a conversation I had with my client, I may have been exposed to material non-public information. What should I do?

A. If you have information that could be considered material non-public information, you may not trade, or advise others to trade, in the securities of the companies involved. In fact, you should inform the Control Group in Compliance promptly if you are exposed to material non-public information. The Control Group will determine what course of action to take with such information. Under no circumstances should you communicate this information to anyone or trade (or recommend others to trade) on this information.

The Restricted List and the Watch List

We use the Restricted List to monitor Information Barriers and help ensure that certain regulatory requirements are met. An issuer may be added to the Restricted List for many reasons, including if the Firm:

- Is an announced underwriter or placement agent of the issuer’s securities;

- Is an advisor on an announced extraordinary transaction involving the issuer; or
- Has a significant investment in the issuer.

Certain business units and departments also have individual Restricted Lists. The Restricted Lists (available on our intranet) may not be distributed outside Morgan Stanley.

If an issuer is on a Restricted List, proprietary and employee trading, solicitation of client transactions and the distribution of research are generally limited or prohibited. In addition, when an issuer is placed on the Restricted List, our research on the issuer's securities generally is no longer effective and may not be published or communicated to clients. You should consult the Control Group if you have questions, as the type and extent of the prohibitions vary depending upon the transaction and the nature of our involvement.

The Watch List, also maintained by the Control Group, identifies non-public situations in which the Firm has received certain other information about a potential material event or transaction. The information on the Watch List is not public.

Notifying the Control Group

You must promptly notify the Control Group if you receive material non-public information. Private Side Employees have additional obligations to notify the Control Group of events during the course of a transaction, such as the engagement of the Firm, the announcement of a tender offer or the decision to set a closing date.

FOR MORE INFORMATION

For more information about Information Barriers, the Restricted List and the Control Group, and for Control Group contact information, please see the *Information Barriers/Control Group InfoPage*.

Follow Both the Letter and Spirit of Laws and Regulations

We are subject to the financial services-related laws and regulations of many different countries, states and other jurisdictions. You are required to know and comply with all the laws and regulations applicable to you and your business. If you have any questions about laws and regulations applicable to you, please contact LCD. For example:

- **Cross-Border Business.** If your business involves clients located outside the country where you are based, you may be subject to *both* the laws of the clients' location and the laws of the country where you are based. Before you offer products to, visit, or otherwise solicit business from, a client outside of your home jurisdiction, you must make sure that both you and Morgan Stanley have the necessary licenses to conduct business in the client's location and that you understand the laws, regulations and policies applicable to your activities there.
- **Exchanges and Self-Regulatory Organizations.** Morgan Stanley belongs to exchanges and self-regulatory organizations that issue and enforce rules governing trading and business conduct. The rules of these organizations may cover trading and sales practices, margin and capital, and clearance and settlement requirements. You must be familiar with and abide by the rules applicable to your business.

- **Market Abuse.** Almost all jurisdictions have laws or regulations that prohibit market abuse or manipulative trading activities. Among other things, these laws and regulations prohibit the dissemination of false or misleading information and the use of information regarding a pending transaction in a security by taking a favorable position for clients, for Morgan Stanley and/or your personal account. Your business unit, department or region has policies and procedures to help ensure compliance with the market abuse and manipulation laws and regulations of each jurisdiction where we do business. Whether you are trading for a client, for Morgan Stanley or for your personal account, you must abide by these policies and procedures.
- **Licensing and Training.** Many jurisdictions require individuals who perform certain activities in the financial services industry to be licensed and to satisfy training and other requirements. You are personally responsible for making sure that you and any employees you supervise are properly licensed and qualified to conduct your or their activities. Contact your local Compliance Department registration group if you have questions about licensing and training requirements.

Antitrust and Trade Regulation Laws

Antitrust and trade regulation laws are designed to ensure fair competition. A small number of joint activities in the securities industry (for example, underwriting syndicates) are legally permissible, but many others are not. Consult with LCD if you have questions about the application of antitrust or trade regulation laws to your business.

Anti-Bribery Statutes

Many countries have anti-bribery and ethics laws and regulations that prohibit giving anything of value to Government Officials for the purpose of obtaining or retaining business, or otherwise securing an improper business advantage. The term “Government Official” is broadly defined and includes (i) officials and employees; (ii) agents, advisors or consultants; and (iii) other individuals acting in an official capacity on behalf of:

- Governments and governmental agencies and instrumentalities;
- Companies or organizations that are partially or wholly owned or controlled by governments or governmental agencies (notwithstanding that the company may be publicly listed); or
- Political parties and political candidates.

In addition, many government agencies have their own rules governing the acceptance of gifts, travel and entertainment. For example, in the United States, federal, state, local and municipal laws and regulations may limit or prohibit acceptance of gifts and entertainment by, and prohibit or severely limit the value of meals that may be provided to, Government Officials.

You must check with your supervisor and the Anti-Corruption Group in Compliance to review any pre-approval guidelines for your region or business unit before giving gifts, entertainment or anything else of value to a Government Official. You also must obtain pre-clearance, as appropriate, before inviting Government Officials to events we sponsor. Check with your regional Anti-Corruption representative regarding what is permissible.

Before retaining an agent, consultant or other business intermediary who may interact with Government Officials, you must conduct due diligence through Corporate Security and seek pre-clearance from the Anti-Corruption Group. Employees retaining such agents are responsible for overseeing the agents’ ongoing compliance with our *Global Anti-Bribery Policy*.

Q. I conduct business in countries where many of the companies are owned or appear to be heavily influenced by the state. Are the employees I deal with at these companies Government Officials with respect to whom certain restrictions apply?

A. The term “Government Official” is defined very broadly. You should assume that all employees of state-owned or controlled companies, and their agents, are Government Officials. Many countries have anti-bribery and ethics laws that prohibit giving anything of value (including gifts, entertainment or other “payments”) to Government Officials for the purpose of obtaining or retaining business, or otherwise securing an improper business advantage. You should speak with your supervisor or contact the Anti-Corruption Group in Compliance regarding what is permissible.

FOR MORE INFORMATION

For more information, please see the *Anti-Corruption/FCPA InfoPage* or contact your regional Anti-Corruption Group representative.

Political Contributions and Activities

You are permitted to pursue legitimate political activities and to make political contributions to the extent permitted under U.S. law. However, our policy prohibits contributions to U.S. state or local officials or candidates for state or local office if those contributions are intended to influence the award or retention of municipal finance business or any other business.

You are required to pre-clear any political contribution and solicitation activity on behalf of a U.S. federal, state, local or U.S. territorial political candidate, official, party committee, organization or ballot measure committee using the Political Contribution Tracking (“PCT”) System in accordance with the *Policy on U.S. Political Contributions and Activities* and any procedures that apply to your business unit or department. You may not use Morgan Stanley resources or those of our Political Action Committee for any political event or political contribution without prior clearance from Government Relations. You will not be reimbursed for political contributions that you make. Violations of this policy can impair our ability to do business in certain jurisdictions.

We do business with many governments around the world, so to avoid conflicts or the appearance of conflicts, you also should consult with LCD before making political contributions to public officials or candidates for public office outside the United States. Some jurisdictions may not permit political contributions by foreign companies or persons. Please refer to the *Global Anti-Bribery Policy* for more information.

Q. Am I required to obtain pre-clearance each time I intend to make a political contribution to a U.S. candidate?

A. Yes. You must pre-clear each political contribution to, or participation in any political solicitation activity on behalf of, a U.S. federal, state, local or U.S. territorial political candidate, official, party committee or organization. However, contributions to Morgan Stanley's Political Action Committee do not require pre-clearance.

FOR MORE INFORMATION

For more information, including answers to frequently asked questions, please see the *U.S. Political Contributions InfoPage*.

Anti-Money Laundering Laws and Regulations

Our money laundering prevention policies prohibit you from participating in or facilitating money laundering and describe your responsibilities to protect Morgan Stanley from these activities. You must:

- Know your clients and obtain all client identification information required by law, regulations and our policies;
- Be alert to activities that could constitute money laundering or involve proceeds derived from unlawful activity; and
- Promptly report any unusual or potentially suspicious activity about a client, the source of their funds, or their transactions, to your supervisor or your Anti-Money Laundering ("AML") Group representative. You also can call the AML Information Line or the Integrity Hotline.

Any involvement in money laundering activity—even if unintentional—could result in civil and criminal penalties against you and the Firm.

Q. Given the nature of our business, can Morgan Stanley really be a target for money laundering?

A. It is a common misconception that money laundering only involves cash transactions—in fact, money laundering involves other types of financial transactions as well. Morgan Stanley's global footprint and the range of services we provide to clients puts us at risk of being misused by those attempting to disguise their trades or fund movements as seemingly legitimate activity.

FOR MORE INFORMATION

For more information, please see the *Anti-Money Laundering InfoPage* or contact your AML Group representative or the AML Information Line.

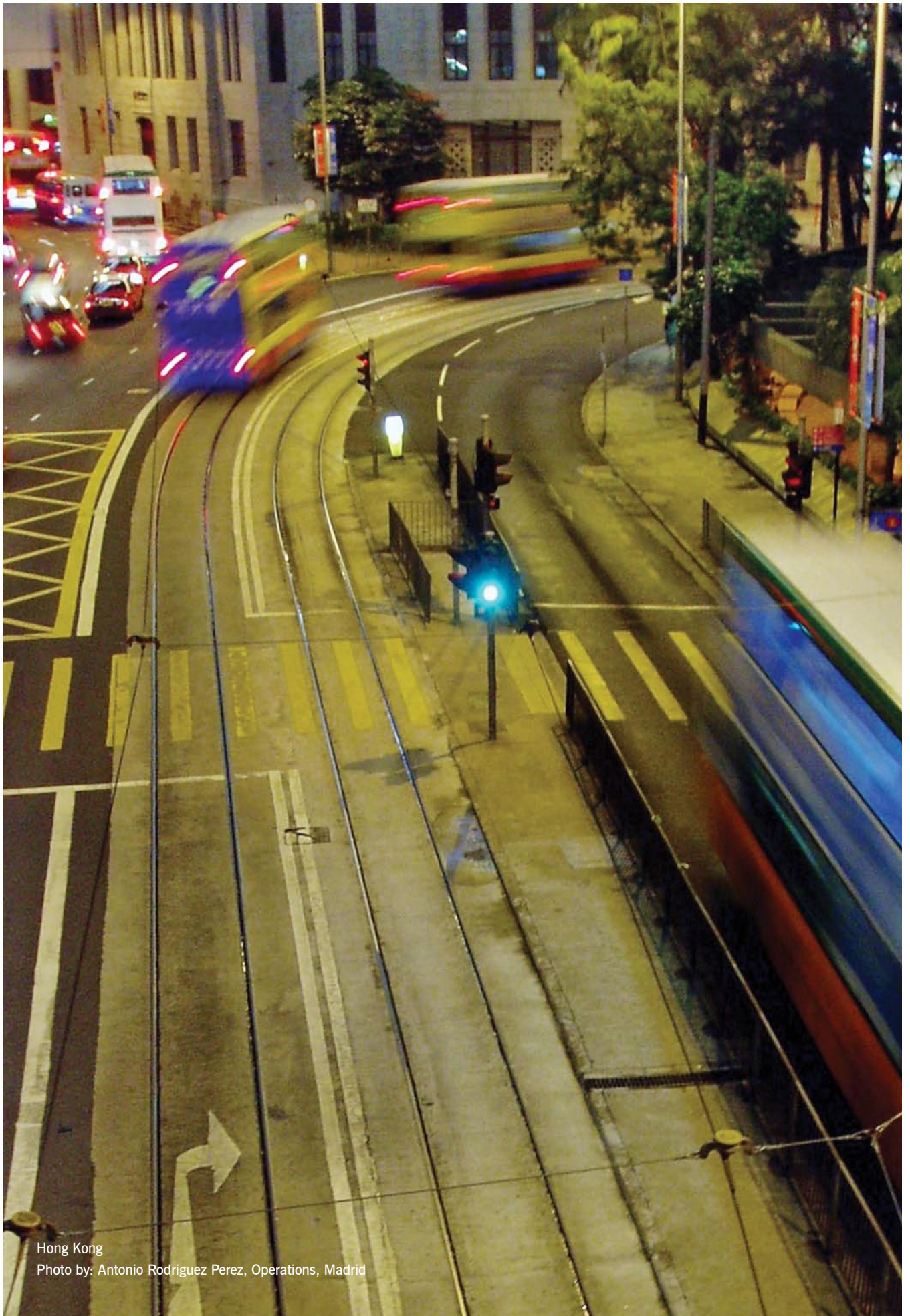
Economic Trade Sanctions and Embargo Programs

Morgan Stanley is subject to restrictions on trade and other economic activity with designated governments, individuals (such as suspected terrorists and narcotics traffickers) and entities, as well as with individuals and entities that are located in, or are nationals or agents of, particular countries.

You are prohibited from opening an account or dealing with a prohibited government, individual or entity. Important information regarding sanctions and embargo programs, such as those administered by the U.S. Treasury Department's Office of Foreign Assets Control, is available on the *Economic Sanctions InfoPage*. If you have specific questions about sanctions programs in your jurisdiction or their application to a proposed account or transaction, contact your AML Group representative or call the AML Information Line.

Anti-Boycott Laws

You must comply with U.S. anti-boycott laws that prohibit participation, including a request that others participate, in a boycott unless sanctioned by the U.S. government. You must refuse to do business or furnish information in furtherance of, or otherwise participate in, a non-U.S. boycott. U.S. regulations also require us to report on the receipt of a non-U.S. boycott request. Violation of anti-boycott laws may result in criminal, civil and regulatory penalties. If you receive a request to supply information or otherwise take action in furtherance of a non-U.S. boycott, you must promptly contact LCD. For more information, please see the *Anti-Boycott Compliance Notice*.



Hong Kong
Photo by: Antonio Rodríguez Perez, Operations, Madrid

Maintain Accurate Books and Records

We are required to maintain accurate books and records of our business activities consistent with legal requirements and business needs. You should be familiar with any recordkeeping procedures that apply to your business function, and ensure that any records you produce are accurate, truthful and organized, and can be located and retrieved when needed or requested. When no longer required for legal or business purposes, records should be disposed of according to our policies and procedures.

In particular, senior financial officers must ensure that financial information included in our books and records is correct and complete in all material respects.

FOR MORE INFORMATION

For more information about general recordkeeping, please refer to the *Information Lifecycle Management/Recordkeeping InfoPage* or the *Global Records and Information Management Policy*. Consult your business unit, department or regional recordkeeping policies for guidance on specific records that you are required to retain.

Advance and Protect Our Interests

Authority to Act on Behalf of Morgan Stanley

You may not commit Morgan Stanley to any obligations unless you have the authority to do so.

Authority to Retain Outside Legal Counsel

Professionals in LCD have the authority to engage outside counsel. Certain professionals in the Tax Department and in business units, in consultation with LCD, have the authority to engage outside counsel directly. You must follow the procedures in our *Outside Counsel Policy* when retaining a lawyer on Morgan Stanley's behalf. For more information, please see the *Outside Counsel Relationships InfoPage*.

Intellectual Property

Morgan Stanley generally owns all rights to any intellectual property created by you during your employment here. You must understand and comply with your *Responsibilities with Respect to Intellectual Property*. You also must acknowledge and comply with the *Proprietary Rights Supplement* to the Code, the terms of which are contractually enforceable between you and Morgan Stanley.

Our Systems and Assets

You should only use Morgan Stanley's systems and assets, including telephones, computer networks, e-mail, instant messaging and remote access capabilities, for Morgan Stanley business and for reasonable personal use. You may use only approved messaging systems to conduct Morgan Stanley business. Do not access systems or physical or virtual

locations that are not reasonably related to your job responsibilities, and report any suspected misuse or theft of our assets. Use your good judgment at all times and comply with all of our Information Security policies.

Electronic Facilities

When preparing electronic communications for internal or external distribution, you must:

- Communicate in a manner that is consistent with the Firm's and your business unit's general standards for communications with the public, and confirm that the tone and content of your electronic communications are consistent with our standards of professionalism and integrity;
- Treat all electronic communications as written (not oral) communications, and avoid colorful, cavalier, colloquial or shorthand language that might be misread or misconstrued, or that might convey an unintended message;
- Never send, store, view, post or forward unlawful, offensive, hostile, discriminatory, harassing, threatening, defamatory, fraudulent or other inappropriate materials, jokes or messages;
- Not use external e-mail accounts (*e.g.*, AOL, Gmail, Hotmail) or instant messaging services unless they are provided by or approved by the Firm to conduct Morgan Stanley business; and
- Not disclose your passwords to anyone, whether inside or outside Morgan Stanley. If you are required to share your password with the Helpdesk, Floor Support staff or through a business unit-specific process, you must change your password once the task is completed.

Monitoring Communications

All information transmitted using our electronic communications systems is the property of Morgan Stanley. Authorized persons at Morgan Stanley, including supervisors, have access to all electronic files, including internet usage records and e-mail, for example, to monitor compliance with our policies, regulatory requirements and information/data security protocols, subject to applicable law, and may:

- monitor and review all written and electronic communications that you send or receive at work or while using our systems, including e-mail, instant messages, voicemail, third-party systems, envelopes, packages or messages marked “Personal and Confidential”; and
- record and monitor conversations on our telephones. Generally, the Firm records telephone conversations when required by law or regulation or when there is a demonstrable business need for such recording. Please refer to specific regional and local policies for further guidance.

In addition, Morgan Stanley retains all electronic communications, regardless of whether they have been deleted from your computer or wireless device, for extended time periods. Such communications may be disclosed in legal or regulatory proceedings.

Q. I left my BlackBerry on the train. What should I do?

A. You should promptly report any lost or stolen equipment (such as BlackBerries, laptops, pagers, cell phones and data storage devices), printed materials, misdirected e-mails, or internal websites containing questionable content to the Firm's Incident Response team by typing “irespond” into your web browser.

FOR MORE INFORMATION

For more information, please see the *Internet and Electronic Communication Usage Policy* and other Information Security policies, as well as the *Use of E-Mail in the Workplace Compliance Notice*.

Be Honest and Fair in Your Communications with the Public

Disclosure to the Public

We have a legal responsibility to provide accurate and complete disclosure to the investing public. If you are involved in the preparation of materials for dissemination to the public, you must ensure that the information is accurate and complete.

In particular, our senior financial and executive officers must promote accurate, complete, fair, timely and understandable disclosure in our public communications, including documents that we submit to the U.S. Securities and Exchange Commission and other regulators.

Consult your business unit, department or regional policy for standards that apply to oral and written communications with the public, as well as the circumstances under which communications must be reviewed by supervisors and others. If you become aware of an inaccurate or misleading statement in a public communication, you must promptly report it according to the procedures outlined in this Code.

Research

We are committed to producing fair and objective research. You are prohibited from directly or indirectly seeking to influence the contents of a research report or the activities of research personnel for purposes of obtaining or retaining investment banking or other Firm business. Consult the *Global Policy on Confidential Information, Inside Information, and Information Barriers* and the *Global Research Settlement Policies and Procedures* for further information.

Communications with the Media

We value Morgan Stanley's relationship with the media and stay in contact with key publications around the world. You may not respond to media inquiries or initiate contact with the media, unless specifically authorized, without first consulting Corporate Communications. Employees in the Global Wealth Management Group and research analysts also must seek approval from their supervisor and LCD. This policy applies, among other things, to comments to journalists about specific matters that relate to our businesses, including letters to the editor, endorsements of products or services on our behalf, personal profiles, radio and television interviews, internet message boards, blogs and other electronic-based media. Please refer to the *Media Policy* for details.

Report Information and Cooperate with Requests Relating to Litigation, Investigations, Inquiries and Complaints

Notification

You must promptly notify your direct supervisor and LCD if you:

- Are arrested, charged, indicted, or otherwise become the subject of a criminal matter, including if you enter a plea or are convicted of or settle the matter (excluding minor traffic violations);
- Become involved in any regulatory investigation or proceeding;
- Plan to file a lawsuit or make any voluntary regulatory filing in connection with a Firm-related matter or business;
- Become involved in any civil litigation or arbitration (excluding personal claims or family law matters that do not concern Morgan Stanley);
- Receive a subpoena, inquiry or request from a governmental, regulatory or administrative agency, or a claimant, plaintiff or outside attorney, that involves or has the potential to involve Morgan Stanley; or
- Receive any customer complaint, whether made orally or in writing.

You must not take any action concerning the above matters without first contacting your supervisor and LCD. If you are a licensed person, you may have additional reporting obligations, which are outlined in your business unit, department or regional policies. Please refer to the *Compliance Notice: Events Requiring Updates to Form U4 and Other Regulatory Filing Amendments* for more information about the reporting obligations of persons registered in the U.S.

Cooperation

During litigation, an internal investigation, or a governmental, regulatory or administrative inquiry involving Morgan Stanley, we may ask you to provide information (including documents, statements or testimony) or to meet with the Firm, our outside counsel, auditors or governmental, regulatory or administrative authorities. You must cooperate fully and provide truthful and complete information in connection with any such request. We may provide information about you to these authorities or in response to subpoenas or other civil discovery requests.

Legal Holds

Morgan Stanley and its employees are required to preserve information, documents and other materials, whether in physical or electronic form, in connection with litigation, investigations and regulatory and administrative proceedings.

Those obligations may also arise in connection with such matters that have not yet been commenced.

LCD will notify the appropriate personnel promptly when Morgan Stanley is obligated to preserve information. Similarly, if you become aware of any potential or threatened litigation, investigation or regulatory or administrative proceeding, you must immediately contact LCD.

You must take all necessary steps to comply with any notices from LCD regarding the preservation of information, documents or materials in connection with litigation, investigations, or regulatory or administrative proceedings. Failure to comply with an obligation to preserve such information may expose Morgan Stanley, and you personally, to potentially severe civil and criminal sanctions.

Communications with Governmental, Regulatory and Administrative Authorities

LCD supervises contacts with governmental, regulatory and administrative authorities, as well as attorneys for private litigants, regarding subpoenas, investigations, inquiries and requests. Do not initiate any such contacts without coordinating with LCD, and if you are contacted directly, promptly notify LCD.

The Government Relations Department supervises other contacts with governmental and legislative officials. You must obtain prior approval from the Government Relations Department before contacting any legislative official (for example, a Member of the U.S. Congress, U.K. or EU parliament, or equivalent state, provincial or local official, and related personal or committee staff) on the Firm's behalf. Please contact the Morgan Stanley Government Relations department for more information.

You may communicate lawfully with any governmental or regulatory body or official in the U.S. (i) regarding a possible violation of any fair employment practices law or (ii) in accordance with any other law giving you a right to make lawful communications concerning possible violations of law, as long as such communications are not on Morgan Stanley's behalf. You have the right to communicate lawfully with these organizations or officials directly concerning such matters. Please also refer to the section on *Raising Concerns and Reporting Misconduct*.

For More Information

Please refer to the *Code of Conduct InfoPage* and the LCD Portal for more information about the Code and our policies. You can access the LCD Portal by typing "law," "compliance" or "legal" into the search bar on Morgan Stanley Today.

Please contact your supervisor or your Compliance Department coverage professional if you have any questions about the Code of Conduct. Compliance Department contacts worldwide are listed on the LCD Portal.

INTEGRITY HOTLINE

866-448-8434 (Global, outside of Europe)

866-940-6738 (Europe)

24 hours a day, 7 days a week

Callers outside of the U.S. should dial their country's AT&T access code and wait for the tone before dialing the toll-free number.

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