



Morgan Stanley & Co. Incorporated
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**SEC-Required Report on Routing of Customer Orders
For Quarter Ending December 31, 2001**

The Securities and Exchange Commission ("SEC" or "Commission") recently adopted SEC Rule 11Ac1-6 (the "Rule") requiring all brokerage firms to make publicly available quarterly reports that present a general overview of the Firm's routing of non-directed customer orders in covered equity and option securities. Non-directed orders are orders that customers have not specifically instructed to be routed to a specific destination. For these non-directed orders, Morgan Stanley has selected the execution venue on behalf of its customers. In addition, Morgan Stanley must identify the significant venues to which it routed customer orders for execution during the applicable quarter. To obtain information about the rule, you may access the following web site addresses: <http://www.sec.gov/rules/final/34-43590.htm> and <http://www.sec.gov/interps/legal/mrslb13a.htm>

The report is divided into four sections: one for securities listed on the New York Stock Exchange and reported as a Network A eligible security; one for securities listed on The Nasdaq Stock Market; one for securities listed on the American Stock Exchange or regional exchanges and reported as a Network B eligible security; and one for exchange-listed options. For each section, this report identifies the venues most often selected by Morgan Stanley, sets forth the percentage of various types of orders routed to the venues, and discusses the material aspects, if any, of Morgan Stanley's relationship with the venues.

Securities Listed on New York Stock Exchange/Network A Eligible Security

Summary Statistics:

Non-directed orders as percentage of total customer orders	100.00%
Market orders as percentage of total non-directed orders	6.295%
Limit orders as percentage of total non-directed orders	0.339%
Other orders as percentage of total non-directed orders	93.366%

Venues Receiving Significant Percentage of Total Non-Directed Orders:

1. New York Stock Exchange (NYSE)	97.768%
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Information Concerning Significant Venues:

1. NYSE

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	94.454%
Limit orders as percentage of total limit orders	78.440%
Other orders as percentage of total other orders	98.061%

Material Aspects of Relationship with Venue:

N/A

Securities Listed On The Nasdaq Stock Market

Summary Statistics:

Non-directed orders as percentage of total customer orders	100.000%
Market orders as percentage of total non-directed orders	45.924%
Limit orders as percentage of total non-directed orders	17.403%
Other orders as percentage of total non-directed orders	36.674%

Venues Receiving Significant Percentage of Total Non-Directed Orders:

1. Morgan Stanley & Co. Incorporated (MSCO)	75.631%
2. The Island ECN (ISLD)	23.292%

Information Concerning Significant Venues:

1. MSCO

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	99.012%
Limit orders as percentage of total limit orders	99.241%
Other orders as percentage of total other orders	35.149%

Material Aspects of Relationship with Venue:

Morgan Stanley's superior order execution performance has enabled it to attract large amounts of both institutional and retail order flow. Morgan Stanley utilizes various automated systems for its OTC market making, including, but not limited to, significant "automatic execution" capabilities. These automated systems and the interaction between these two sources of order flow, provide considerable opportunities for liquidity, quick turnaround and nearly instantaneous access to a broad array of market centers. Morgan Stanley may internalize customer order flow to allow the customer to benefit from this pool of liquidity and to offer this order flow improved opportunities for price improvement.

Such internalization may enable Morgan Stanley to share in the profits, if any, generated by trading as principal with customer orders.

2. ISLD

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0.018%
Limit orders as percentage of total limit orders	0.007%
Other orders as percentage of total other orders	63.486%

Material Aspects of Relationship with Venue:

N/A

Securities Listed on American Stock Exchange or Regional Exchanges/Network B Eligible Security

Summary Statistics:

Non-directed orders as percentage of total customer orders	100.000%
Market orders as percentage of total non-directed orders	6.375%
Limit orders as percentage of total non-directed orders	0.719%
Other orders as percentage of total non-directed orders	92.906%

Venues Receiving Significant Percentage of Total Non-Directed Orders:

1. American Stock Exchange (AMEX)	95.677%
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Information Concerning Significant Venues:

1. AMEX

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	88.077%
Limit orders as percentage of total limit orders	98.864%
Other orders as percentage of total other orders	96.173%

Material Aspects of Relationship with Venue:

N/A

Exchange-Listed Options

Summary Statistics:

Non-directed orders as percentage of total customer orders	100.00%
Market orders as percentage of total non-directed orders	4.973%
Limit orders as percentage of total non-directed orders	72.189%
Other orders as percentage of total non-directed orders	22.838%

Venues Receiving Significant Percentage of Total Non-Directed Orders:

1. Chicago Board Options Exchange (CBOE)	84.486%
2. International Securities Exchange (ISE)	6.595%

Information Concerning Significant Venues:

1. CBOE

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	60.870%
Limit orders as percentage of total limit orders	86.634%
Other orders as percentage of total other orders	82.840%

Material Aspects of Relationship with Venue:

N/A

2. ISE

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	19.565%
Limit orders as percentage of total limit orders	5.466%
Other orders as percentage of total other orders	7.337%

Material Aspects of Relationship with Venue:

Morgan Stanley is a Primary Market Maker in 2 bins and a Competitive Market Maker in 8 bins on the ISE.

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To better inform you of Morgan Stanley's performance as a market center, the Reports may contain data that is in addition to that, which is required by the Disclosure Rules.

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