

# Morgan Stanley

## **Morgan Stanley & Co. LLC**

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New York, NY 10036

### **SEC-Required Report on Routing of Customer Orders For Quarter Ending December 31, 2013**

The Securities and Exchange Commission ("SEC" or "Commission") Rule 606 (the "Rule") requires 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 & Co. LLC ("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/interp/legals/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. In addition, at the end of the report, there is a General Disclosure section that provides additional information relevant to Morgan Stanley's order routing and handling practices.

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

##### **Summary Statistics:**

Non-directed orders as percentage of total customer orders	2%
Market orders as percentage of total non-directed orders	12%
Limit orders as percentage of total non-directed orders	1%
Other orders as percentage of total non-directed orders	87%

##### **Venues Receiving Significant Percentage of Total Non-Directed Orders:**

NASDAQ	25%
MSCO	21%
New York Stock Exchange (NYSE)	20%
EDGX	8%
BATS	7%
SOHO	7%
ARCA	7%

## Information Concerning Significant Venues:

### 1. NASDAQ

#### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	14%
Other orders as percentage of total other orders	28%

### 2. MSCO

#### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	18%
Limit orders as percentage of total limit orders	61%
Other orders as percentage of total other orders	21%

Morgan Stanley executes 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, “automatic execution” capabilities. These automated systems and the interaction between these two sources of order flow, provide considerable opportunities for liquidity, quick turnaround and 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 this activity.

### 3. NYSE

#### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	5%
Limit orders as percentage of total limit orders	7%
Other orders as percentage of total other orders	22%

### 4. EDGX

#### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	0%
Other orders as percentage of total other orders	10%

### 5. BATS

#### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	4%
Other orders as percentage of total other orders	8%

Morgan Stanley maintains an indirect ownership interest in BATS Trading, which stands to appreciate as a result of any profits BATS Trading generates from the execution of orders.

### 6. SOHO

#### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	55%
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Limit orders as percentage of total limit orders	6%
Other orders as percentage of total other orders	0%

7. ARCA

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	3%
Other orders as percentage of total other orders	7%

**Securities Listed on The NASDAQ Stock Market**

Summary Statistics:

Non-directed orders as percentage of total customer orders	2%
Market orders as percentage of total non-directed orders	9%
Limit orders as percentage of total non-directed orders	2%
Other orders as percentage of total non-directed orders	90%

Venues Receiving Significant Percentage of Total Non-Directed Orders:

NASDAQ	30%
ARCA	22%
MSCO	19%
EDGX	9%
BATS	7%
SOHO	5%

Information Concerning Significant Venues:

1. NASDAQ

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	6%
Limit orders as percentage of total limit orders	9%
Others orders as percentage of total other orders	32%

2. ARCA

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	9%
Other orders as percentage of total other orders	25%

3. MSCO

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	19%
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Limit orders as percentage of total limit orders	71%
Other orders as percentage of total other orders	18%

Morgan Stanley executes 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, “automatic execution” capabilities. These automated systems and the interaction between these two sources of order flow, provide considerable opportunities for liquidity, quick turnaround and 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 this activity.

#### 4. EDGX

##### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	0%
Other orders as percentage of total other orders	10%

#### 5. BATS

##### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	2%
Other orders as percentage of total other orders	8%

Morgan Stanley maintains an indirect ownership interest in BATS Trading, which stands to appreciate as a result of any profits BATS Trading generates from the execution of orders.

#### 6. SOHO

##### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	53%
Limit orders as percentage of total limit orders	5%
Other orders as percentage of total other orders	0%

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

#### Summary Statistics:

Non-directed orders as percentage of total customer orders	1%
Market orders as percentage of total non-directed orders	47%
Limit orders as percentage of total non-directed orders	2%
Other orders as percentage of total non-directed orders	51%

#### Venues Receiving Significant Percentage of Total Non-Directed Orders:

SOHO	30%
MSCO	16%

ARCA	16%
CDRG	9%
NASDAQ	9%
BATS	5%
EDGX	4%
NQBX	3%
ETMM	3%

Information Concerning Significant Venues:

1. SOHO

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	62%
Limit orders as percentage of total limit orders	12%
Other orders as a percentage of total other orders	0%

2. MSCO

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	10%
Limit orders as percentage of total limit orders	52%
Other orders as percentage of total other orders	20%

Morgan Stanley executes 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, “automatic execution” capabilities. These automated systems and the interaction between these two sources of order flow, provide considerable opportunities for liquidity, quick turnaround and 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 this activity.

3. ARCA

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	3%
Limit orders as percentage of total limit orders	13%
Other orders as a percentage of total other orders	27%

4. CDRG

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	18%
Limit orders as percentage of total limit orders	6%
Other orders as percentage of total other orders	1%

5. NASDAQ

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	9%

Other orders as a percentage of total other orders	17%
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#### 6. BATS

##### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	4%
Other orders as a percentage of total other orders	9%

Morgan Stanley maintains an indirect ownership interest in BATS Trading, which stands to appreciate as a result of any profits BATS Trading generates from the execution of orders.

#### 7. EDGX

##### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	0%
Other orders as a percentage of total other orders	7%

#### 8. NQBX

##### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	0%
Limit orders as percentage of total limit orders	0%
Other orders as a percentage of total other orders	6%

#### 9. ETMM

##### Types of Orders Routed to Venue:

Market orders as percentage of total market orders	6%
Limit orders as percentage of total limit orders	2%
Other orders as percentage of total other orders	0%

### **Exchange-Listed Options**

#### Summary Statistics:

Non-directed orders as percentage of total customer orders	100%
Market orders as percentage of total non-directed orders	5%
Limit orders as percentage of total non-directed orders	29%
Other orders as percentage of total non-directed orders	66%

#### Venues Receiving Significant Percentage of Total Non-Directed Orders:

ARCA	37%
ISE	31%
NASDAQ	16%
CBOE	12%
MIAX	*

#### Information Concerning Significant Venues:

#### 1. ARCA

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	1%
Limit orders as percentage of total limit orders	34%
Other orders as percentage of total other orders	41%

Morgan Stanley is a Market Maker on ARCA and may realize profits from these orders.

2. ISE

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	1%
Limit orders as percentage of total limit orders	0%
Other orders as percentage of total other orders	46%

Morgan Stanley is a Primary Market Maker in 1 bin and a Competitive Market Maker on the ISE and may realize profits from these orders.

3. NASDAQ

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	1%
Limit orders as percentage of total limit orders	35%
Other orders as percentage of total other orders	8%

Morgan Stanley is a Market Maker on NASDAQ and may realize profits from these orders.

4. CBOE

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	74%
Limit orders as percentage of total limit orders	21%
Other orders as percentage of total other orders	4%

Morgan Stanley is a Market Maker on CBOE and may realize profits from these orders.

5. \*MIAX

Types of Orders Routed to Venue:

Market orders as percentage of total market orders	8%
Limit orders as percentage of total limit orders	1%
Other orders as percentage of total other orders	0%

Morgan Stanley holds warrants to acquire an indirect ownership interest in MIAX, which become exercisable, conveying a benefit upon Morgan Stanley, in the event that Morgan Stanley meets certain order execution thresholds on MIAX. Morgan Stanley is a Market Maker on MIAX and may realize profits from these orders.

## **General Disclosures**

### **Equities Payment for Order Flow**

Morgan Stanley routes customer equity orders to national securities exchanges, alternative trading systems (ATSs), including electronic communications networks (ECNs), and other market centers. Certain market centers offer cash credits for orders that provide liquidity to their books and charge explicit fees for orders that extract liquidity from their books. From time to time, the amount of credits that Morgan Stanley receives from one or more such market centers may exceed the amount that Morgan Stanley is charged. Such payments constitute payment for order flow.

### **Options Payment for Order Flow and Preferencing Arrangements**

Morgan Stanley participates in Exchange-sponsored listed options payment for order flow programs and accepts payment for order flow for certain listed options orders. In the course of providing liquidity, Morgan Stanley may preference certain options orders to the Firm's options market maker, or third party market makers for execution.

### **Ownership Interests**

In addition to the ownership interests disclosed in the prior sections, Morgan Stanley or certain affiliates also hold minority stakes in other market centers which stand to appreciate as a result of any profits generated from the execution of customer orders.

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