

MORGAN STANLEY
Form 10-Q
May 04, 2015
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2015

OR

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

EXCHANGE ACT OF 1934

Commission File Number 1-11758

(Exact Name of Registrant as specified in its charter)

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

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

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

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

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Large Accelerated Filer
Non-Accelerated Filer

Accelerated Filer
Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 30, 2015, there were 1,970,026,803 shares of the Registrant's Common Stock, par value \$0.01 per share, outstanding.

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QUARTERLY REPORT ON FORM 10-Q

For the quarter ended March 31, 2015

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AVAILABLE INFORMATION

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

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

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

Amended and Restated Certificate of Incorporation;

Amended and Restated Bylaws;

Charters for its Audit Committee; Operations and Technology Committee; Compensation, Management Development and Succession Committee; Nominating and Governance Committee; and Risk Committee;

Corporate Governance Policies;

Policy Regarding Communication with the Board of Directors;

Policy Regarding Director Candidates Recommended by Shareholders;

Policy Regarding Corporate Political Activities;

Policy Regarding Shareholder Rights Plan;

Code of Ethics and Business Conduct;

Code of Conduct; and

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Integrity Hotline information.

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

Table of Contents**Part I Financial Information.****Item 1. Financial Statements.****MORGAN STANLEY****Condensed Consolidated Statements of Financial Condition****(dollars in millions, except share data)****(unaudited)**

	March 31, 2015	December 31, 2014
Assets		
Cash and due from banks (\$43 and \$45 at March 31, 2015 and December 31, 2014, respectively, related to consolidated variable interest entities, generally not available to the Company)	\$ 19,683	\$ 21,381
Interest bearing deposits with banks	20,610	25,603
Cash deposited with clearing organizations or segregated under federal and other regulations or requirements (\$156 and \$149 at March 31, 2015 and December 31, 2014, respectively, related to consolidated variable interest entities, generally not available to the Company)	40,340	40,607
Trading assets, at fair value (\$134,954 and \$127,342 were pledged to various parties at March 31, 2015 and December 31, 2014, respectively) (\$905 and \$966 at March 31, 2015 and December 31, 2014, respectively, related to consolidated variable interest entities, generally not available to the Company)	259,160	256,801
Investment securities (includes \$67,830 and \$69,216 at fair value at March 31, 2015 and December 31, 2014, respectively)	69,462	69,316
Securities received as collateral, at fair value	22,328	21,316
Securities purchased under agreements to resell (includes \$1,112 and \$1,113 at fair value at March 31, 2015 and December 31, 2014, respectively)	91,232	83,288
Securities borrowed	150,365	136,708
Customer and other receivables	56,733	48,961
Loans:		
Held for investment (net of allowances of \$165 and \$149 at March 31, 2015 and December 31, 2014, respectively)	60,446	57,119
Held for sale	8,257	9,458
Other investments (\$449 and \$467 at March 31, 2015 and December 31, 2014, respectively, related to consolidated variable interest entities, generally not available to the Company)	4,321	4,355
Premises, equipment and software costs (net of accumulated depreciation of \$6,408 and \$6,219 at March 31, 2015 and December 31, 2014, respectively) (\$190 and \$191 at March 31, 2015 and December 31, 2014, respectively, related to consolidated variable interest entities, generally not available to the Company)	6,141	6,108
Goodwill	6,597	6,588
Intangible assets (net of accumulated amortization of \$1,896 and \$1,824 at March 31, 2015 and December 31, 2014, respectively) (includes \$5 and \$6 at fair value at March 31, 2015 and December 31, 2014, respectively)	3,064	3,159
Other assets (\$59 at March 31, 2015 and December 31, 2014, related to consolidated variable interest entities, generally not available to the Company)	10,360	10,742
Total assets	\$ 829,099	\$ 801,510
Liabilities		
Deposits	\$ 135,815	\$ 133,544
Short-term borrowings (includes \$2,468 and \$1,765 at fair value at March 31, 2015 and December 31, 2014, respectively)	2,879	2,261
Trading liabilities, at fair value (\$1 at March 31, 2015 and December 31, 2014, related to consolidated variable interest entities, generally non-recourse to the Company)	125,057	107,381
Obligation to return securities received as collateral, at fair value	27,384	25,685
Securities sold under agreements to repurchase (includes \$605 and \$612 at fair value at March 31, 2015 and December 31, 2014, respectively)	61,488	69,949
Securities loaned	25,527	25,219
Other secured financings (includes \$4,241 and \$4,504 at fair value at March 31, 2015 and December 31, 2014, respectively) (\$321 and \$348 at March 31, 2015 and December 31, 2014, respectively, related to consolidated variable interest entities, generally non-recourse to the Company)	12,207	12,085

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Customer and other payables	190,175	181,069
Other liabilities and accrued expenses (\$68 and \$72 at March 31, 2015 and December 31, 2014, respectively, related to consolidated variable interest entities, generally non-recourse to the Company)	17,556	19,441
Long-term borrowings (includes \$31,261 and \$31,774 at fair value at March 31, 2015 and December 31, 2014, respectively)	155,545	152,772
Total liabilities	753,633	729,406
Commitments and contingent liabilities (see Note 11)		
Equity		
Morgan Stanley shareholders' equity:		
Preferred stock (see Note 13)	7,520	6,020
Common stock, \$0.01 par value:		
Shares authorized: 3,500,000,000 at March 31, 2015 and December 31, 2014;		
Shares issued: 2,038,893,979 at March 31, 2015 and December 31, 2014;		
Shares outstanding: 1,971,443,739 and 1,950,980,142 at March 31, 2015 and December 31, 2014, respectively	20	20
Additional paid-in capital	23,355	24,249
Retained earnings	46,740	44,625
Employee stock trusts	2,431	2,127
Accumulated other comprehensive loss	(1,266)	(1,248)
Common stock held in treasury, at cost, \$0.01 par value:		
Shares outstanding: 67,450,240 and 87,913,837 at March 31, 2015 and December 31, 2014, respectively	(2,207)	(2,766)
Common stock issued to employee stock trusts	(2,431)	(2,127)
Total Morgan Stanley shareholders' equity	74,162	70,900
Nonredeemable noncontrolling interests	1,304	1,204
Total equity	75,466	72,104
Total liabilities and equity	\$ 829,099	\$ 801,510

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**MORGAN STANLEY****Condensed Consolidated Statements of Income****(dollars in millions, except share and per share data)****(unaudited)**

	Three Months Ended March 31,	
	2015	2014
Revenues:		
Investment banking	\$ 1,357	\$ 1,308
Trading	3,650	2,962
Investments	266	359
Commissions and fees	1,186	1,216
Asset management, distribution and administration fees	2,681	2,549
Other	171	294
Total non-interest revenues	9,311	8,688
Interest income	1,484	1,343
Interest expense	888	1,035
Net interest	596	308
Net revenues	9,907	8,996
Non-interest expenses:		
Compensation and benefits	4,524	4,306
Occupancy and equipment	342	361
Brokerage, clearing and exchange fees	463	443
Information processing and communications	415	424
Marketing and business development	150	147
Professional services	486	453
Other	672	492
Total non-interest expenses	7,052	6,626
Income from continuing operations before income taxes	2,855	2,370
Provision for income taxes	387	785
Income from continuing operations	2,468	1,585
Discontinued operations:		
Income (loss) from discontinued operations before income taxes	(8)	(2)
Provision for (benefit from) income taxes	(3)	(1)
Income (loss) from discontinued operations	(5)	(1)
Net income	\$ 2,463	\$ 1,584
Net income applicable to nonredeemable noncontrolling interests	69	79
Net income applicable to Morgan Stanley	\$ 2,394	\$ 1,505
Preferred stock dividends and other	80	56

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Earnings applicable to Morgan Stanley common shareholders	\$ 2,314	\$ 1,449
Amounts applicable to Morgan Stanley:		
Income from continuing operations	\$ 2,399	\$ 1,506
Income (loss) from discontinued operations	(5)	(1)
Net income applicable to Morgan Stanley	\$ 2,394	\$ 1,505
Earnings per basic common share:		
Income from continuing operations	\$ 1.21	\$ 0.75
Income (loss) from discontinued operations	(0.01)	
Earnings per basic common share	\$ 1.20	\$ 0.75
Earnings per diluted common share:		
Income from continuing operations	\$ 1.18	\$ 0.74
Income (loss) from discontinued operations		
Earnings per diluted common share	\$ 1.18	\$ 0.74
Dividends declared per common share	\$ 0.10	\$ 0.05
Average common shares outstanding:		
Basic	1,924,122,199	1,924,270,160
Diluted	1,962,996,441	1,969,652,798

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**MORGAN STANLEY****Condensed Consolidated Statements of Comprehensive Income****(dollars in millions)****(unaudited)**

	Three Months Ended	
	March 31,	
	2015	2014
Net income	\$ 2,463	\$ 1,584
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments(1)	\$ (222)	\$ 66
Amortization of cash flow hedges(2)	1	1
Change in net unrealized gains on available for sale securities(3)	200	74
Pension, postretirement and other related adjustments(4)	1	2
Total other comprehensive income (loss)	\$ (20)	\$ 143
Comprehensive income	\$ 2,443	\$ 1,727
Net income applicable to nonredeemable noncontrolling interests	69	79
Other comprehensive income (loss) applicable to nonredeemable noncontrolling interests	(2)	18
Comprehensive income applicable to Morgan Stanley	\$ 2,376	\$ 1,630

(1) Amounts include provision for (benefit from) income taxes of \$174 million and \$(56) million for the quarters ended March 31, 2015 and 2014, respectively.

(2) Amount includes provision for income taxes of \$1 million for the quarter ended March 31, 2014.

(3) Amounts include provision for income taxes of \$121 million and \$51 million for the quarters ended March 31, 2015 and 2014, respectively.

(4) Amount includes provision for income taxes of \$1 million for the quarter ended March 31, 2014.

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**MORGAN STANLEY****Condensed Consolidated Statements of Cash Flows****(dollars in millions)****(unaudited)**

	Three Months Ended March 31,	
	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 2,463	\$ 1,584
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		
Income from equity method investments	(38)	(56)
Compensation payable in common stock and options	295	311
Depreciation and amortization	321	326
Net gain on sale of available for sale securities	(25)	(6)
Impairment charges	21	33
Provision (release) for credit losses on lending activities	63	(10)
Other operating activities	56	(113)
Changes in assets and liabilities:		
Cash deposited with clearing organizations or segregated under federal and other regulations or requirements	267	(4,448)
Trading assets, net of Trading liabilities	11,414	30,790
Securities borrowed	(13,657)	(17,888)
Securities loaned	308	(429)
Customer and other receivables and other assets	(6,257)	(1,241)
Customer and other payables and other liabilities	8,052	16,866
Securities purchased under agreements to resell	(7,944)	10,554
Securities sold under agreements to repurchase	(8,394)	(31,492)
Net cash provided by (used for) operating activities	(13,055)	4,781
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from (payments for):		
Premises, equipment and software, net	(320)	2
Business dispositions, net of cash disposed		135
Loans:		
Originations and purchases	(11,622)	(10,814)
Maturities, payments and sales	8,956	6,254
Investment securities:		
Purchases	(15,067)	(8,188)
Proceeds from sales	13,810	1,853
Proceeds from paydowns and maturities	1,290	981
Other investing activities	48	(41)
Net cash used for investing activities	(2,905)	(9,818)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net proceeds from (payments for):		
Short-term borrowings	618	(356)
Nonredeemable noncontrolling interests	(2)	(9)
Other secured financings	399	(1,719)
Deposits	2,271	4,269
Proceeds from:		
Excess tax benefits associated with stock-based awards	173	84
Derivatives financing activities	226	150
Issuance of preferred stock, net of issuance costs	1,493	
Issuance of long-term borrowings	11,339	7,701

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Payments for:		
Long-term borrowings	(5,334)	(8,786)
Derivatives financing activities	(83)	
Repurchases of common stock and employee tax withholdings	(839)	(672)
Cash dividends	(310)	(143)
Net cash provided by financing activities	9,951	519
Effect of exchange rate changes on cash and cash equivalents	(682)	59
Net decrease in cash and cash equivalents	(6,691)	(4,459)
Cash and cash equivalents, at beginning of period	46,984	59,883
Cash and cash equivalents, at end of period	\$ 40,293	\$ 55,424
Cash and cash equivalents include:		
Cash and due from banks	\$ 19,683	\$ 13,785
Interest bearing deposits with banks	20,610	41,639
Cash and cash equivalents, at end of period	\$ 40,293	\$ 55,424

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Cash payments for interest were \$580 million and \$606 million for the quarters ended March 31, 2015 and 2014, respectively.

Cash payments for income taxes were \$119 million and \$128 million for the quarters ended March 31, 2015 and 2014, respectively.

See Notes to Condensed Consolidated Financial Statements.

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Condensed Consolidated Statements of Changes in Total Equity

Three Months Ended March 31, 2015 and 2014

(dollars in millions)

(unaudited)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Employee Stock Trusts	Accumulated Other Comprehensive Income (Loss)	Common Stock Held in Treasury at Cost	Common Stock Issued to Employee Stock Trusts	Non- redeemable Non- controlling Interests	Total Equity
BALANCE AT DECEMBER 31, 2014	\$ 6,020	\$ 20	\$ 24,249	\$ 44,625	\$ 2,127	\$ (1,248)	\$ (2,766)	\$ (2,127)	\$ 1,204	\$ 72,104
Net income applicable to Morgan Stanley				2,394						2,394
Net income applicable to nonredeemable noncontrolling interests									69	69
Dividends				(279)						(279)
Shares issued under employee plans and related tax effects			(887)		304		1,398	(304)		511
Repurchases of common stock and employee tax withholdings							(839)			(839)
Net change in Accumulated other comprehensive income						(18)			(2)	(20)
Issuance of preferred stock	1,500		(7)							1,493
Other net increases									33	33
BALANCE AT MARCH 31, 2015	\$ 7,520	\$ 20	\$ 23,355	\$ 46,740	\$ 2,431	\$ (1,266)	\$ (2,207)	\$ (2,431)	\$ 1,304	\$ 75,466
BALANCE AT DECEMBER 31, 2013	\$ 3,220	\$ 20	\$ 24,570	\$ 42,172	\$ 1,718	\$ (1,093)	\$ (2,968)	\$ (1,718)	\$ 3,109	\$ 69,030
Net income applicable to Morgan Stanley				1,505						1,505
Net income applicable to nonredeemable noncontrolling interests									79	79
Dividends				(155)						(155)
Shares issued under employee plans and related tax effects			(1,206)		381		1,553	(381)		347
Repurchases of common stock and employee tax withholdings							(672)			(672)
Net change in Accumulated other comprehensive income						125			18	143
Other net decreases									(9)	(9)
BALANCE AT MARCH 31, 2014	\$ 3,220	\$ 20	\$ 23,364	\$ 43,522	\$ 2,099	\$ (968)	\$ (2,087)	\$ (2,099)	\$ 3,197	\$ 70,268

See Notes to Condensed Consolidated Financial Statements.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Introduction and Basis of Presentation.

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

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

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

Wealth Management provides brokerage and investment advisory services to individual investors and small-to-medium sized businesses and institutions covering various investment alternatives; financial and wealth planning services; annuity and other insurance products; credit and other lending products; cash management services; and retirement services; and engages in fixed income trading, which primarily facilitates clients trading or investments in such securities.

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

CanTerm. On March 27, 2014, the Company completed the sale of Canterm Canadian Terminals Inc. (CanTerm), a public storage terminal operator for refined products with two distribution terminals in Canada. As a result of the Company s level of continuing involvement with CanTerm, the results of CanTerm are reported as a component of continuing operations within the Company s Institutional Securities business segment for all periods presented. The gain on sale was approximately \$45 million.

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

The condensed consolidated financial statements should be read in conjunction with the Company s consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2014 (the 2014 Form 10-K). The condensed consolidated financial statements reflect all adjustments of a normal recurring nature that are, in the opinion of management, necessary for the fair presentation of the results for the interim period. The results of operations for interim periods are not necessarily indicative of results for the entire year.

Prior period amounts have been recast for the Company s adoption of Investments in Qualified Affordable Housing Projects, which the Company adopted on April 1, 2014.

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

Consolidation. The condensed consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries and other entities in which the Company has a controlling financial interest, including certain variable interest entities (VIE) (see Note 6). For consolidated subsidiaries that are less than wholly owned, the third-party holdings of equity interests are referred to as noncontrolling interests. The net income attributable to noncontrolling interests for such subsidiaries is presented as Net income (loss) applicable to nonredeemable noncontrolling interests in the Company's condensed consolidated statements of income. The portion of shareholders' equity of such subsidiaries that is attributable to noncontrolling interests for such subsidiaries is presented as Nonredeemable noncontrolling interests, a component of total equity, in the Company's condensed consolidated statements of financial condition.

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

For investments in entities in which the Company does not have a controlling financial interest but has significant influence over operating and financial decisions, the Company generally applies the equity method of accounting with net gains and losses recorded within Other revenues (see Note 19). Where the Company has elected to measure certain eligible investments at fair value in accordance with the fair value option, net gains and losses are recorded within Investments revenues (see Note 3).

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

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

Income Statement Presentation. The Company, through its subsidiaries and affiliates, provides a wide variety of products and services to a large and diversified group of clients and customers, including corporations, governments, financial institutions and individuals. In connection with the delivery of the various products and services to clients, the Company manages its revenues and related expenses in the aggregate. As such, when assessing the performance of its businesses, primarily in its Institutional Securities business segment, the Company considers its trading, investment banking, commissions and fees, and interest income, along with the associated interest expense, as one integrated activity.

2. Significant Accounting Policies.

For a detailed discussion about the Company's significant accounting policies, see Note 2 to the consolidated financial statements in the 2014 Form 10-K.

During the quarter ended March 31, 2015, other than the following, there were no significant updates made to the Company's significant accounting policies.

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

Accounting Standards Adopted.

Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. In January 2014, the FASB issued an accounting update clarifying when an in-substance repossession or foreclosure occurs; that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. This guidance became effective for the Company beginning January 1, 2015 and will be applied prospectively. The adoption of this guidance did not have an impact on the Company's condensed consolidated financial statements.

Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. In June 2014, the FASB issued an accounting update requiring repurchase-to-maturity transactions be accounted for as secured borrowings consistent with the accounting for other repurchase agreements. This accounting update also requires separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty (a repurchase financing), which will result in secured borrowing accounting for the repurchase agreement. This guidance became effective for the Company beginning January 1, 2015. In addition, new disclosures are required for sales of financial assets where the Company retains substantially all the exposure throughout the term and for the collateral pledged and remaining maturity of repurchase and securities lending agreements, which are effective January 1, 2015, and April 1, 2015, respectively. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

3. Fair Value Disclosures.

Fair Value Measurements.

For a description of the valuation techniques applied to the Company's major categories of assets and liabilities measured at fair value on a recurring basis, see Note 4 to the consolidated financial statements in the 2014 Form 10-K.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

The following fair value hierarchy tables present information about the Company's assets and liabilities measured at fair value on a recurring basis at March 31, 2015 and December 31, 2014.

Assets and Liabilities Measured at Fair Value on a Recurring Basis at March 31, 2015.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting	Balance at March 31, 2015
	(dollars in millions)				
Assets at Fair Value					
Trading assets:					
U.S. government and agency securities:					
U.S. Treasury securities	\$ 17,077	\$	\$	\$	\$ 17,077
U.S. agency securities	794	20,542			21,336
Total U.S. government and agency securities	17,871	20,542			38,413
Other sovereign government obligations	17,844	8,582	11		26,437
Corporate and other debt:					
State and municipal securities		2,389			2,389
Residential mortgage-backed securities		1,772	296		2,068
Commercial mortgage-backed securities		1,373	180		1,553
Asset-backed securities		854	67		921
Corporate bonds		15,089	424		15,513
Collateralized debt and loan obligations		668	822		1,490
Loans and lending commitments		6,605	4,789		11,394
Other debt		2,368	486		2,854
Total corporate and other debt		31,118	7,064		38,182
Corporate equities(1)	108,266	765	230		109,261
Derivative and other contracts:					
Interest rate contracts	759	492,341	2,021		495,121
Credit contracts		27,064	988		28,052
Foreign exchange contracts	134	88,293	356		88,783
Equity contracts	702	49,364	1,308		51,374
Commodity contracts	4,623	14,799	3,350		22,772
Other		332			332
Netting(2)	(5,658)	(557,465)	(4,682)	(79,871)	(647,676)
Total derivative and other contracts	560	114,728	3,341	(79,871)	38,758
Investments:					
Private equity funds			2,523		2,523
Real estate funds		7	1,726		1,733
Hedge funds		321	362		683
Principal investments	55	1	829		885
Other	213	145	391		749
Total investments	268	474	5,831		6,573

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Physical commodities		1,536			1,536
Total trading assets	144,809	177,745	16,477	(79,871)	259,160
AFS securities	34,134	33,696			67,830
Securities received as collateral	22,249	46	33		22,328
Securities purchased under agreements to resell		1,112			1,112
Intangible assets(3)			5		5
Total assets measured at fair value	\$ 201,192	\$ 212,599	\$ 16,515	\$ (79,871)	\$ 350,435

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting	Balance at March 31, 2015
(dollars in millions)					
Liabilities at Fair Value					
Short-term borrowings	\$	\$ 2,468	\$	\$	\$ 2,468
Trading liabilities:					
U.S. government and agency securities:					
U.S. Treasury securities	14,714				14,714
U.S. agency securities	797	247			1,044
Total U.S. government and agency securities	15,511	247			15,758
Other sovereign government obligations	15,740	2,336			18,076
Corporate and other debt:					
State and municipal securities		8			8
Corporate bonds		5,447	23		5,470
Unfunded lending commitments		6			6
Other debt		13	23		36
Total corporate and other debt		5,474	46		5,520
Corporate equities(1)	38,250	226	50		38,526
Derivative and other contracts:					
Interest rate contracts	682	465,492	2,517		468,691
Credit contracts		26,091	1,972		28,063
Foreign exchange contracts	84	88,496	59		88,639
Equity contracts	794	54,805	3,780		59,379
Commodity contracts	4,957	13,769	2,005		20,731
Other		84			84
Netting(2)	(5,658)	(557,465)	(4,682)	(50,605)	(618,410)
Total derivative and other contracts	859	91,272	5,651	(50,605)	47,177
Total trading liabilities	70,360	99,555	5,747	(50,605)	125,057
Obligation to return securities received as collateral	27,303	48	33		27,384
Securities sold under agreements to repurchase		451	154		605
Other secured financings		4,108	133		4,241
Long-term borrowings		29,523	1,738		31,261
Total liabilities measured at fair value	\$ 97,663	\$ 136,153	\$ 7,805	\$ (50,605)	\$ 191,016

AFS - available for sale

- (1) The Company holds or sells short for trading purposes equity securities issued by entities in diverse industries and of varying size.
- (2) For positions with the same counterparty that cross over the levels of the fair value hierarchy, both counterparty netting and cash collateral netting are included in the column titled Counterparty and Cash Collateral Netting. For contracts with the same counterparty, counterparty netting among positions classified within the same level is included within that level. For further information on derivative instruments and hedging activities, see Note 10.

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(3) Amount represents mortgage servicing rights (MSRs) accounted for at fair value.

Transfers Between Level 1 and Level 2 During the Quarter Ended March 31, 2015.

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

During the quarter ended March 31, 2015, there were no material transfers between Level 1 and Level 2.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)****Assets and Liabilities Measured at Fair Value on a Recurring Basis at December 31, 2014.**

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting	Balance at December 31, 2014
	(dollars in millions)				
Assets at Fair Value					
Trading assets:					
U.S. government and agency securities:					
U.S. Treasury securities	\$ 16,961	\$	\$	\$	\$ 16,961
U.S. agency securities	850	18,193			19,043
Total U.S. government and agency securities	17,811	18,193			36,004
Other sovereign government obligations	15,149	7,888	41		23,078
Corporate and other debt:					
State and municipal securities		2,049			2,049
Residential mortgage-backed securities		1,991	175		2,166
Commercial mortgage-backed securities		1,484	96		1,580
Asset-backed securities		583	76		659
Corporate bonds		15,800	386		16,186
Collateralized debt and loan obligations		741	1,152		1,893
Loans and lending commitments		6,088	5,874		11,962
Other debt		2,167	285		2,452
Total corporate and other debt		30,903	8,044		38,947
Corporate equities(1)	112,490	1,357	272		114,119
Derivative and other contracts:					
Interest rate contracts	663	495,026	2,484		498,173
Credit contracts		30,813	1,369		32,182
Foreign exchange contracts	83	72,769	249		73,101
Equity contracts(2)	571	45,967	1,586		48,124
Commodity contracts	4,105	18,042	2,268		24,415
Other		376			376
Netting(3)	(4,910)	(564,127)	(4,220)	(66,720)	(639,977)
Total derivative and other contracts	512	98,866	3,736	(66,720)	36,394
Investments:					
Private equity funds			2,569		2,569
Real estate funds		7	1,746		1,753
Hedge funds		344	343		687
Principal investments	58	3	835		896
Other	225	198	323		746
Total investments	283	552	5,816		6,651
Physical commodities		1,608			1,608
Total trading assets	146,245	159,367	17,909	(66,720)	256,801
AFS securities	37,200	32,016			69,216

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Securities received as collateral	21,265	51			21,316
Securities purchased under agreements to resell		1,113			1,113
Intangible assets(4)			6		6
Total assets measured at fair value	\$ 204,710	\$ 192,547	\$ 17,915	\$ (66,720)	\$ 348,452

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting	Balance at December 31, 2014
(dollars in millions)					
Liabilities at Fair Value					
Short-term borrowings	\$	\$ 1,765	\$	\$	\$ 1,765
Trading liabilities:					
U.S. government and agency securities:					
U.S. Treasury securities	14,199				14,199
U.S. agency securities	1,274	85			1,359
Total U.S. government and agency securities	15,473	85			15,558
Other sovereign government obligations	11,653	2,109			13,762
Corporate and other debt:					
State and municipal securities		1			1
Corporate bonds		5,943	78		6,021
Unfunded lending commitments		10	5		15
Other debt		63	38		101
Total corporate and other debt		6,017	121		6,138
Corporate equities(1)	31,340	326	45		31,711
Derivative and other contracts:					
Interest rate contracts	602	469,319	2,657		472,578
Credit contracts		29,997	2,112		32,109
Foreign exchange contracts	21	72,233	98		72,352
Equity contracts(2)	416	51,405	3,751		55,572
Commodity contracts	4,817	15,584	1,122		21,523
Other		172			172
Netting(3)	(4,910)	(564,127)	(4,220)	(40,837)	(614,094)
Total derivative and other contracts	946	74,583	5,520	(40,837)	40,212
Total trading liabilities	59,412	83,120	5,686	(40,837)	107,381
Obligation to return securities received as collateral	25,629	56			25,685
Securities sold under agreements to repurchase		459	153		612
Other secured financings		4,355	149		4,504
Long-term borrowings		29,840	1,934		31,774
Total liabilities measured at fair value	\$ 85,041	\$ 119,595	\$ 7,922	\$ (40,837)	\$ 171,721

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

(2) Level 3 asset derivative equity contracts increased by \$57 million with a corresponding decrease in the balance of Level 2 asset derivative equity contracts, and the balance of Level 3 liability derivative equity contracts increased by \$842 million with a corresponding decrease in the balance of Level 2 liability derivative equity contracts to correct the fair value level assigned to these contracts at December 31, 2014. The total amount of asset and liability derivative equity contracts remained unchanged.

(3)

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For positions with the same counterparty that cross over the levels of the fair value hierarchy, both counterparty netting and cash collateral netting are included in the column titled Counterparty and Cash Collateral Netting. For contracts with the same counterparty, counterparty netting among positions classified within the same level is included within that level. For further information on derivative instruments and hedging activities, see Note 10.

(4) Amount represents MSRs accounted for at fair value.

Transfers Between Level 1 and Level 2 During the Quarter Ended March 31, 2014.

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

During the quarter ended March 31, 2014, there were no material transfers between Level 1 and Level 2.

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

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

The following tables present additional information about Level 3 assets and liabilities measured at fair value on a recurring basis for the quarters ended March 31, 2015 and 2014, respectively. Level 3 instruments may be hedged with instruments classified in Level 1 and Level 2. As a result, the realized and unrealized gains (losses) for assets and liabilities within the Level 3 category presented in the tables below do not reflect the related realized and unrealized gains (losses) on hedging instruments that have been classified by the Company within the Level 1 and/or Level 2 categories.

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

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

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)****Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Quarter Ended March 31, 2015.**

	Beginning Balance at December 31, 2014	Total Realized and Unrealized Gains (Losses)(1)	Purchases	Sales	Issuances	Settlements	Net Transfers	Ending Balance at March 31, 2015	Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at March 31, 2015(2)
Assets at Fair Value									
Trading assets:									
Other sovereign government obligations	\$ 41	\$ 1	\$ 2	\$ (32)	\$	\$	\$ (1)	\$ 11	\$ 1
Corporate and other debt:									
Residential mortgage-backed securities	175	17	58	(40)			86	296	12
Commercial mortgage-backed securities	96	(2)	96	(10)				180	(2)
Asset-backed securities	76	(2)	57	(29)			(35)	67	3
Corporate bonds	386	38	129	(141)			12	424	38
Collateralized debt and loan obligations	1,152	79	241	(397)		(253)		822	2
Loans and lending commitments	5,874	41	914	(213)		(1,807)	(20)	4,789	40
Other debt	285	(10)	68	(1)		(5)	149	486	2
Total corporate and other debt	8,044	161	1,563	(831)		(2,065)	192	7,064	95
Corporate equities	272	19	30	(98)			7	230	12
Net derivative and other contracts(3):									
Interest rate contracts	(173)	128	6		(11)	65	(511)	(496)	119
Credit contracts	(743)	(247)	14		(30)	7	15	(984)	(252)
Foreign exchange contracts	151	62				97	(13)	297	62
Equity contracts(4)	(2,165)	(273)	33		(176)	(54)	163	(2,472)	(324)
Commodity contracts	1,146	295				(37)	(59)	1,345	262
Total net derivative and other contracts	(1,784)	(35)	53		(217)	78	(405)	(2,310)	(133)
Investments:									
Private equity funds	2,569	103	26	(175)				2,523	86
Real estate funds	1,746	62	25	(107)				1,726	41
Hedge funds	343	20	27	(28)				362	20
Principal investments	835	17	11	(34)				829	9
Other	323	(12)	2	(5)			83	391	(10)
Total investments	5,816	190	91	(349)			83	5,831	146
Securities received as collateral			33					33	
Intangible assets	6					(1)		5	

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

	Beginning Balance at December 31, 2014	Total Realized and Unrealized Gains (Losses)(1)	Purchases	Sales	Issuances	Settlements	Net Transfers	Ending Balance at March 31, 2015	Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at March 31, 2015(2)
Liabilities at Fair Value									
Trading liabilities:									
Corporate and other debt:									
Corporate bonds	\$ 78	\$ (4)	\$ (1)	\$ 8	\$	\$	\$ (66)	\$ 23	\$ (4)
Unfunded lending commitments	5	5							5
Other debt	38	6	(11)	5			(3)	23	6
Total corporate and other debt	121	7	(12)	13			(69)	46	7
Corporate equities	45	1		7			(1)	50	1
Obligation to return securities received as collateral				33				33	
Securities sold under agreements to repurchase	153	(1)						154	(1)
Other secured financings	149	(8)				(24)		133	1
Long-term borrowings	1,934	17			115	(142)	(152)	1,738	10

(1) Total realized and unrealized gains (losses) are primarily included in Trading revenues in the Company's condensed consolidated statements of income except for \$190 million related to Trading assets - Investments, which is included in Investments revenues.

(2) Amounts represent unrealized gains (losses) for the quarter ended March 31, 2015 related to assets and liabilities still outstanding at March 31, 2015.

(3) Net derivative and other contracts represent Trading assets - Derivative and other contracts net of Trading liabilities - Derivative and other contracts. For further information on derivative instruments and hedging activities, see Note 10.

(4) Net liability Level 3 derivative equity contracts increased by \$785 million to correct the fair value level assigned to these contracts at December 31, 2014. The total amount of derivative equity contracts remained unchanged at December 31, 2014.

During the quarter ended March 31, 2015, there were no material transfers into or out of Level 3.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)****Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Quarter Ended March 31, 2014.**

	Beginning Balance at December 31, 2013	Total Realized and Unrealized Gains (Losses)(1)	Purchases	Sales	Issuances	Settlements	Net Transfers	Ending Balance at March 31, 2014	Unrealized Gains (Losses) for Level 3 Assets/ Liabilities Outstanding at March 31, 2014(2)
(dollars in millions)									
Assets at Fair Value									
Trading assets:									
Other sovereign government obligations	\$ 27	\$ 2	\$	\$ (20)	\$	\$	\$ (1)	\$ 8	\$ 1
Corporate and other debt:									
Residential mortgage-backed securities	47	5	2	(8)			5	51	4
Commercial mortgage-backed securities	108	8	45	(81)				80	
Asset-backed securities	103	17	7	(3)			22	146	17
Corporate bonds	522	20	183	(188)		(8)	9	538	21
Collateralized debt and loan obligations	1,468	52	283	(494)		(51)	35	1,293	12
Loans and lending commitments	5,129	(289)	670	(122)		(383)	(17)	4,988	(292)
Other debt	27	1	2	(3)			4	31	
Total corporate and other debt	7,404	(186)	1,192	(899)		(442)	58	7,127	(238)
Corporate equities	190	(1)	90	(21)			5	263	(3)
Net derivative and other contracts(3):									
Interest rate contracts	113	(133)	9		(7)	(51)	(52)	(121)	(150)
Credit contracts	(147)	(77)	39		(70)	36	(12)	(231)	67
Foreign exchange contracts	68	(7)				8	(17)	52	(6)
Equity contracts	(831)	49	144	(1)	(277)	(106)	(77)	(1,099)	10
Commodity contracts	880	163	56			(25)		1,074	152
Other	(4)	(1)				4		(1)	(1)
Total net derivative and other contracts	79	(6)	248	(1)	(354)	(134)	(158)	(326)	72
Investments:									
Private equity funds	2,531	171	75	(201)				2,576	90
Real estate funds	1,637	52	15	(61)				1,643	46
Hedge funds	432	13	18	(12)			(57)	394	13
Principal investments	2,160	61		(12)			(16)	2,193	47
Other	538	(14)	10	(11)			(2)	521	(14)
Total investments	7,298	283	118	(297)			(75)	7,327	182
Securities received as collateral							3	3	
Intangible assets	8					(1)		7	
Liabilities at Fair Value									
Short-term borrowings	\$ 1	\$	\$	\$	\$	\$ (1)	\$	\$	\$
Trading liabilities:									
Corporate and other debt:									
Corporate bonds	22	4	(46)	40			(9)	3	3
Unfunded lending commitments	2	(4)						6	(4)
Other debt	48		(5)				25	68	

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Total corporate and other debt	72	(51)	40	16	77	(1)
Corporate equities	8	1	(3)	2	4	10
Obligation to return securities received as collateral					3	3
Securities sold under agreements to repurchase	154					154
Other secured financings	278	(4)	1	(8)		275
Long-term borrowings	1,887	(25)	185	(176)	(43)	1,878

- (1) Total realized and unrealized gains (losses) are primarily included in Trading revenues in the Company's condensed consolidated statements of income except for \$283 million related to Trading assets - Investments, which is included in Investments revenues.
- (2) Amounts represent unrealized gains (losses) for the quarter ended March 31, 2014 related to assets and liabilities still outstanding at March 31, 2014.
- (3) Net derivative and other contracts represent Trading assets - Derivative and other contracts, net of Trading liabilities - Derivative and other contracts. For further information on derivative instruments and hedging activities, see Note 10.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

During the quarter ended March 31, 2014, there were no material transfers into or out of Level 3.

Quantitative Information about and Sensitivity of Significant Unobservable Inputs Used in Recurring Level 3 Fair Value Measurements at March 31, 2015 and December 31, 2014.

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

At March 31, 2015.

	Balance at March 31, 2015 (dollars in millions)	Valuation Technique(s)	Significant Unobservable Input(s) / Sensitivity of the Fair Value to Changes in the Unobservable Inputs	Range(1)	Averages(2)
Assets					
Trading assets:					
Corporate and other debt:					
Residential mortgage-backed securities					
	\$ 296	Comparable pricing	Comparable bond price / (A)	0 to 80 points	34 points
Commercial mortgage-backed securities					
	180	Comparable pricing	Comparable bond price / (A)	0 to 100 points	56 points
	67	Comparable pricing	Comparable bond price / (A)	63 to 75 points	73 points
	424	Comparable pricing	Comparable bond price / (A)	3 to 125 points	93 points
Collateralized debt and loan obligations					
	822	Comparable pricing(3)	Comparable bond price / (A)	20 to 105 points	77 points
		Correlation model	Credit correlation / (B)	43% to 62%	50%
Loans and lending commitments					
	4,789	Corporate loan model	Credit spread / (C)	24 to 726 basis points	362 basis points
		Margin loan model	Credit spread / (C)(D)	150 to 467 basis points	208 basis points
			Volatility skew / (C)(D)	10% to 43%	20%
			Discount rate / (C)(D)	2% to 3%	3%
		Option model	Volatility skew / (C)	-1%	-1%
		Comparable pricing(3)	Comparable loan price / (A)	50 to 105 points	88 points
Other debt					
	486	Comparable pricing	Comparable loan price / (A)	0 to 77 points	47 points
		Comparable pricing	Comparable bond price / (A)	15 points	15 points
		Option model	At the money volatility / (A)	15% to 54%	15%
		Margin loan model(3)	Discount rate / (C)	0% to 5%	3%
Corporate equities(4)					
	230	Net asset value	Discount to net asset value / (C)	0% to 78%	39%
		Comparable pricing	Comparable price / (A)	7% to 88%	79%
		Comparable pricing(3)	Comparable equity price / (A)	100%	100%
		Market approach	EBITDA multiple / (A)(D)	4 to 10 times	7 times
			Price / Book ratio / (A)(D)	0 times	0 times
Net derivative and other contracts(5):					

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Interest rate contracts

(496)

Option model

Interest rate volatility concentration
liquidity multiple / (C)(D)

0 to 3 times

2 times

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

	Balance at March 31, 2015 (dollars in millions)	Valuation Technique(s)	Significant Unobservable Input(s) / Sensitivity of the Fair Value to Changes in the Unobservable Inputs	Range(1)	Averages(2)
			Interest rate - Foreign exchange correlation / (C)(D)	28% to 62%	44% / 43%(6)
			Interest rate volatility skew / (A)(D)	31% to 92%	45% / 46%(6)
			Interest rate quanto correlation / (C)(D)	-18% to 35%	3% / -8%(6)
			Interest rate curve correlation / (C)(D)	19% to 95%	65% / 81%(6)
			Inflation volatility / (A)(D)	60% to 64%	62% / 63%(6)
			Interest rate - Inflation correlation / (A)(D)	-42% to -40%	-41% / -40%(6)
Credit contracts	(984)	Comparable pricing	Cash synthetic basis / (C)(D)	5 to 13 points	9 points
		Correlation model(3)	Comparable bond price / (C)(D)	0 to 60 points	18 points
			Credit correlation / (B)	43% to 99%	60%
Foreign exchange contracts(7)	297	Option model	Interest rate quanto correlation / (C)(D)	-18% to 35%	3% / -8%(6)
			Interest rate - Credit spread correlation / (A)(D)	-55% to -6%	-18% / -11%(6)
			Interest rate curve correlation / (C)(D)	19% to 95%	65% / 81%(6)
			Interest rate - Foreign exchange correlation / (C)(D)	28% to 62%	44% / 43%(6)
			Interest rate volatility skew / (A)(D)	31% to 92%	45% / 46%(6)
			Interest rate curve / (A)(D)	0% to 1%	0% / 0%(6)
Equity contracts(7)	(2,472)	Option model	At the money volatility / (A)(D)	10% to 58%	32%
			Volatility skew / (A)(D)	-3% to 0%	-1%
			Equity - Equity correlation / (C)(D)	40% to 99%	68%
			Equity - Foreign exchange correlation / (A)(D)	-40% to 10%	-15%
			Equity - Interest rate correlation / (C)(D)	-18% to 71%	24% / 9%(6)
Commodity contracts	1,345	Option model	Forward power price / (C)(D)	\$6 to \$98 per Megawatt hour	\$36 per Megawatt hour
			Commodity volatility / (A)(D)	9% to 70%	17%
			Cross commodity correlation / (C)(D)	33% to 100%	93%
Investments(4):					
Principal investments	829	Discounted cash flow	Implied weighted average cost of capital / (C)(D)	11%	11%
			Exit multiple / (A)(D)	10 times	10 times
		Discounted cash flow	Equity discount rate / (C)	25%	25%
		Market approach(3)	EBITDA multiple / (A)(D)	4 to 18 times	10 times
			Price / Earnings ratio / (A)(D)	32 times	32 times
			Forward capacity price / (A)(D)	\$5 to \$7	\$7
		Comparable pricing	Comparable equity price / (A)	100%	100%
Other	391	Discounted cash flow	Implied weighted average cost of capital / (C)(D)	10%	10%
			Exit multiple / (A)(D)	10 times	10 times
		Market approach(3)	EBITDA multiple / (A)(D)	8 to 11 times	9 times
			Price / Earnings ratio / (A)(D)	19 times	19 times
		Comparable pricing	Comparable equity price / (A)	100%	100%
Liabilities					
Securities sold under agreements to repurchase	154	Discounted cash flow	Funding spread / (A)	75 to 85 basis points	80 basis points

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Other secured financings	133	Comparable pricing	Comparable bond price / (A)	100 points	100 points
		Discounted cash flow	Discount rate / (C)	14%	14%
		Discounted cash flow(3)	Funding spread / (A)	74 to 94 basis points	84 basis points
Long-term borrowings	1,738	Option model(3)	At the money volatility / (C)(D)	20% to 51%	30%
			Volatility skew / (C)(D)	-2% to 0%	-1%
			Equity - Equity correlation / (A)(D)	40% to 90%	64%
			Equity - Foreign exchange correlation / (C)(D)	-70% to 35%	-33%
			Option model	Equity alpha / (A)	18% to 85%
	Correlation model	Credit correlation / (B)	47% to 62%	50%	

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EBITDA Earnings before interest, taxes, depreciation and amortization

- (1) The ranges of significant unobservable inputs are represented in points, percentages, basis points, times or megawatt hours. Points are a percentage of par; for example, 80 points would be 80% of par. A basis point equals 1/100th of 1%; for example, 726 basis points would equal 7.26%.
- (2) Amounts represent weighted averages except where simple averages and the median of the inputs are provided (see footnote 6 below). Weighted averages are calculated by weighting each input by the fair value of the respective financial instruments except for collateralized debt and loan obligations, principal investments, other debt, corporate bonds, long-term borrowings and derivative instruments where some or all inputs are weighted by risk.
- (3) This is the predominant valuation technique for this major asset or liability class.
- (4) Investments in funds measured using an unadjusted net asset value (NAV) are excluded.
- (5) Credit Valuation Adjustment (CVA) and Funding Valuation Adjustments (FVA) are included in the balance, but excluded from the Valuation Technique(s) and Significant Unobservable Input(s) in the table above. CVA is a Level 3 input when the underlying counterparty credit curve is unobservable. FVA is a Level 3 input in its entirety given the lack of observability of funding spreads in the principal market.
- (6) The data structure of the significant unobservable inputs used in valuing interest rate contracts, foreign exchange contracts and certain equity contracts may be in a multi-dimensional form, such as a curve or surface, with risk distributed across the structure. Therefore, a simple average and median, together with the range of data inputs, may be more appropriate measurements than a single point weighted average.
- (7) Includes derivative contracts with multiple risks (*i.e.*, hybrid products).

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

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

At December 31, 2014.

	Balance at December 31, 2014 (dollars in millions)	Valuation Technique(s)	Significant Unobservable Input(s) / Sensitivity of the Fair Value to Changes in the Unobservable Inputs	Range(1)	Averages(2)
Assets					
Trading assets:					
Corporate and other debt:					
Residential mortgage-backed securities	\$ 175	Comparable pricing	Comparable bond price / (A)	3 to 90 points	15 points
Commercial mortgage-backed securities	96	Comparable pricing	Comparable bond price / (A)	0 to 7 points	1 points
Asset-backed securities	76	Comparable pricing	Comparable bond price / (A)	0 to 62 points	23 points
Corporate bonds	386	Comparable pricing	Comparable bond price / (A)	1 to 160 points	90 points
Collateralized debt and loan obligations	1,152	Comparable pricing(3)	Comparable bond price / (A)	20 to 100 points	66 points
		Correlation model	Credit correlation / (B)	47% to 65%	56%
Loans and lending commitments	5,874	Corporate loan model	Credit spread / (C)	36 to 753 basis points	373 basis points
		Margin loan model	Credit spread / (C)(D)	150 to 451 basis points	216 basis points
			Volatility skew / (C)(D)	3% to 37%	21%
			Discount rate / (C)(D)	2% to 3%	3%
		Option model	Volatility skew / (C)	-1%	-1%
		Comparable pricing(3)	Comparable loan price / (A)	15 to 105 points	89 points
Other debt	285	Comparable pricing(3)	Comparable loan price / (A)	0 to 75 points	39 points
		Comparable pricing	Comparable bond price / (A)	15 points	15 points
		Option model	At the money volatility / (A)	15% to 54%	15%

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Corporate equities(4)	272	Net asset value	Discount to net asset value / (C)	0% to 71%	36%
		Comparable pricing	Comparable price / (A)	83% to 96%	85%
		Comparable pricing(3)	Comparable equity price / (A)	100%	100%
		Market approach	EBITDA multiple / (A)(D)	6 to 9 times	8 times
			Price / Book ratio / (A)(D)	0 times	0 times

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	Balance at December 31, 2014 (dollars in millions)	Valuation Technique(s)	Significant Unobservable Input(s) / Sensitivity of the Fair Value to Changes in the Unobservable Inputs	Range(1)	Averages(2)
Net derivative and other contracts(5):					
Interest rate contracts	(173)	Option model	Interest rate volatility concentration liquidity multiple / (C)(D)	0 to 3 times	2 times
			Interest rate - Foreign exchange correlation / (A)(D)	28% to 62%	44% / 42%(6)
			Interest rate volatility skew / (A)(D)	38% to 104%	86% / 60%(6)
			Interest rate quanto correlation / (A)(D)	-9% to 35%	6% / -6%(6)
			Interest rate curve correlation / (A)(D)	44% to 87%	73% / 80%(6)
			Inflation volatility / (A)(D)	69% to 71%	70% / 71%(6)
			Interest rate - Inflation correlation / (A)(D)	-44% to -40%	-42% / -43%(6)
Credit contracts	(743)	Comparable pricing	Cash synthetic basis / (C)(D)	5 to 13 points	9 points
		Correlation model(3)	Comparable bond price / (C)(D)	0 to 55 points	18 points
			Credit correlation / (B)	42% to 95%	63%
Foreign exchange contracts(7)	151	Option model	Interest rate quanto correlation / (A)(D)	-9% to 35%	6% / -6%(6)
			Interest rate - Credit spread correlation / (A)(D)	-54% to -2%	-17% / -11%(6)
			Interest rate curve correlation / (A)(D)	44% to 87%	73% / 80%(6)
			Interest rate - Foreign exchange correlation / (A)(D)	28% to 62%	44% / 42%(6)
			Interest rate curve / (A)(D)	0% to 2%	1% / 1%(6)
Equity contracts(7)(8)	(2,165)	Option model	At the money volatility / (A)(D)	14% to 51%	29%
			Volatility skew / (A)(D)	-2% to 0%	-1%
			Equity - Equity correlation / (C)(D)	40% to 99%	72%
			Equity - Foreign exchange correlation / (C)(D)	-50% to 10%	-16%
			Equity - Interest rate correlation / (C)(D)	-18% to 81%	26% / 11%(6)
Commodity contracts	1,146	Option model	Forward power price / (C)(D)	\$5 to \$106 per Megawatt hour	\$38 per Megawatt hour
			Commodity volatility / (A)(D)	11% to 90%	19%
			Cross commodity correlation / (C)(D)	33% to 100%	93%
Investments(4):					
Principal investments	835	Discounted cash flow	Implied weighted average cost of capital / (C)(D)	11%	11%
			Exit multiple / (A)(D)	10 times	10 times
		Discounted cash flow	Equity discount rate / (C)	25%	25%
		Market approach(3)	EBITDA multiple / (A)(D)	4 to 14 times	10 times
			Price / Earnings ratio / (A)(D)	23 times	23 times
			Forward capacity price / (A)(D)	\$5 to \$7	\$7
		Comparable pricing	Comparable equity price / (A)	64% to 100%	95%
Other	323	Discounted cash flow	Implied weighted average cost of capital / (C)(D)	10% to 13%	11%
			Exit multiple / (A)(D)	6 to 9 times	9 times
		Market approach	EBITDA multiple / (A)(D)	9 to 13 times	10 times
		Comparable pricing(3)	Comparable equity price / (A)	100%	100%
Liabilities					
Trading liabilities:					
Corporate and other debt:					
Corporate bonds	\$ 78	Option Model	Volatility skew / (C)(D)	-1%	-1%

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			At the money volatility / (C)(D)	10%	10%
Securities sold under agreements to repurchase	153	Discounted cash flow	Funding spread / (A)	75 to 91 basis points	86 basis points
Other secured financings	149	Comparable pricing	Comparable bond price / (A)	99 to 101 points	100 points
		Discounted cash flow(3)	Funding spread / (A)	82 to 98 basis points	95 basis points
Long-term borrowings	1,934	Option model(3)	At the money volatility / (C)(D)	18% to 32%	27%
			Volatility skew / (A)(D)	-1% to 0%	0%
			Equity - Equity correlation / (A)(D)	40% to 90%	68%
			Equity - Foreign exchange correlation / (C)(D)	-73% to 30%	-32%
			Option model	Equity alpha / (A)	0% to 94%
		Correlation model	Credit correlation / (B)	48% to 65%	51%

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

- (1) The ranges of significant unobservable inputs are represented in points, percentages, basis points, times or megawatt hours. Points are a percentage of par; for example, 90 points would be 90% of par. A basis point equals 1/100th of 1%; for example, 753 basis points would equal 7.53%.
- (2) Amounts represent weighted averages except where simple averages and the median of the inputs are provided (see footnote 6 below). Weighted averages are calculated by weighting each input by the fair value of the respective financial instruments except for long-term borrowings and derivative instruments where inputs are weighted by risk.
- (3) This is the predominant valuation technique for this major asset or liability class.
- (4) Investments in funds measured using an unadjusted NAV are excluded.
- (5) CVA and FVA are included in the balance, but excluded from the Valuation Technique(s) and Significant Unobservable Input(s) in the table above. CVA is a Level 3 input when the underlying counterparty credit curve is unobservable. FVA is a Level 3 input in its entirety given the lack of observability of funding spreads in the principal market.
- (6) The data structure of the significant unobservable inputs used in valuing interest rate contracts, foreign exchange contracts and certain equity contracts may be in a multi-dimensional form, such as a curve or surface, with risk distributed across the structure. Therefore, a simple average and median, together with the range of data inputs, may be more appropriate measurements than a single point weighted average.
- (7) Includes derivative contracts with multiple risks (*i.e.*, hybrid products).
- (8) Net liability Level 3 derivative equity contracts increased by \$785 million to correct the fair value level assigned to these contracts at December 31, 2014. This correction did not result in a change to the Valuation Techniques, Significant Unobservable Inputs, Ranges or Averages.

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

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

The following provides a description of significant unobservable inputs included in the March 31, 2015 and December 31, 2014 tables above for all major categories of assets and liabilities:

Cash synthetic basis the measure of the price differential between cash financial instruments (cash instruments) and their synthetic derivative-based equivalents (synthetic instruments). The range disclosed in the table above signifies the number of points by which the synthetic bond equivalent price is higher than the quoted price of the underlying cash bonds.

Comparable bond price a pricing input used when prices for the identical instrument are not available. Significant subjectivity may be involved when fair value is determined using pricing data available for comparable instruments. Valuation using comparable instruments can be done by calculating an implied yield (or spread over a liquid benchmark) from the price of a comparable bond, then adjusting that yield (or spread) to derive a value for the bond. The adjustment to yield (or spread) should account for relevant differences in the bonds such as maturity or credit quality. Alternatively, a price-to-price basis can be assumed between the comparable instrument and bond being valued in order to establish the value of the bond. Additionally, as the probability of default increases for a given bond (*i.e.*, as the bond becomes more distressed), the valuation of that bond will increasingly reflect its expected recovery level assuming default. The decision to use price-to-price or yield/spread comparisons largely reflects trading market convention for the financial instruments in question. Price-to-price comparisons are primarily employed for residential mortgage-backed securities, commercial mortgage-backed securities (CMBS), asset-backed securities (ABS), collateralized debt obligations (CDOs), collateralized loan obligations (CLOs), Other debt, interest rate contracts, foreign exchange contracts, Other secured financings and distressed corporate bonds. Implied yield (or spread over a liquid benchmark) is utilized predominately for non-distressed corporate bonds, loans and credit contracts.

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Comparable equity price a price derived from equity raises, share buybacks and external bid levels, etc. A discount or premium may be included in the fair value estimate.

Correlation a pricing input where the payoff is driven by more than one underlying risk. Correlation is a measure of the relationship between the movements of two variables (*i.e.*, how the change in one variable influences a change in the other variable). Credit correlation, for example, is the factor that describes the relationship between the probability of individual entities to default on obligations and the joint probability of multiple entities to default on obligations.

Credit spread the difference in yield between different securities due to differences in credit quality. The credit spread reflects the additional net yield an investor can earn from a security with more credit risk relative to one with less credit risk. The credit spread of a particular security is often quoted in relation to the yield on a credit risk-free benchmark security or reference rate, typically either U.S. Treasury or London Interbank Offered Rate (LIBOR).

EBITDA multiple/Exit multiple the ratio of the Enterprise Value to EBITDA, where the Enterprise Value is the aggregate value of equity and debt minus cash and cash equivalents. The EBITDA multiple reflects the value of the company in terms of its full-year EBITDA, whereas the exit multiple reflects the value of the company in terms of its full-year expected EBITDA at exit. Either multiple allows comparison between companies from an operational perspective as the effect of capital structure, taxation and depreciation/amortization is excluded.

Equity alpha a calibration parameter used in the modeling of equity hybrid products.

Funding spread the difference between the general collateral rate (which refers to the rate applicable to a broad class of U.S. Treasury issuances) and the specific collateral rate (which refers to the rate applicable to a specific type of security pledged as collateral, such as a municipal bond). Repurchase agreements and certain other secured financings are discounted based on collateral curves. The curves are constructed as spreads over the corresponding overnight indexed swap (OIS) or LIBOR curves, with the short end of the curve representing spreads over the corresponding OIS curves and the long end of the curve representing spreads over LIBOR.

Implied weighted average cost of capital (WACC) the WACC implied by the current value of equity in a discounted cash flow model. The model assumes that the cash flow assumptions, including projections, are fully reflected in the current equity value, while the debt to equity ratio is held constant. The WACC theoretically represents the required rate of return to debt and equity investors.

Interest rate curve the term structure of interest rates (relationship between interest rates and the time to maturity) and a market s measure of future interest rates at the time of observation. An interest rate curve is used to set interest rate and foreign exchange derivative cash flows and is a pricing input used in the discounting of any over-the-counter (OTC) derivative cash flow.

Price / Book ratio the ratio used to compare a stock s market value with its book value. The ratio is calculated by dividing the current closing price of the stock by the latest book value per share. This multiple allows comparison between companies from an operational perspective.

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Price / Earnings ratio the ratio used to measure a company's equity value in relation to its earnings. The ratio is calculated by dividing the equity value per share by the latest historical or forward-looking earnings per share. The ratio results in a standardized metric that allows comparison between companies, after also considering the effects of different leverage ratios and taxation rates.

Volatility the measure of the variability in possible returns for an instrument given how much that instrument changes in value over time. Volatility is a pricing input for options and, generally, the lower the volatility, the less risky the option. The level of volatility used in the valuation of a particular option

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depends on a number of factors, including the nature of the risk underlying that option (*e.g.*, the volatility of a particular underlying equity security may be significantly different from that of a particular underlying commodity index), the tenor and the strike price of the option.

Volatility skew the measure of the difference in implied volatility for options with identical underliers and expiry dates but with different strikes. The implied volatility for an option with a strike price that is above or below the current price of an underlying asset will typically deviate from the implied volatility for an option with a strike price equal to the current price of that same underlying asset.

Fair Value of Investments That Calculate Net Asset Value.

The Company's Investments measured at fair value were \$6,573 million and \$6,651 million at March 31, 2015 and December 31, 2014, respectively. The following table presents information solely about the Company's investments in private equity funds, real estate funds and hedge funds measured at fair value based on NAV at March 31, 2015 and December 31, 2014, respectively:

	At March 31, 2015		At December 31, 2014	
	Fair Value	Unfunded Commitment	Fair Value	Unfunded Commitment
	(dollars in millions)			
Private equity funds	\$ 2,523	\$ 598	\$ 2,569	\$ 613
Real estate funds	1,733	110	1,753	112
Hedge funds(1):				
Long-short equity hedge funds	419		433	
Fixed income/credit-related hedge funds	76		76	
Event-driven hedge funds	39		39	
Multi-strategy hedge funds	149	3	139	3
Total	\$ 4,939	\$ 711	\$ 5,009	\$ 728

(1) Fixed income/credit-related hedge funds, event-driven hedge funds and multi-strategy hedge funds are redeemable at least on a three-month period basis, primarily with a notice period of 90 days or less. At March 31, 2015, approximately 32% of the fair value amount of long-short equity hedge funds was redeemable at least quarterly, 51% is redeemable every six months and 17% of these funds have a redemption frequency of greater than six months. At December 31, 2014, approximately 36% of the fair value amount of long-short equity hedge funds was redeemable at least quarterly, 47% is redeemable every six months and 17% of these funds have a redemption frequency of greater than six months. The notice period for long-short equity hedge funds at March 31, 2015 and December 31, 2014 was primarily greater than six months.

Private Equity Funds. Amount includes several private equity funds that pursue multiple strategies, including leveraged buyouts, venture capital, infrastructure growth capital, distressed investments and mezzanine capital. In addition, the funds may be structured with a focus on specific domestic or foreign geographic regions. These investments are generally not redeemable with the funds. Instead, the nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund. At March 31, 2015, it was estimated that 7% of the fair value of the funds will be liquidated in the next five years, another 58% of the fair value of the funds will be liquidated between five to 10 years and the remaining 35% of the fair value of the funds will have a remaining life of greater than 10 years.

Real Estate Funds. Amount includes several real estate funds that invest in real estate assets such as commercial office buildings, retail properties, multi-family residential properties, developments or hotels. In addition, the funds may be structured with a focus on specific geographic domestic or foreign regions. These investments are generally not redeemable with the funds. Distributions from each fund will be received as the

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

underlying investments of the funds are liquidated. At March 31, 2015, it was estimated that 8% of the fair value of the funds will be liquidated within the next five years, another 55% of the fair value of the funds will be liquidated between five to 10 years and the remaining 37% of the fair value of the funds will have a remaining life of greater than 10 years.

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

Long-Short Equity Hedge Funds. Amount includes investments in hedge funds that invest, long or short, in equities. Equity value and growth hedge funds purchase stocks perceived to be undervalued and sell stocks perceived to be overvalued. Investments representing approximately 1% of the fair value of the investments in this category cannot be redeemed currently because the investments include certain initial period lock-up restrictions. The remaining restriction period for these investments subject to lock-up restrictions was primarily over three years at March 31, 2015. Investments representing approximately 13% of the fair value of the investments in long-short equity hedge funds cannot be redeemed currently because an exit restriction has been imposed by the hedge fund manager. The restriction period for these investments subject to an exit restriction was primarily indefinite at March 31, 2015.

Fixed Income/Credit-Related Hedge Funds. Amount includes investments in hedge funds that employ long-short, distressed or relative value strategies in order to benefit from investments in undervalued or overvalued securities that are primarily debt or credit related. Investments representing approximately 13% of the fair value of the investments in this category cannot be redeemed currently because the investments include certain initial period lock-up restrictions. The remaining restriction period for these investments subject to lock-up restrictions was primarily over three years at March 31, 2015.

Event-Driven Hedge Funds. Amount includes investments in hedge funds that invest in event-driven situations such as mergers, hostile takeovers, reorganizations or leveraged buyouts. This may involve the simultaneous purchase of stock in companies being acquired and the sale of stock in its acquirer, with the expectation to profit from the spread between the current market price and the ultimate purchase price of the target company. At March 31, 2015, there were no restrictions on redemptions.

Multi-strategy Hedge Funds. Amount includes investments in hedge funds that pursue multiple strategies to realize short- and long-term gains. Management of the hedge funds has the ability to overweight or underweight different strategies to best capitalize on current investment opportunities. At March 31, 2015, investments representing approximately 33% of the fair value of the investments in this category cannot be redeemed currently because the investments include certain initial period lock-up restrictions. The remaining restriction period for these investments subject to lock-up restrictions was primarily over three years at March 31, 2015. Investments representing approximately 24% of the fair value of the investments in multi-strategy hedge funds cannot be redeemed currently because an exit restriction has been imposed by the hedge fund manager. The restriction period for these investments subject to an exit restriction was indefinite at March 31, 2015.

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The Company elected the fair value option for certain eligible instruments that are risk managed on a fair value basis to mitigate income statement volatility caused by measurement basis differences between the elected instruments and their associated risk management transactions or to eliminate complexities of applying certain accounting models. The following table presents net gains (losses) due to changes in fair value for items measured at fair value pursuant to the fair value option election for the quarters ended March 31, 2015 and 2014, respectively:

	Trading Revenues	Interest Income (Expense) (dollars in millions)	Gains (Losses) Included in Net Revenues
<i>Three Months Ended March 31, 2015</i>			
Securities purchased under agreements to resell	\$ (1)	\$	\$ (1)
Short-term borrowings(1)	(40)		(40)
Securities sold under agreements to repurchase	(2)	(1)	(3)
Long-term borrowings(1)	937	(132)	805
<i>Three Months Ended March 31, 2014</i>			
Securities purchased under agreements to resell	\$ (1)	\$ 2	\$ 1
Short-term borrowings(1)	(23)		(23)
Securities sold under agreements to repurchase		(1)	(1)
Long-term borrowings(1)	(270)	(172)	(442)

(1) Of the total gains (losses) recorded in Trading revenues for short-term and long-term borrowings for the quarters ended March 31, 2015 and 2014, \$125 million and \$126 million, respectively, are attributable to changes in the credit quality of the Company and other credit factors, and the respective remainder is attributable to changes in foreign currency rates or interest rates or movements in the reference price or index for structured notes before the impact of related hedges.

In addition to the amounts in the above table, as discussed in Note 2 to the consolidated financial statements in the 2014 Form 10-K, all of the instruments within Trading assets or Trading liabilities are measured at fair value, either through the election of the fair value option or as required by other accounting guidance. The amounts in the above table are included within Net revenues and do not reflect gains or losses on related hedging instruments, if any.

The Company hedges the economics of market risk for short-term and long-term borrowings (*i.e.*, risks other than that related to the credit quality of the Company) as part of its overall trading strategy and manages the market risks embedded within the issuance by the related business unit as part of the business unit's portfolio. The gains and losses on related economic hedges are recorded in Trading revenues and largely offset the gains and losses on short-term and long-term borrowings attributable to market risk.

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At March 31, 2015 and December 31, 2014, a breakdown of the short-term and long-term borrowings measured at fair value on a recurring basis by business unit responsible for risk-managing each borrowing is shown in the table below:

Business Unit	Short-Term and Long-Term Borrowings	
	At March 31, 2015	At December 31, 2014
	(dollars in millions)	
Equity	\$ 17,758	\$ 17,253
Interest rates	13,563	13,545
Credit and foreign exchange	1,788	2,105
Commodities	620	636
Total	\$ 33,729	\$ 33,539

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

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

	Three Months Ended March 31,	
	2015	2014
	(dollars in millions)	
Short-term and long-term borrowings(1)	\$ 125	\$ 126
Loans and other debt(2)	77	3
Unfunded lending commitments(3)	9	14

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

Net Difference between Contractual Principal Amount and Fair Value.

	Contractual Principal Amount Exceeds Fair Value	
	At March 31, 2015	At December 31, 2014

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	(dollars in millions)	
Short-term and long-term borrowings(1)	\$ (775)	\$ (670)
Loans and other debt(2)	14,482	14,990
Loans 90 or more days past due and/or on nonaccrual status(2)(3)	13,026	12,916

- (1) Short-term and long-term borrowings do not include structured notes where the repayment of the initial principal amount fluctuates based on changes in the reference price or index.

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- (2) The majority of the difference between principal and fair value amounts for loans and other debt emanates from the Company's distressed debt trading business, which purchases distressed debt at amounts well below par.
- (3) The aggregate fair value of loans that were in nonaccrual status, which includes all loans 90 or more days past due, was \$1,656 million and \$1,367 million at March 31, 2015 and December 31, 2014, respectively. The aggregate fair value of loans that were 90 or more days past due was \$897 million and \$643 million at March 31, 2015 and December 31, 2014, respectively.

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

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

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

The following tables present, by caption on the Company's condensed consolidated statements of financial condition, the fair value hierarchy for those assets measured at fair value on a non-recurring basis for which the Company recognized a non-recurring fair value adjustment for the quarters ended March 31, 2015 and 2014, respectively.

Three Months Ended March 31, 2015.

	Fair Value Measurements Using:				Total Gains (Losses) for the Three Months Ended March 31, 2015(1)
	Carrying Value at March 31, 2015	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:					
Loans(2)	\$ 3,346	\$	\$ 2,521	\$ 825	\$ (24)
Other investments(3)	35			35	(2)
Premises, equipment and software costs(4)					(19)
Total assets	\$ 3,381	\$	\$ 2,521	\$ 860	\$ (45)
Liabilities:					
Other liabilities and accrued expenses(2)	\$ 245	\$	\$ 203	\$ 42	\$ (7)
Total liabilities	\$ 245	\$	\$ 203	\$ 42	\$ (7)

- (1) Changes in the fair value of Loans and losses related to Other investments are recorded within Other revenues in the Company's condensed consolidated statements of income. Losses related to Premises, equipment and software costs are recorded within Other expenses if not held for sale and within Other revenues if held for sale. Losses related to Other liabilities and accrued expenses are recorded within Other revenues related to a non-recurring fair value

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adjustment for certain unfunded lending commitments designated as held for sale.

- (2) Non-recurring changes in the fair value of loans and unfunded lending commitments held for investment or held for sale were calculated using recently executed transactions; market price quotations; valuation models that incorporate market observable inputs where possible, such as comparable loan or debt prices and credit default swap spread levels adjusted for any basis difference between cash and derivative instruments; or default recovery analysis where such transactions and quotations are unobservable.
- (3) Losses related to Other investments were determined primarily using discounted cash flow models and methodologies that incorporate multiples of certain comparable companies.
- (4) Losses related to Premises, equipment and software costs were determined primarily using a default recovery analysis.

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Three Months Ended March 31, 2014.

	Carrying Value at March 31, 2014	Fair Value Measurements Using:			Total Gains (Losses) for the Three Months Ended March 31, 2014(1)
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Loans(2)	\$ 1,663	\$	\$ 1,423	\$ 240	\$ (7)
Other investments(3)	302			302	(22)
Intangible assets(3)	28			28	(2)
Other assets	1		1		(9)
Total	\$ 1,994	\$	\$ 1,424	\$ 570	\$ (40)

- (1) Changes in the fair value of Loans and losses related to Other investments are recorded within Other revenues, whereas losses related to Premises, equipment and software costs, Intangible assets and Other assets are recorded within Other expenses in the Company's condensed consolidated statements of income if not held for sale.
- (2) Non-recurring changes in the fair value of loans held for investment or held for sale were calculated using recently executed transactions; market price quotations; valuation models that incorporate market observable inputs where possible, such as comparable loan or debt prices and credit default swap spread levels adjusted for any basis difference between cash and derivative instruments; or default recovery analysis where such transactions and quotations are unobservable.
- (3) Losses related to Other investments and Intangible assets were determined primarily using discounted cash flow models and methodologies that incorporate multiples of certain comparable companies.

There were no significant liabilities measured at fair value on a non-recurring basis during the quarter ended March 31, 2014.

Financial Instruments Not Measured at Fair Value.

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

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

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

curves.

For held to maturity (HTM) securities, fair value is determined using quoted market prices.

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

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

Financial Instruments Not Measured at Fair Value at March 31, 2015 and December 31, 2014.

At March 31, 2015.

	At March 31, 2015		Fair Value Measurements Using:		
	Carrying Value	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(dollars in millions)					
Financial Assets:					
Cash and due from banks	\$ 19,683	\$ 19,683	\$ 19,683	\$	\$
Interest bearing deposits with banks	20,610	20,610	20,610		
Cash deposited with clearing organizations or segregated under federal and other regulations or requirements	40,340	40,340	40,340		
Investment securities HTM securities	1,632	1,636	706	930	
Securities purchased under agreements to resell	90,120	90,126		89,466	660
Securities borrowed	150,365	150,366		150,366	
Customer and other receivables(1)	52,511	52,410		47,610	4,800
Loans(2)	68,703	69,855		16,807	53,048
Financial Liabilities:					
Deposits	\$ 135,815	\$ 135,844	\$	\$ 135,844	\$
Short-term borrowings	411	411		411	
Securities sold under agreements to repurchase	60,883	60,992		56,293	4,699
Securities loaned	25,527	25,553		25,390	163
Other secured financings	7,966	7,994		5,924	2,070
Customer and other payables(1)	186,965	186,965		186,965	
Long-term borrowings	124,284	128,464		128,186	278

(1) Accrued interest, fees, and dividend receivables and payables where carrying value approximates fair value have been excluded.

(2) Amounts include all loans measured at fair value on a non-recurring basis.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

The fair value of the Company's unfunded lending commitments, primarily related to corporate lending in the Company's Institutional Securities business segment, that are not carried at fair value at March 31, 2015 was \$1,132 million, of which \$912 million and \$220 million would be categorized in Level 2 and Level 3 of the fair value hierarchy, respectively. The carrying value of these commitments, if fully funded, would be \$93.6 billion.

At December 31, 2014.

	At December 31, 2014		Fair Value Measurements Using:		
	Carrying Value	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:					
Cash and due from banks	\$ 21,381	\$ 21,381	\$ 21,381	\$	\$
Interest bearing deposits with banks	25,603	25,603	25,603		
Cash deposited with clearing organizations or segregated under federal and other regulations or requirements	40,607	40,607	40,607		
Investment securities - HTM securities	100	100	100		
Securities purchased under agreements to resell	82,175	82,165		81,981	184
Securities borrowed	136,708	136,708		136,696	12
Customer and other receivables(1)	45,116	45,028		39,945	5,083
Loans(2)	66,577	67,800		18,212	49,588
Financial Liabilities:					
Deposits	\$ 133,544	\$ 133,572	\$	\$ 133,572	\$
Short-term borrowings	496	496		496	
Securities sold under agreements to repurchase	69,337	69,433		63,921	5,512
Securities loaned	25,219	25,244		24,740	504
Other secured financings	7,581	7,881		5,465	2,416
Customer and other payables(1)	178,373	178,373		178,373	
Long-term borrowings	120,998	124,961		124,150	811

(1) Accrued interest, fees, and dividend receivables and payables where carrying value approximates fair value have been excluded.

(2) Amounts include all loans measured at fair value on a non-recurring basis.

The fair value of the Company's unfunded lending commitments, primarily related to corporate lending in the Company's Institutional Securities business segment, that are not carried at fair value at December 31, 2014 was \$1,178 million, of which \$928 million and \$250 million would be categorized in Level 2 and Level 3 of the fair value hierarchy, respectively. The carrying value of these commitments, if fully funded, would be \$86.8 billion.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)****4. Investment Securities.**

The following tables present information about the Company's AFS securities, which are carried at fair value, and HTM securities, which are carried at amortized cost. The net unrealized gains or losses on AFS securities are reported on an after-tax basis as a component of Accumulated other comprehensive income (loss) (AOCI).

	Amortized Cost	At March 31, 2015			Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	Other-than- Temporary Impairment	
(dollars in millions)					
AFS debt securities:					
U.S. government and agency securities:					
U.S. Treasury securities	\$ 32,453	\$ 158	\$ 17	\$	\$ 32,594
U.S. agency securities(1)	19,488	131	38		19,581
Total U.S. government and agency securities	51,941	289	55		52,175
Corporate and other debt:					
Commercial mortgage-backed securities:					
Agency	2,201	3	59		2,145
Non-agency	1,877	22	4		1,895
Auto loan asset-backed securities	2,694	3	1		2,696
Corporate bonds	3,670	25	7		3,688
Collateralized loan obligations	1,087		16		1,071
FFELP student loan asset-backed securities(2)	4,145	16	9		4,152
Total corporate and other debt	15,674	69	96		15,647
Total AFS debt securities	67,615	358	151		67,822
AFS equity securities	15		7		8
Total AFS securities	67,630	358	158		67,830
HTM securities:					
U.S. government securities:					
U.S. Treasury securities	703	3			706
U.S. agency securities(1)	929	1			930
Total HTM securities	1,632	4			1,636
Total Investment securities	\$ 69,262	\$ 362	\$ 158	\$	\$ 69,466

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	Amortized Cost	At December 31, 2014			Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	Other-than- Temporary Impairment	
(dollars in millions)					
AFS debt securities:					
U.S. government and agency securities:					
U.S. Treasury securities	\$ 35,855	\$ 42	\$ 67	\$	\$ 35,830
U.S. agency securities(1)	18,030	77	72		18,035
Total U.S. government and agency securities	53,885	119	139		53,865
Corporate and other debt:					
Commercial mortgage-backed securities:					
Agency	2,288	1	76		2,213
Non-agency	1,820	11	6		1,825
Auto loan asset-backed securities	2,433		5		2,428
Corporate bonds	3,640	10	22		3,628
Collateralized loan obligations	1,087		20		1,067
FFELP student loan asset-backed securities(2)	4,169	18	8		4,179
Total corporate and other debt	15,437	40	137		15,340
Total AFS debt securities	69,322	159	276		69,205
AFS equity securities	15		4		11
Total AFS securities	69,337	159	280		69,216
HTM securities:					
U.S. government securities:					
U.S. Treasury securities	100				100
Total HTM securities	100				100
Total Investment securities	\$ 69,437	\$ 159	\$ 280	\$	\$ 69,316

(1) U.S. agency securities are composed of three main categories consisting of agency-issued debt, agency mortgage pass-through pool securities and collateralized mortgage obligations.

(2) FFELP Federal Family Education Loan Program. Amounts are backed by a guarantee from the U.S. Department of Education of at least 95% of the principal balance and interest on such loans.

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The tables below present the fair value of Investment securities that are in an unrealized loss position:

At March 31, 2015	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
(dollars in millions)						
AFS debt securities:						
U.S. government and agency securities:						
U.S. Treasury securities	\$ 5,304	\$ 17	\$	\$	\$ 5,304	\$ 17
U.S. agency securities	2,981	7	2,372	31	5,353	38
Total U.S. government and agency securities	8,285	24	2,372	31	10,657	55
Corporate and other debt:						
Commercial mortgage-backed securities:						
Agency	66		1,496	59	1,562	59
Non-agency	565	3	263	1	828	4
Auto loan asset-backed securities	762	1	160		922	1
Corporate bonds	533	3	551	4	1,084	7
Collateralized loan obligations			1,071	16	1,071	16
FFELP student loan asset-backed securities	1,491	6	478	3	1,969	9
Total corporate and other debt	3,417	13	4,019	83	7,436	96
Total AFS debt securities	11,702	37	6,391	114	18,093	151
AFS equity securities	9	7			9	7
Total Investment securities	\$ 11,711	\$ 44	\$ 6,391	\$ 114	\$ 18,102	\$ 158

At December 31, 2014	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
(dollars in millions)						
AFS debt securities:						
U.S. government and agency securities:						
U.S. Treasury securities	\$ 11,410	\$ 14	\$ 5,924	\$ 53	\$ 17,334	\$ 67
U.S. agency securities	2,739	6	4,133	66	6,872	72
Total U.S. government and agency securities	14,149	20	10,057	119	24,206	139
Corporate and other debt:						
Commercial mortgage-backed securities:						
Agency	42		1,822	76	1,864	76
Non-agency	706	3	346	3	1,052	6
Auto loan asset-backed securities	2,034	5			2,034	5
Corporate bonds	905	6	1,299	16	2,204	22

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Collateralized loan obligations			1,067	20	1,067	20
FFELP student loan asset-backed securities	1,523	6	393	2	1,916	8
Total corporate and other debt	5,210	20	4,927	117	10,137	137
Total AFS debt securities	19,359	40	14,984	236	34,343	276
AFS equity securities	11	4			11	4
Total Investment securities	\$ 19,370	\$ 44	\$ 14,984	\$ 236	\$ 34,354	\$ 280

As discussed in Note 2 to the Company's consolidated financial statements in the 2014 Form 10-K, AFS and HTM securities with a current fair value less than their amortized cost are analyzed as part of the Company's

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ongoing assessment of temporary versus other-than-temporarily impaired at the individual security level. The net unrealized gains on AFS debt securities reported in the table above are primarily due to lower interest rates since those securities were purchased. The risk of credit loss on securities in an unrealized loss position is considered minimal because all of the Company's agency securities as well as the Company's ABS, CMBS and CLOs are highly rated and because the Company's corporate bonds are all investment grade. The Company does not intend to sell and is not likely to be required to sell its AFS debt securities prior to recovery of its amortized cost basis. The Company does not expect to experience a credit loss on its AFS debt securities or HTM securities based on consideration of the relevant information (as discussed in Note 2 to the Company's consolidated financial statements in the 2014 Form 10-K), including for U.S. government and agency securities, the existence of an explicit and implicit guarantee provided by the U.S. government. The Company believes that its AFS debt securities with an unrealized loss position were not other-than-temporarily impaired at March 31, 2015 and December 31, 2014.

For AFS equity securities in an unrealized loss position, the Company does not intend to sell these securities or expect to be required to sell these securities prior to the recovery of the amortized cost basis. The Company believes that the equity securities with an unrealized loss in AOCI were not other-than-temporarily impaired at March 31, 2015 and December 31, 2014.

The following table presents the amortized cost and fair value of Investment securities by contractual maturity dates at March 31, 2015:

At March 31, 2015	Amortized Cost	Fair Value (dollars in millions)	Annualized Average Yield
AFS debt securities:			
U.S. government and agency securities:			
U.S. Treasury securities:			
After 1 year through 5 years	31,563	31,693	1.0%
After 5 years through 10 years	890	901	1.7%
Total	32,453	32,594	
U.S. agency securities:			
After 1 year through 5 years	1,524	1,533	0.9%
After 5 years through 10 years	1,807	1,819	1.4%
After 10 years	16,157	16,229	1.5%
Total	19,488	19,581	
Total U.S. government and agency securities	51,941	52,175	1.2%
Corporate and other debt:			
Commercial mortgage-backed securities:			
Agency:			
Due within 1 year	37	37	0.5%
After 1 year through 5 years	581	581	1.0%
After 5 years through 10 years	395	394	1.1%
After 10 years	1,188	1,133	1.5%
Total	2,201	2,145	
Non-agency:			

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After 10 years	1,877	1,895	1.7%
Total	1,877	1,895	
Auto loan asset-backed securities:			
Due within 1 year	6	6	0.7%
After 1 year through 5 years	2,413	2,414	1.0%
After 5 years through 10 years	275	276	1.4%
Total	2,694	2,696	

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At March 31, 2015	Amortized Cost	Fair Value (dollars in millions)	Annualized Average Yield
Corporate bonds:			
Due within 1 year	288	288	0.8%
After 1 year through 5 years	2,865	2,876	1.5%
After 5 years through 10 years	517	524	2.7%
Total	3,670	3,688	
Collateralized loan obligations:			
After 10 years	1,087	1,071	1.4%
Total	1,087	1,071	
FFELP student loan asset-backed securities:			
After 1 year through 5 years	124	124	0.7%
After 5 years through 10 years	875	875	0.9%
After 10 years	3,146	3,153	0.9%
Total	4,145	4,152	
Total corporate and other debt	15,674	15,647	1.3%
Total AFS debt securities	67,615	67,822	1.2%
AFS equity securities	15	8	%
Total AFS securities	67,630	67,830	1.2%
HTM securities:			
U.S. government securities:			
U.S. Treasury securities:			
Due within 1 year	703	706	1.1%
Total	703	706	
U.S. agency securities:			
After 10 years	929	930	2.3%
Total	929	930	
Total HTM securities	1,632	1,636	1.8%
Total Investment securities	\$ 69,262	\$ 69,466	1.2%

See Note 6 for additional information on securities issued by VIEs, including U.S. agency mortgage-backed securities, non-agency CMBS, auto loan asset-backed securities, CLO and FFELP student loan asset-backed securities.

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The following table presents information pertaining to gross realized gains and losses on sales of AFS securities within the Company's Investment securities portfolio during the quarters ended March 31, 2015 and 2014:

	Three Months Ended	
	March 31,	
	2015	2014
	(dollars in millions)	
Gross realized gains	\$ 29	\$ 7
Gross realized losses	\$ 4	\$ 1

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

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The Company enters into reverse repurchase agreements, repurchase agreements, securities borrowed and securities loaned transactions to, among other things, acquire securities to cover short positions and settle other securities obligations, to accommodate customers' needs and to finance the Company's inventory positions. The Company manages credit exposure arising from such transactions by, in appropriate circumstances, entering into master netting agreements and collateral agreements with counterparties that provide the Company, in the event of a counterparty default (such as bankruptcy or a counterparty's failure to pay or perform), with the right to net a counterparty's rights and obligations under such agreement and liquidate and set off collateral held by the Company against the net amount owed by the counterparty. The Company's policy is generally to take possession of securities purchased under agreements to resell and securities borrowed, and to receive securities and cash posted as collateral (with rights of rehypothecation), although in certain cases, the Company may agree for such collateral to be posted to a third-party custodian under a tri-party arrangement that enables the Company to take control of such collateral in the event of a counterparty default. The Company also monitors the fair value of the underlying securities as compared with the related receivable or payable, including accrued interest, and, as necessary, requests additional collateral as provided under the applicable agreement to ensure such transactions are adequately collateralized.

The following tables present information about the offsetting of these instruments and related collateral amounts. For information related to offsetting of derivatives, see Note 10.

			At March 31, 2015		
			Net	Financial	
			Amounts	Instruments	
			Presented	Not	
			in the	Offset in the	
			Condensed	Condensed	
			Consolidated	Consolidated	
			Statements of	Statements of	
			Financial	Financial	
			Condition	Condition(3)	
			(dollars in millions)		Net Exposure
Assets					
Securities purchased under agreements to resell	\$ 155,656	\$ (64,424)	\$ 91,232	\$ (89,193)	\$ 2,039
Securities borrowed	159,201	(8,836)	150,365	(139,575)	10,790
Liabilities					
Securities sold under agreements to repurchase	\$ 125,912	\$ (64,424)	\$ 61,488	\$ (50,619)	\$ 10,869
Securities loaned	34,363	(8,836)	25,527	(24,130)	1,397

- (1) Amounts include \$3.9 billion of Securities purchased under agreements to resell, \$5.8 billion of Securities borrowed, \$12.5 billion of Securities sold under agreements to repurchase and \$1.2 billion of Securities loaned, which are either not subject to master netting agreements or collateral agreements or are subject to such agreements but the Company has not determined the agreements to be legally enforceable.
- (2) Amounts relate to master netting agreements and collateral agreements, which have been determined by the Company to be legally enforceable in the event of default and where certain other criteria are met in accordance with applicable offsetting accounting guidance.
- (3) Amounts relate to master netting agreements and collateral agreements, which have been determined by the Company to be legally enforceable in the event of default but where certain other criteria are not met in accordance with applicable offsetting accounting guidance.

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			At December 31, 2014		
			Net Amounts	Financial	
			Presented	Instruments Not	
			in the	Offset in the	
			Condensed	Condensed	
			Consolidated	Consolidated	
			Statements of	Statements of	
			Financial	Financial	
			Condition	Condition	
			(dollars in millions)		
	Gross	Amounts Offset			Net Exposure
	Amounts(1)	in the			
		Condensed			
		Consolidated			
		Statements of			
		Financial			
		Condition(2)			
Assets					
Securities purchased under agreements to resell	\$ 148,234	\$ (64,946)	\$ 83,288	\$ (79,343)	\$ 3,945
Securities borrowed	145,556	(8,848)	136,708	(128,282)	8,426
Liabilities					
Securities sold under agreements to repurchase	\$ 134,895	\$ (64,946)	\$ 69,949	\$ (56,454)	\$ 13,495
Securities loaned	34,067	(8,848)	25,219	(24,252)	967

- (1) Amounts include \$3.9 billion of Securities purchased under agreements to resell, \$4.2 billion of Securities borrowed, \$15.6 billion of Securities sold under agreements to repurchase and \$0.7 billion Securities loaned, which are either not subject to master netting agreements or collateral agreements or are subject to such agreements but the Company has not determined the agreements to be legally enforceable.
- (2) Amounts relate to master netting agreements and collateral agreements, which have been determined by the Company to be legally enforceable in the event of default and where certain other criteria are met in accordance with applicable offsetting accounting guidance.
- (3) Amounts relate to master netting agreements and collateral agreements, which have been determined by the Company to be legally enforceable in the event of default but where certain other criteria are not met in accordance with applicable offsetting accounting guidance.

The Company also engages in margin lending to clients that allows the client to borrow against the value of qualifying securities and is included within Customer and other receivables in the Company's condensed consolidated statement of financial condition. Under these agreements and transactions, the Company receives collateral, including U.S. government and agency securities, other sovereign government obligations, corporate and other debt, and corporate equities. Customer receivables generated from margin lending activities are collateralized by customer-owned securities held by the Company. The Company monitors required margin levels and established credit limits daily and, pursuant to such guidelines, requires customers to deposit additional collateral, or reduce positions, when necessary. Margin loans are extended on a demand basis and are not committed facilities. Factors considered in the review of margin loans are the amount of the loan, the intended purpose, the degree of leverage being employed in the account, and overall evaluation of the portfolio to ensure proper diversification or, in the case of concentrated positions, appropriate liquidity of the underlying collateral or potential hedging strategies to reduce risk. Additionally, transactions relating to concentrated or restricted positions require a review of any legal impediments to liquidation of the underlying collateral. Underlying collateral for margin loans is reviewed with respect to the liquidity of the proposed collateral positions, valuation of securities, historic trading range, volatility analysis and an evaluation of industry concentrations. For these transactions, adherence to the Company's collateral policies significantly limits the Company's credit exposure in the event of a customer default. The Company may request additional margin collateral from customers, if appropriate, and, if necessary, may sell securities that have not been paid for or purchase securities sold but not delivered from customers. At March 31, 2015 and December 31, 2014, there were approximately \$30.5 billion and \$29.0 billion, respectively, of customer margin loans outstanding.

Other secured financings include the liabilities related to transfers of financial assets that are accounted for as financings rather than sales, consolidated VIEs where the Company is deemed to be the primary beneficiary, and

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certain equity-linked notes and other secured borrowings. These liabilities are generally payable from the cash flows of the related assets accounted for as Trading assets (see Notes 6 and 9).

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

	At March 31, 2015	At December 31, 2014
	(dollars in millions)	
Trading assets:		
U.S. government and agency securities	\$ 11,360	\$ 11,769
Other sovereign government obligations	7,734	6,084
Corporate and other debt	6,033	6,061
Corporate equities	6,230	7,421
Total	\$ 31,357	\$ 31,335

The Company receives collateral in the form of securities in connection with reverse repurchase agreements, securities borrowed and derivative transactions, customer margin loans and securities-based lending. In many cases, the Company is permitted to sell or repledge these securities held as collateral and use the securities to secure repurchase agreements, to enter into securities lending and derivative transactions or for delivery to counterparties to cover short positions. The Company additionally receives securities as collateral in connection with certain securities-for-securities transactions in which the Company is the lender. In instances where the Company is permitted to sell or repledge these securities, the Company reports the fair value of the collateral received and the related obligation to return the collateral in its condensed consolidated statements of financial condition. At March 31, 2015 and December 31, 2014, the total fair value of financial instruments received as collateral where the Company is permitted to sell or repledge the securities was \$598 billion and \$546 billion, respectively, and the fair value of the portion that had been sold or repledged was \$452 billion and \$403 billion, respectively.

At March 31, 2015 and December 31, 2014, cash and securities deposited with clearing organizations or segregated under federal and other regulations or requirements were as follows:

	At March 31, 2015	At December 31, 2014
	(dollars in millions)	
Cash deposited with clearing organizations or segregated under federal and other regulations or requirements	\$ 40,340	\$ 40,607
Securities(1)	15,587	14,630
Total	\$ 55,927	\$ 55,237

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- (1) Securities deposited with clearing organizations or segregated under federal and other regulations or requirements are sourced from Securities purchased under agreements to resell and Trading assets in the Company's condensed consolidated statements of financial condition.

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

6. Variable Interest Entities and Securitization Activities.

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

The Company applies accounting guidance for consolidation of VIEs to certain entities in which equity investors do not have the characteristics of a controlling financial interest. Except for certain asset management entities, the primary beneficiary of a VIE is the party that both (1) has the power to direct the activities of a VIE that most significantly affect the VIE's economic performance and (2) has an obligation to absorb losses or the right to receive benefits that in either case could potentially be significant to the VIE. The Company consolidates entities of which it is the primary beneficiary.

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

Interests purchased in connection with market-making activities, securities held in its Investment securities portfolio and retained interests held as a result of securitization activities, including re-securitization transactions.

Guarantees issued and residual interests retained in connection with municipal bond securitizations.

Servicing of residential and commercial mortgage loans held by VIEs.

Loans made to and investments in VIEs that hold debt, equity, real estate or other assets.

Derivatives entered into with VIEs.

Structuring of credit-linked notes (CLN) or other asset-repackaged notes designed to meet the investment objectives of clients.

Other structured transactions designed to provide tax-efficient yields to the Company or its clients.

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

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

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

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

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

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

As part of the Company's Institutional Securities business segment's securitization and related activities, the Company has provided, or otherwise agreed to be responsible for, representations and warranties regarding certain assets transferred in securitization transactions sponsored by the Company (see Note 11).

The following tables present information at March 31, 2015 and December 31, 2014 about VIEs that the Company consolidates. Consolidated VIE assets and liabilities are presented after intercompany eliminations and include assets financed on a non-recourse basis:

	At March 31, 2015			
	Mortgage-and Asset-Backed Securitizations	Managed Real Estate Partnerships	Other Structured Financings	Other
	(dollars in millions)			
VIE assets	\$ 508	\$ 302	\$ 903	\$ 1,150
VIE liabilities	\$ 311	\$ 2	\$ 77	\$

	At December 31, 2014			
	Mortgage-and Asset-Backed Securitizations	Managed Real Estate Partnerships	Other Structured Financings	Other
	(dollars in millions)			
VIE assets	\$ 563	\$ 288	\$ 928	\$ 1,199
VIE liabilities	\$ 337	\$ 4	\$ 80	\$

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In general, the Company's exposure to loss in consolidated VIEs is limited to losses that would be absorbed on the VIE's assets recognized in its financial statements, net of losses absorbed by third-party holders of the VIE's liabilities. At March 31, 2015 and December 31, 2014, managed real estate partnerships reflected nonredeemable noncontrolling interests in the Company's condensed consolidated financial statements of \$253 million and \$240 million, respectively. The Company also had additional maximum exposure to losses of approximately \$106 million and \$105 million at March 31, 2015 and December 31, 2014, respectively. This additional exposure relates primarily to certain derivatives (*e.g.*, instead of purchasing senior securities, the Company has sold credit protection to synthetic CDOs through credit derivatives that are typically related to the most senior tranche of the CDO) and commitments, guarantees and other forms of involvement.

The following tables present information about certain non-consolidated VIEs in which the Company had variable interests at March 31, 2015 and December 31, 2014. The tables include all VIEs in which the Company has determined that its maximum exposure to loss is greater than specific thresholds or meets certain other criteria. Most of the VIEs included in the tables below are sponsored by unrelated parties; the Company's involvement generally is the result of the Company's secondary market-making activities and securities held in its Investment securities portfolio (see Note 4):

	At March 31, 2015				
	Mortgage-and Asset-Backed Securitized	Collateralized Debt Obligations	Municipal Tender Option Bonds	Other Structured Financings	Other
	(dollars in millions)				
VIE assets that the Company does not consolidate (unpaid principal balance)(1)	\$ 177,995	\$ 24,901	\$ 4,194	\$ 1,996	\$ 17,375
Maximum exposure to loss:					
Debt and equity interests(2)	\$ 15,977	\$ 2,352	\$ 79	\$ 1,159	\$ 3,788
Derivative and other contracts	15	2	2,566		145
Commitments, guarantees and other	462	1,529		612	482
Total maximum exposure to loss	\$ 16,454	\$ 3,883	\$ 2,645	\$ 1,771	\$ 4,415
Carrying value of exposure to loss Assets:					
Debt and equity interests(2)	\$ 15,977	\$ 2,352	\$ 79	\$ 741	\$ 3,788
Derivative and other contracts	15	2	5		67
Total carrying value of exposure to loss Assets	\$ 15,992	\$ 2,354	\$ 84	\$ 741	\$ 3,855
Carrying value of exposure to loss Liabilities:					
Derivative and other contracts	\$	\$	\$	\$	\$ 45
Commitments, guarantees and other				4	
Total carrying value of exposure to loss Liabilities	\$	\$	\$	\$ 4	\$ 45

(1) Mortgage- and asset-backed securitizations include VIE assets as follows: \$25.6 billion of residential mortgages; \$74.3 billion of commercial mortgages; \$20.3 billion of U.S. agency collateralized mortgage obligations; and \$57.8 billion of other consumer or commercial loans.

(2) Mortgage- and asset-backed securitizations include VIE debt and equity interests as follows: \$1.6 billion of residential mortgages; \$2.6 billion of commercial mortgages; \$4.3 billion of U.S. agency collateralized mortgage obligations; and \$7.5 billion of other consumer or commercial loans.

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	At December 31, 2014				
	Mortgage-and Asset-Backed Securizations	Collateralized Debt Obligations	Municipal Tender Option Bonds	Other Structured Financings	Other
	(dollars in millions)				
VIE assets that the Company does not consolidate (unpaid principal balance)(1)	\$ 174,548	\$ 26,567	\$ 3,449	\$ 2,040	\$ 19,237
Maximum exposure to loss:					
Debt and equity interests(2)	\$ 15,028	\$ 3,062	\$ 13	\$ 1,158	\$ 3,884
Derivative and other contracts	15	2	2,212		164
Commitments, guarantees and other	1,054	432		617	429
Total maximum exposure to loss	\$ 16,097	\$ 3,496	\$ 2,225	\$ 1,775	\$ 4,477
Carrying value of exposure to loss Assets:					
Debt and equity interests(2)	\$ 15,028	\$ 3,062	\$ 13	\$ 741	\$ 3,884
Derivative and other contracts	15	2	4		74
Total carrying value of exposure to loss Assets	\$ 15,043	\$ 3,064	\$ 17	\$ 741	\$ 3,958
Carrying value of exposure to loss Liabilities:					
Derivative and other contracts	\$	\$	\$	\$	\$ 57
Commitments, guarantees and other				5	
Total carrying value of exposure to loss Liabilities	\$	\$	\$	\$ 5	\$ 57

(1) Mortgage- and asset-backed securitizations include VIE assets as follows: \$30.8 billion of residential mortgages; \$71.9 billion of commercial mortgages; \$20.6 billion of U.S. agency collateralized mortgage obligations; and \$51.2 billion of other consumer or commercial loans.

(2) Mortgage- and asset-backed securitizations include VIE debt and equity interests as follows: \$1.9 billion of residential mortgages; \$2.4 billion of commercial mortgages; \$4.0 billion of U.S. agency collateralized mortgage obligations; and \$6.8 billion of other consumer or commercial loans.

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

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

Securitization transactions generally involve VIEs. Primarily as a result of its secondary market-making activities, the Company owned additional securities issued by securitization SPEs for which the maximum exposure to loss is less than specific thresholds. These additional securities totaled \$12.9 billion and \$14.0 billion at March 31, 2015 and December 31, 2014, respectively. These securities were either retained in connection with

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

transfers of assets by the Company, acquired in connection with secondary market-making activities or held in the Company's AFS securities within its Investment securities portfolio (see Note 4). At March 31, 2015, securities issued by securitization SPEs consisted of \$1.1 billion of securities backed by residential mortgage loans, \$7.7 billion of securities backed by U.S. agency collateralized mortgage obligations, \$1.1 billion of securities backed by commercial mortgage loans, \$0.4 billion of securities backed by CDOs or CLOs and \$2.6 billion backed by other consumer loans, such as credit card receivables, automobile loans and student loans. At December 31, 2014, securities issued by securitization SPEs consisted of \$1.0 billion of securities backed primarily by residential mortgage loans, \$8.5 billion of securities backed by U.S. agency collateralized mortgage obligations, \$1.2 billion of securities backed by commercial mortgage loans, \$0.5 billion of securities backed by CDOs or CLOs and \$2.7 billion backed by other consumer loans, such as credit card receivables, automobile loans and student loans. The Company's primary risk exposure is to the securities issued by the SPE owned by the Company, with the risk highest on the most subordinate class of beneficial interests. These securities generally are included in Trading assets - Corporate and other debt or AFS securities within the Company's Investment securities portfolio and are measured at fair value (see Note 3). The Company does not provide additional support in these transactions through contractual facilities, such as liquidity facilities, guarantees or similar derivatives. The Company's maximum exposure to loss generally equals the fair value of the securities owned.

The Company's transactions with VIEs primarily include securitizations, municipal tender option bond trusts, credit protection purchased through CLNs, other structured financings, collateralized loan and debt obligations, equity-linked notes, managed real estate partnerships and asset management investment funds. The Company's continuing involvement in VIEs that it does not consolidate can include ownership of retained interests in Company-sponsored transactions, interests purchased in the secondary market (both for Company-sponsored transactions and transactions sponsored by third parties), derivatives with securitization SPEs (primarily interest rate derivatives in commercial mortgage and residential mortgage securitizations and credit derivatives in which the Company has purchased protection in synthetic CDOs). Such activities are further described in Note 7 to the Company's consolidated financial statements in its 2014 Form 10-K.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)***Transfers of Assets with Continuing Involvement.*

The following tables present information at March 31, 2015 regarding transactions with SPEs in which the Company, acting as principal, transferred financial assets with continuing involvement and received sales treatment:

	At March 31, 2015			
	Residential Mortgage Loans	Commercial Mortgage Loans	U.S. Agency Collateralized Mortgage Obligations	Credit- Linked Notes and Other(1)
	(dollars in millions)			
SPE assets (unpaid principal balance)(2)	\$ 25,810	\$ 55,160	\$ 18,786	\$ 18,935
Retained interests (fair value):				
Investment grade	\$ 1	\$ 155	\$ 938	\$
Non-investment grade	100	91		1,213
Total retained interests (fair value)	\$ 101	\$ 246	\$ 938	\$ 1,213
Interests purchased in the secondary market (fair value):				
Investment grade	\$ 1	\$ 184	\$ 37	\$ 350
Non-investment grade	78	116		81
Total interests purchased in the secondary market (fair value)	\$ 79	\$ 300	\$ 37	\$ 431
Derivative assets (fair value)	\$	\$ 431	\$	\$ 131
Derivative liabilities (fair value)	\$	\$	\$	\$ 391

(1) Amounts include CLO transactions managed by unrelated third parties.

(2) Amounts include assets transferred by unrelated transferors.

	At March 31, 2015			
	Level 1	Level 2	Level 3	Total
	(dollars in millions)			
Retained interests (fair value):				
Investment grade	\$	\$ 1,002	\$ 92	\$ 1,094
Non-investment grade		29	1,375	1,404
Total retained interests (fair value)	\$	\$ 1,031	\$ 1,467	\$ 2,498
Interests purchased in the secondary market (fair value):				
Investment grade	\$	\$ 569	\$ 3	\$ 572
Non-investment grade		196	79	275
Total interests purchased in the secondary market (fair value)	\$	\$ 765	\$ 82	\$ 847

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Derivative assets (fair value)	\$	\$ 496	\$ 66	\$ 562
Derivative liabilities (fair value)	\$	\$ 66	\$ 325	\$ 391

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The following tables present information at December 31, 2014 regarding transactions with SPEs in which the Company, acting as principal, transferred assets with continuing involvement and received sales treatment:

	At December 31, 2014			
	Residential Mortgage Loans	Commercial Mortgage Loans	U.S. Agency Collateralized Mortgage Obligations	Credit- Linked Notes and Other(1)
	(dollars in millions)			
SPE assets (unpaid principal balance)(2)	\$ 26,549	\$ 58,660	\$ 20,826	\$ 24,011
Retained interests (fair value):				
Investment grade	\$ 10	\$ 117	\$ 1,019	\$ 57
Non-investment grade	98	120		1,264
Total retained interests (fair value)	\$ 108	\$ 237	\$ 1,019	\$ 1,321
Interests purchased in the secondary market (fair value):				
Investment grade	\$ 32	\$ 129	\$ 61	\$ 423
Non-investment grade	32	72		59
Total interests purchased in the secondary market (fair value)	\$ 64	\$ 201	\$ 61	\$ 482
Derivative assets (fair value)	\$	\$ 495	\$	\$ 138
Derivative liabilities (fair value)	\$	\$	\$	\$ 86

(1) Amounts include CLO transactions managed by unrelated third parties.

(2) Amounts include assets transferred by unrelated transferors.

	At December 31, 2014			
	Level 1	Level 2	Level 3	Total
	(dollars in millions)			
Retained interests (fair value):				
Investment grade	\$	\$ 1,166	\$ 37	\$ 1,203
Non-investment grade		123	1,359	1,482
Total retained interests (fair value)	\$	\$ 1,289	\$ 1,396	\$ 2,685
Interests purchased in the secondary market (fair value):				
Investment grade	\$	\$ 644	\$ 1	\$ 645
Non-investment grade		129	34	163
Total interests purchased in the secondary market (fair value)	\$	\$ 773	\$ 35	\$ 808
Derivative assets (fair value)	\$	\$ 559	\$ 74	\$ 633
Derivative liabilities (fair value)	\$	\$ 82	\$ 4	\$ 86

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

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Net gains on sale of assets in securitization transactions at the time of the sale were not material in the first quarter of 2015 and 2014.

During the quarter ended March 31, 2015 and 2014, the Company received proceeds from new securitization transactions of \$4.9 billion and \$6.0 billion, respectively. During the quarter ended March 31, 2015 and 2014, the Company received proceeds from cash flows from retained interests in securitization transactions of \$0.9 billion and \$0.6 billion, respectively.

The Company has provided, or otherwise agreed to be responsible for, representations and warranties regarding certain assets transferred in securitization transactions sponsored by the Company (see Note 11).

In addition, in connection with its underwriting of CLO transactions for unaffiliated sponsors, the Company received proceeds from sale of corporate loans sold to those SPEs of \$0.3 billion and \$0.4 billion during the quarters ended March 31, 2015 and 2014, respectively. Net gains on sale of corporate loans to CLO transactions at the time of sale were not material for the quarters ended March 31, 2015 and 2014.

The Company also enters into transactions in which it sells equity securities and contemporaneously enters into bilateral OTC equity derivatives with the purchasers of the securities, through which derivatives it retains the exposure to the securities. For transactions where the derivatives were outstanding at March 31, 2015, the carrying value of assets derecognized at the time of sale and the gross cash proceeds were \$14.0 billion. In addition, the fair value at March 31, 2015 of the assets sold was \$14.7 billion while the fair value of derivative assets and derivative liabilities recognized in the Company's condensed consolidated statement of financial condition at March 31, 2015 was \$237 million and \$48 million, respectively (see Note 10).

Failed Sales.

In order to be treated as a sale of assets for accounting purposes, a transaction must meet all of the criteria stipulated in the accounting guidance for the transfer of financial assets. A transfer that fails to meet these criteria, is treated as a failed sale. In such cases, the Company continues to recognize the assets in Trading assets, and the Company recognizes the associated liabilities in Other secured financings in its condensed consolidated statements of financial condition (see Note 9).

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

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

	At March 31, 2015		At December 31, 2014	
	Carrying Value of		Carrying Value of	
	Assets	Liabilities	Assets	Liabilities
	(dollars in millions)			
Credit-linked notes	\$ 28	\$ 28	\$ 47	\$ 39
Equity-linked transactions	11	11	16	16
Other	244	244	289	289

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)****7. Loans and Allowance for Loan Losses.
Loans.**

The Company's loans held for investment are recorded at amortized cost, and its loans held for sale are recorded at lower of cost or fair value in the Company's condensed consolidated statements of financial condition.

The Company's outstanding loans at March 31, 2015 and December 31, 2014 included the following:

Loans by Product Type	At March 31, 2015			At December 31, 2014		
	Loans Held for Investment	Loans Held for Sale	Total Loans(1)(2)	Loans Held for Investment	Loans Held for Sale	Total Loans(1)(2)
	(dollars in millions)					
Corporate loans	\$ 21,121	\$ 7,360	\$ 28,481	\$ 19,659	\$ 8,200	\$ 27,859
Consumer loans	17,372		17,372	16,576		16,576
Residential real estate loans	16,853	154	17,007	15,735	114	15,849
Wholesale real estate loans	5,265	743	6,008	5,298	1,144	6,442
Total loans, gross of allowance for loan losses	60,611	8,257	68,868	57,268	9,458	66,726
Allowance for loan losses	(165)		(165)	(149)		(149)
Total loans, net of allowance for loan losses	\$ 60,446	\$ 8,257	\$ 68,703	\$ 57,119	\$ 9,458	\$ 66,577

(1) Amounts include loans that are made to non-U.S. borrowers of \$6,643 million and \$7,017 million at March 31, 2015 and December 31, 2014, respectively.

(2) At March 31, 2015, loans at fixed interest rates and floating or adjustable interest rates were \$6,720 million and \$61,983 million, respectively. At December 31, 2014, loans at fixed interest rates and floating or adjustable interest rates were \$6,663 million and \$59,914 million, respectively.

The above table does not include Loans and lending commitments held at fair value of \$11,394 million and \$11,962 million that were recorded as Trading assets in the Company's condensed consolidated statement of financial condition at March 31, 2015 and December 31, 2014, respectively. At March 31, 2015, Loans and lending commitments held at fair value consisted of \$5,689 million of corporate loans, \$2,044 million of residential real estate loans and \$3,661 million of wholesale real estate loans. At December 31, 2014, Loans and lending commitments held at fair value consisted of \$7,093 million of corporate loans, \$1,682 million of residential real estate loans and \$3,187 million of wholesale real estate loans. See Note 3 for further information regarding Loans and lending commitments held at fair value.

Credit Quality.

The Company's Credit Risk Management Department evaluates new obligors before credit transactions are initially approved, and at least annually thereafter for corporate and wholesale real estate loans. For corporate loans, credit evaluations typically involve the evaluation of financial statements, assessment of leverage, liquidity, capital strength, asset composition and quality, market capitalization and access to capital markets, cash flow projections and debt service requirements, and the adequacy of collateral, if applicable. The Company's Credit Risk Management Department also evaluates strategy, market position, industry dynamics, obligor's management and other factors that could affect an obligor's risk profile. For wholesale real estate loans, the credit evaluation is focused on property and transaction metrics including property type, loan-to-value ratio, occupancy levels, debt service ratio, prevailing capitalization rates, and market dynamics. For residential real estate and consumer loans, the initial credit evaluation typically includes, but is not limited to, review of the

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

obligor's income, net worth, liquidity, collateral, loan-to-value ratio, and credit bureau information. Subsequent credit monitoring for residential real estate loans is performed at the portfolio level. Consumer loan collateral values are monitored on an ongoing basis.

For a description of the Company's loan portfolio and credit quality indicators utilized in its credit monitoring process, see Note 8 to the Company's consolidated financial statements in the 2014 Form 10-K.

Loans considered as doubtful or loss are considered impaired. Substandard loans are regularly reviewed for impairment. When a loan is impaired the impairment is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or as a practical expedient the observable market price of the loan or the fair value of the collateral if the loan is collateral dependent. For further information, see Note 2 to the Company's consolidated financial statements in the 2014 Form 10-K.

The following tables present credit quality indicators for the Company's loans held for investment, gross of allowance for loan losses, by product type, at March 31, 2015 and December 31, 2014.

Loans by Credit Quality Indicators	At March 31, 2015				
	Corporate	Consumer	Residential	Wholesale	Total
			Real Estate	Real Estate	
			(dollars in millions)		
Pass	\$ 19,612	\$ 17,372	\$ 16,802	\$ 5,265	\$ 59,051
Special mention	808				808
Substandard	676		51		727
Doubtful	25				25
Total loans	\$ 21,121	\$ 17,372	\$ 16,853	\$ 5,265	\$ 60,611

Loans by Credit Quality Indicators	At December 31, 2014				
	Corporate	Consumer	Residential	Wholesale	Total
			Real Estate	Real Estate	
			(dollars in millions)		
Pass	\$ 17,847	\$ 16,576	\$ 15,688	\$ 5,298	\$ 55,409
Special mention	1,683				1,683
Substandard	127		47		174
Doubtful	2				2
Total loans	\$ 19,659	\$ 16,576	\$ 15,735	\$ 5,298	\$ 57,268

Allowance for Loan Losses and Impaired Loans.

There are two components in the allowance for loan loss estimate: (1) the inherent allowance component which estimates the probable losses inherent in the portfolio, and (2) the specific allowance component which includes estimates related to loans specifically identified for impairment.

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The inherent allowance component of the allowance for loan losses is used to estimate the probable losses inherent in the loan portfolio and includes non-homogeneous loans that have not been identified as impaired and portfolios of smaller balance homogeneous loans. The Company maintains methodologies by loan product for calculating an allowance for loan losses that estimates the inherent losses in the loan portfolio. Qualitative and environmental factors such as economic and business conditions, nature and volume of the portfolio and lending terms, and volume and severity of past due loans may also be considered in the calculations. The allowance for

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loan losses is maintained at a level reasonable to ensure that it can adequately absorb the estimated probable losses inherent in the portfolio.

The specific allowance component of the allowance for loan losses is used to estimate probable losses for non-homogeneous exposures, including loans modified in a Troubled Debt Restructuring (TDR), which have been specifically identified for impairment analysis by the Company and determined to be impaired. At March 31, 2015 and December 31, 2014, the Company's TDRs were not significant. For further information on allowance for loan losses, see Note 2 to the Company's consolidated financial statements in the 2014 Form 10-K.

The tables below provide details on impaired loans, past due loans and allowances for the Company's held for investment loans:

Loans by Product Type	At March 31, 2015			Total
	Corporate	Residential Real Estate	Wholesale Real Estate	
	(dollars in millions)			
Impaired loans with allowance	\$ 23	\$	\$	\$ 23
Impaired loans without allowance(1)	2	20		22
Impaired loans unpaid principal balance	25	20		45
Past due 90 days loans and on nonaccrual	2	24		26

Loans by Product Type	At December 31, 2014			Total
	Corporate	Residential Real Estate	Wholesale Real Estate	
	(dollars in millions)			
Impaired loans with allowance	\$	\$	\$	\$
Impaired loans without allowance(1)	2	17		19
Impaired loans unpaid principal balance	2	17		19
Past due 90 days loans and on nonaccrual	2	25		27

Loans by Region	At March 31, 2015			Total
	Americas	EMEA	Asia-Pacific	
	(dollars in millions)			
Impaired loans	\$ 22	\$ 23	\$	\$ 45
Past due 90 days loans and on nonaccrual	26			26
Allowance for loan losses	131	29	5	165

Loans by Region	At December 31, 2014			Total
	Americas	EMEA	Asia-Pacific	
	(dollars in millions)			
Impaired loans	\$ 19	\$	\$	\$ 19
Past due 90 days loans and on nonaccrual	27			27
Allowance for loan losses	121	20	8	149

EMEA Europe, Middle East and Africa.

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- (1) At March 31, 2015 and December 31, 2014, no allowance was outstanding for these loans as the fair value of the collateral held exceeded or equaled the carrying value.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

The table below summarizes information about the allowance for loan losses, loans by impairment methodology, the allowance for lending-related commitments and lending-related commitments by impairment methodology.

	Corporate	Consumer	Residential Real Estate (dollars in millions)	Wholesale Real Estate	Total
Allowance for loan losses:					
Balance at December 31, 2014	\$ 118	\$ 2	\$ 8	\$ 21	\$ 149
Gross charge-offs					
Gross recoveries	1				1
Net recoveries	1				1
Provision (release) for loan losses(1)	25			1	26
Other(2)	(11)				(11)
Balance at March 31, 2015	\$ 133	\$ 2	\$ 8	\$ 22	\$ 165
Allowance for loan losses by impairment methodology:					
Inherent	\$ 128	\$ 2	\$ 8	\$ 22	\$ 160
Specific	5				5
Total allowance for loan losses at March 31, 2015	\$ 133	\$ 2	\$ 8	\$ 22	\$ 165
Loans evaluated by impairment methodology(3):					
Inherent	\$ 21,096	\$ 17,372	\$ 16,833	\$ 5,265	\$ 60,566
Specific	25		20		45
Total loans evaluated at March 31, 2015	\$ 21,121	\$ 17,372	\$ 16,853	\$ 5,265	\$ 60,611
Allowance for lending-related commitments:					
Balance at December 31, 2014	\$ 147	\$	\$	\$ 2	\$ 149
Provision for lending-related commitments(4)	36			1	37
Other	(1)				(1)
Balance at March 31, 2015	\$ 182	\$	\$	\$ 3	\$ 185
Allowance for lending-related commitments by impairment methodology:					
Inherent	\$ 182	\$	\$	\$ 3	\$ 185
Specific					
Total allowance for lending-related commitments at March 31, 2015	\$ 182	\$	\$	\$ 3	\$ 185

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Lending-related commitments evaluated by impairment methodology(3):

Inherent	\$ 70,153	\$ 3,875	\$ 287	\$ 376	\$ 74,691
Specific	26				26
Total lending-related commitments evaluated at March 31, 2015	\$ 70,179	\$ 3,875	\$ 287	\$ 376	\$ 74,717

- (1) The Company recorded a provision of \$26 million for loan losses within Other revenues for the quarter ended March 31, 2015.
- (2) Amount includes the impact related to the transfer to loans held for sale and foreign currency translation adjustments.
- (3) Loan balances are gross of the allowance for loan losses and lending-related commitments are gross of credit losses.
- (4) The Company recorded a provision of \$37 million for lending-related commitments within Other non-interest expenses for the quarter ended March 31, 2015.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

	Corporate	Consumer	Residential Real Estate (dollars in millions)	Wholesale Real Estate	Total
Allowance for loan losses:					
Balance at December 31, 2013	\$ 137	\$ 1	\$ 4	\$ 14	\$ 156
Gross charge-offs				(3)	(3)
Gross recoveries					
Net charge-offs				(3)	(3)
Provision (release) for loan losses(1)	(33)	1	1	2	(29)
Balance at March 31, 2014	\$ 104	\$ 2	\$ 5	\$ 13	\$ 124
Allowance for loan losses by impairment methodology:					
Inherent	\$ 102	\$ 2	\$ 5	\$ 13	\$ 122
Specific	2				2
Total allowance for loan losses at March 31, 2014	\$ 104	\$ 2	\$ 5	\$ 13	\$ 124
Loans evaluated by impairment methodology(2):					
Inherent	\$ 15,599	\$ 12,638	\$ 11,000	\$ 2,442	\$ 41,679
Specific	11		9		20
Total loan evaluated at March 31, 2014	\$ 15,610	\$ 12,638	\$ 11,009	\$ 2,442	\$ 41,699
Allowance for lending-related commitments:					
Balance at December 31, 2013	\$ 125	\$	\$	\$ 2	\$ 127
Provision for lending-related commitments(3)	19				19
Balance at March 31, 2014	\$ 144	\$	\$	\$ 2	\$ 146
Allowance for lending-related commitments by impairment methodology:					
Inherent	\$ 144	\$	\$	\$ 2	\$ 146
Specific					
Total allowance for lending-related commitments at March 31, 2014	\$ 144	\$	\$	\$ 2	\$ 146
Lending-related commitments evaluated by impairment methodology(2):					
Inherent	\$ 65,470	\$ 2,865	\$ 1,861	\$ 238	\$ 70,434
Specific					
Total lending-related commitments evaluated at March 31, 2014	\$ 65,470	\$ 2,865	\$ 1,861	\$ 238	\$ 70,434

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- (1) The Company recorded a release of \$29 million for loan losses within Other revenues for the quarter ended March 31, 2014.
- (2) Loan balances are gross of the allowance for loan losses and lending-related commitments are gross of credit losses.
- (3) The Company recorded a provision of \$19 million for lending-related commitments within Other non-interest expenses for the quarter end March 31, 2014.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)***Employee Loans.*

Employee loans are granted primarily in conjunction with a program established in the Company's Wealth Management business segment to retain and recruit certain employees. These loans are recorded in Customer and other receivables in the Company's condensed consolidated statements of financial condition. These loans are full recourse, generally require periodic payments and have repayment terms ranging from one to twelve years. The Company establishes an allowance for loan amounts it does not consider recoverable, which is recorded in Compensation and benefits expense. At March 31, 2015, the Company had \$4,880 million of employee loans, net of an allowance of approximately \$112 million. At December 31, 2014, the Company had \$5,130 million of employee loans, net of an allowance of approximately \$116 million.

The Company has also granted loans to other employees primarily in conjunction with certain after-tax leveraged investment arrangements. At March 31, 2015, the balance of these loans was \$21 million, net of an allowance of approximately \$41 million. At December 31, 2014, the balance of these loans was \$40 million, net of an allowance of approximately \$42 million. The Company establishes an allowance for non-recourse loan amounts not recoverable from employees, which is recorded in Other non-interest expense.

8. Deposits.

Deposits were as follows:

	At March 31, 2015(1)	At December 31, 2014(1)
	(dollars in millions)	
Savings and demand deposits(2)	\$ 134,263	\$ 132,159
Time deposits(3)(4)	1,552	1,385
Total	\$ 135,815	\$ 133,544

(1) Total deposits subject to the Federal Deposit Insurance Corporation (the FDIC) insurance at March 31, 2015 and December 31, 2014 were \$101 billion and \$99 billion, respectively.

(2) There were no significant non-interest bearing deposits at March 31, 2015 and December 31, 2014.

(3) Certain time deposit accounts are carried at fair value under the fair value option (see Note 3).

(4) The amount of U.S. time deposits that met or exceeded the FDIC insurance limit was not significant at March 31, 2015 and December 31, 2014.

The weighted average interest rates of interest bearing deposits outstanding at March 31, 2015 and December 31, 2014 were 0.0% and 0.1%, respectively.

Interest-bearing deposits maturing over the next five years total: \$135,807 million remaining in 2015, with no other deposits maturing after 2015. The amount remaining for 2015 includes \$134,255 million of saving deposits, which have no stated maturity, and \$1,552 million of time deposits.

The vast majority of deposits in the Company's U.S. Subsidiary Banks are sourced from the Company's retail brokerage accounts. Concurrent with the acquisition of the remaining 35% stake in the purchase of the retail securities joint venture between the Company and Citigroup Inc. (Citi) (the Wealth Management JV) in 2013, the deposit sweep agreement between Citi and the Company was terminated (see Note 3 to the consolidated financial statements in the 2014 Form 10-K). During the quarter ended March 31, 2015, \$4 billion of deposits held by Citi relating to the Company's customer accounts were transferred to the Company's depository institutions. At March 31, 2015, approximately \$4 billion of additional deposits are scheduled to be transferred to the Company's depository institutions on an agreed-upon basis through June 2015.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)****9. Long-Term Borrowings and Other Secured Financings.**

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

	At March 31, 2015	At December 31, 2014
	(dollars in millions)	
Senior debt	\$ 142,129	\$ 139,565
Subordinated debt	8,543	8,339
Junior subordinated debentures	4,873	4,868
Total	\$ 155,545	\$ 152,772

During the quarter ended March 31, 2015, the Company issued notes with a principal amount of approximately \$11.3 billion. During the quarter ended March 31, 2015, approximately \$5.3 billion in aggregate long-term borrowings matured or were retired.

The weighted average maturity of the Company's long-term borrowings, based upon stated maturity dates, was approximately 6.3 years and 5.9 years at March 31, 2015 and December 31, 2014, respectively.

Other Secured Financings.

Other secured financings include the liabilities related to transfers of financial assets that are accounted for as financings rather than sales, consolidated VIEs where the Company is deemed to be the primary beneficiary, pledged commodities, certain equity-linked notes and other secured borrowings. See Note 6 for further information on Other secured financings related to VIEs and securitization activities.

The Company's Other secured financings consisted of the following:

	At March 31, 2015	At December 31, 2014
	(dollars in millions)	
Secured financings with original maturities greater than one year	\$ 9,888	\$ 10,346
Secured financings with original maturities one year or less	2,036	1,395
Failed sales(1)	283	344
Total(2)	\$ 12,207	\$ 12,085

(1) For more information on failed sales, see Note 6.

(2) Amounts include \$4,241 million and \$4,504 million at fair value at March 31, 2015 and December 31, 2014, respectively.

10. Derivative Instruments and Hedging Activities.

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

The Company manages its trading positions by employing a variety of risk mitigation strategies. These strategies include diversification of risk exposures and hedging. Hedging activities consist of the purchase or sale of

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positions in related securities and financial instruments, including a variety of derivative products (e.g., futures, forwards, swaps and options). The Company manages the market risk associated with its trading activities on a Company-wide basis, on a worldwide trading division level and on an individual product basis.

In connection with its derivative activities, the Company generally enters into master netting agreements and collateral agreements with its counterparties. These agreements provide the Company with the right, in the event of a default by the counterparty (such as bankruptcy or a failure to pay or perform), to net a counterparty's rights and obligations under the agreement and to liquidate and set off collateral against any net amount owed by the counterparty. However, in certain circumstances: The Company may not have such an agreement in place; the relevant insolvency regime (which is based on the type of counterparty entity and the jurisdiction of organization of the counterparty) may not support the enforceability of the agreement; or the Company may not have sought legal advice to support the enforceability of the agreement. In cases where the Company has not determined an agreement to be enforceable, the related amounts are not offset in the tabular disclosures below. The Company's policy is generally to receive securities and cash posted as collateral (with rights of rehypothecation), irrespective of the enforceability determination regarding the master netting and collateral agreement. In certain cases, the Company may agree for such collateral to be posted to a third-party custodian under a control agreement that enables the Company to take control of such collateral in the event of a counterparty default. The enforceability of the master netting agreement is taken into account in the Company's risk management practices and application of counterparty credit limits. The following tables present information about the offsetting of derivative instruments and related collateral amounts. See information related to offsetting of certain collateralized transactions in Note 5.

	At March 31, 2015						
	Gross Amounts(1)	Amounts Offset in the Condensed Consolidated Statements of Financial Condition(2)	Net Amounts Presented in the Condensed Consolidated Statements of Financial Condition (dollars in millions)	Amounts Not Offset in the Condensed Consolidated Statements of Financial Condition(3)	Financial Instruments Collateral	Other Cash Collateral	Net Exposure
Derivative assets							
Bilateral OTC	\$ 456,688	\$ (424,006)	\$ 32,682	\$ (9,809)	\$ (55)	\$ 22,818	
Cleared OTC(4)	195,421	(194,064)	1,357			1,357	
Exchange traded	34,325	(29,606)	4,719			4,719	
Total derivative assets	\$ 686,434	\$ (647,676)	\$ 38,758	\$ (9,809)	\$ (55)	\$ 28,894	
Derivative liabilities							
Bilateral OTC	\$ 442,056	\$ (400,689)	\$ 41,367	\$ (15,267)	\$ (228)	\$ 25,872	
Cleared OTC(4)	188,423	(188,115)	308			308	
Exchange traded	35,108	(29,606)	5,502	(643)		4,859	
Total derivative liabilities	\$ 665,587	\$ (618,410)	\$ 47,177	\$ (15,910)	\$ (228)	\$ 31,039	

- (1) Amounts include \$7.3 billion of derivative assets and \$7.2 billion of derivative liabilities, which are either not subject to master netting agreements or collateral agreements or are subject to such agreements but the Company has not determined the agreements to be legally enforceable. See also Fair Value and Notional of Derivative Instruments herein, for additional disclosure about gross fair values and notionals for derivative instruments by risk type.
- (2) Amounts relate to master netting agreements and collateral agreements, which have been determined by the Company to be legally enforceable in the event of default and where certain other criteria are met in accordance with applicable offsetting accounting guidance.

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- (3) Amounts relate to master netting agreements and collateral agreements, which have been determined by the Company to be legally enforceable in the event of default but where certain other criteria are not met in accordance with applicable offsetting accounting guidance.
- (4) Amounts include OTC derivatives that are centrally cleared in accordance with certain regulatory requirements.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

	Gross Amounts(1)	Amounts Offset in the Condensed Statements of Financial Condition(2)	At December 31, 2014			Net Exposure
			Net Amounts Presented in the Condensed Statements of Financial Condition (dollars in millions)	Amounts Not Offset in the Condensed Consolidated Statements of Financial Condition(3)	Financial Instruments Collateral	
Derivative assets						
Bilateral OTC	\$ 427,079	\$ (396,582)	\$ 30,497	\$ (9,844)	\$ (19)	\$ 20,634
Cleared OTC(4)	217,169	(215,576)	1,593			1,593
Exchange traded	32,123	(27,819)	4,304			4,304
Total derivative assets	\$ 676,371	\$ (639,977)	\$ 36,394	\$ (9,844)	\$ (19)	\$ 26,531
Derivative liabilities						
Bilateral OTC	\$ 410,003	\$ (375,095)	\$ 34,908	\$ (11,192)	\$ (179)	\$ 23,537
Cleared OTC(4)	211,695	(211,180)	515		(6)	509
Exchange traded	32,608	(27,819)	4,789	(726)		4,063
Total derivative liabilities	\$ 654,306	\$ (614,094)	\$ 40,212	\$ (11,918)	\$ (185)	\$ 28,109

- (1) Amounts include \$6.5 billion of derivative assets and \$6.9 billion of derivative liabilities, which are either not subject to master netting agreements or collateral agreements or are subject to such agreements but the Company has not determined the agreements to be legally enforceable. See also Fair Value and Notional of Derivative Instruments herein, for additional disclosure about gross fair values and notionals for derivative instruments by risk type.
- (2) Amounts relate to master netting agreements and collateral agreements, which have been determined by the Company to be legally enforceable in the event of default and where certain other criteria are met in accordance with applicable offsetting accounting guidance.
- (3) Amounts relate to master netting agreements and collateral agreements, which have been determined by the Company to be legally enforceable in the event of default but where certain other criteria are not met in accordance with applicable offsetting accounting guidance.
- (4) Amounts include OTC derivatives that are centrally cleared in accordance with certain regulatory requirements.
- The Company incurs credit risk as a dealer in OTC derivatives. Credit risk with respect to derivative instruments arises from the failure of a counterparty to perform according to the terms of the contract. The Company's exposure to credit risk at any point in time is represented by the fair value of the derivative contracts reported as assets. The fair value of a derivative represents the amount at which the derivative could be exchanged in an orderly transaction between market participants and is further described in Note 2 to the consolidated financial statements in the 2014 Form 10-K and Note 3.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)**

The tables below present a summary by counterparty credit rating and remaining contract maturity of the fair value of OTC derivatives in a gain position at March 31, 2015 and December 31, 2014. Fair value is presented in the final column, net of collateral received (principally cash and U.S. government and agency securities):

OTC Derivative Products Trading Assets at March 31, 2015(1)

Credit Rating(2)	Years to Maturity				Cross-Maturity and Cash Collateral Netting(3)	Net Exposure	
	Less than 1	1-3	3-5	Over 5 (dollars in millions)		Post-cash Collateral	Net Exposure Post-collateral
AAA	\$ 213	\$ 587	\$ 994	\$ 4,421	\$ (5,161)	\$ 1,054	\$ 865
AA	3,365	3,500	2,691	15,682	(18,070)	7,168	5,086
A	14,607	12,129	6,552	26,464	(47,540)	12,212	8,105
BBB	5,908	4,142	2,647	14,927	(18,737)	8,887	6,361
Non-investment grade	3,463	2,962	1,322	2,605	(5,689)	4,663	3,758
Total	\$ 27,556	\$ 23,320	\$ 14,206	\$ 64,099	\$ (95,197)	\$ 33,984	\$ 24,175

(1) Fair values shown represent the Company's net exposure to counterparties related to the Company's OTC derivative products. Amounts include centrally cleared OTC derivatives. The table does not include exchange-traded derivatives and the effect of any related hedges utilized by the Company.

(2) Obligor credit ratings are determined by the Company's Credit Risk Management Department.

(3) Amounts represent the netting of receivable balances with payable balances for the same counterparty across maturity categories. Receivable and payable balances with the same counterparty in the same maturity category are netted within such maturity category, where appropriate. Cash collateral received is netted on a counterparty basis, provided legal right of offset exists.

OTC Derivative Products Trading Assets at December 31, 2014(1)

Credit Rating(2)	Years to Maturity				Cross-Maturity and Cash Collateral Netting(3)	Net Exposure	
	Less than 1	1-3	3-5	Over 5 (dollars in millions)		Post-cash Collateral	Net Exposure Post-collateral
AAA	\$ 499	\$ 246	\$ 1,313	\$ 4,281	\$ (5,009)	\$ 1,330	\$ 1,035
AA	2,679	2,811	2,704	14,137	(15,415)	6,916	4,719
A	11,733	10,833	7,585	23,968	(43,644)	10,475	6,520
BBB	5,119	3,753	2,592	13,132	(15,844)	8,752	6,035
Non-investment grade	3,196	3,089	1,541	2,499	(5,727)	4,598	3,918
Total	\$ 23,226	\$ 20,732	\$ 15,735	\$ 58,017	\$ (85,639)	\$ 32,071	\$ 22,227

(1)

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Fair values shown represent the Company's net exposure to counterparties related to the Company's OTC derivative products. Amounts include centrally cleared OTC derivatives. The table does not include exchange-traded derivatives and the effect of any related hedges utilized by the Company.

- (2) Obligor credit ratings are determined by the Company's Credit Risk Management Department.
- (3) Amounts represent the netting of receivable balances with payable balances for the same counterparty across maturity categories. Receivable and payable balances with the same counterparty in the same maturity category are netted within such maturity category, where appropriate. Cash collateral received is netted on a counterparty basis, provided legal right of offset exists.

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

Hedge Accounting.

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

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

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

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

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

Net Investment Hedges. The Company may utilize forward foreign exchange contracts to manage the currency exposure relating to its net investments in non-U.S. dollar functional currency operations. To the extent that the notional amounts of the hedging instruments equal the portion of the investments being hedged and the underlying exchange rate of the derivative hedging instrument relates to the exchange rate between the functional currency of the investee and the parent's functional currency, no hedge ineffectiveness is recognized in earnings. If these exchange rates are not the same, the Company uses regression analysis to assess the prospective and retrospective effectiveness of the hedge relationships and any ineffectiveness is recognized in Interest income. The gain or loss from revaluing hedges of net investments in foreign operations at the spot rate is deferred and reported within AOCI. The forward points on the hedging instruments are excluded from hedge effectiveness testing and are recorded in Interest income.

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Fair Value and Notional of Derivative Instruments. The following tables summarize the fair value of derivative instruments designated as accounting hedges and the fair value of derivative instruments not designated as accounting hedges by type of derivative contract and the platform on which these instruments are traded or cleared on a gross basis. Fair values of derivative contracts in an asset position are included in Trading assets, and fair values of derivative contracts in a liability position are reflected in Trading liabilities in the Company's condensed consolidated statements of financial condition (see Note 3):

	Fair Value			Derivative Assets at March 31, 2015		Notional		Total
	Bilateral OTC	Cleared OTC(1)	Exchange Traded	Total	Bilateral OTC	Cleared OTC(1)	Exchange Traded	
Derivatives designated as accounting hedges:								
Interest rate contracts	\$ 3,905	\$ 1,479	\$	\$ 5,384	\$ 43,242	\$ 36,388	\$	\$ 79,630
Foreign exchange contracts	428			428	8,556			8,556
Total derivatives designated as accounting hedges	4,333	1,479		5,812	51,798	36,388		88,186
Derivatives not designated as accounting hedges(2):								
Interest rate contracts	300,367	188,945	425	489,737	4,694,122	7,792,382	1,434,961	13,921,465
Credit contracts	23,273	4,779		28,052	733,081	172,179		905,260
Foreign exchange contracts	88,002	218	135	88,355	2,328,794	15,930	16,422	2,361,146
Equity contracts	23,933		27,441	51,374	314,360		278,570	592,930
Commodity contracts	16,448		6,324	22,772	104,164		103,889	208,053
Other	332			332	8,994			8,994
Total derivatives not designated as accounting hedges	452,355	193,942	34,325	680,622	8,183,515	7,980,491	1,833,842	17,997,848
Total derivatives	\$ 456,688	\$ 195,421	\$ 34,325	\$ 686,434	\$ 8,235,313	\$ 8,016,879	\$ 1,833,842	\$ 18,086,034
Cash collateral netting	(64,030)	(11,602)		(75,632)				
Counterparty netting	(359,976)	(182,462)	(29,606)	(572,044)				
Total derivative assets	\$ 32,682	\$ 1,357	\$ 4,719	\$ 38,758	\$ 8,235,313	\$ 8,016,879	\$ 1,833,842	\$ 18,086,034

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	Fair Value			Derivative Liabilities at March 31, 2015		Notional		Total
	Bilateral OTC	Cleared OTC(1)	Exchange Traded	Total	Bilateral OTC	Cleared OTC(1)	Exchange Traded	
	(dollars in millions)							
Derivatives designated as accounting hedges:								
Interest rate contracts	\$ 14	\$ 12	\$	\$ 26	\$ 2,585	\$ 2,677	\$	\$ 5,262
Foreign exchange contracts	16	2		18	2,601	209		2,810
Total derivatives designated as accounting hedges	30	14		44	5,186	2,886		8,072
Derivatives not designated as accounting hedges(2):								
Interest rate contracts	284,618	183,798	249	468,665	4,521,135	7,483,783	1,643,379	13,648,297
Credit contracts	23,646	4,417		28,063	656,892	151,893		808,785
Foreign exchange contracts	88,343	194	84	88,621	1,956,212	12,189	19,856	1,988,257
Equity contracts	31,029		28,350	59,379	351,276		290,911	642,187
Commodity contracts	14,306		6,425	20,731	88,889		84,604	173,493
Other	84			84	7,117			7,117
Total derivatives not designated as accounting hedges	442,026	188,409	35,108	665,543	7,581,521	7,647,865	2,038,750	17,268,136
Total derivatives	\$ 442,056	\$ 188,423	\$ 35,108	\$ 665,587	\$ 7,586,707	\$ 7,650,751	2,038,750	\$ 17,276,208
Cash collateral netting	(40,713)	(5,653)		(46,366)				
Counterparty netting	(359,976)	(182,462)	(29,606)	(572,044)				
Total derivative liabilities	\$ 41,367	\$ 308	\$ 5,502	\$ 47,177	\$ 7,586,707	\$ 7,650,751	\$ 2,038,750	\$ 17,276,208

(1) Amounts include OTC derivatives that are centrally cleared in accordance with certain regulatory requirements.

(2) Notional amounts include gross notionals related to open long and short futures contracts of \$756 billion and \$1,136 billion, respectively. The unsettled fair value on these futures contracts (excluded from the table above) of \$448 million and \$20 million is included in Customer and other receivables and Customer and other payables, respectively, in the Company's condensed consolidated statements of financial condition.

	Fair Value			Derivative Assets at December 31, 2014		Notional		Total
	Bilateral OTC	Cleared OTC(1)	Exchange Traded	Total	Bilateral OTC	Cleared OTC(1)	Exchange Traded	
	(dollars in millions)							
Derivatives designated as accounting hedges:								
Interest rate contracts	\$ 3,947	\$ 1,053	\$	\$ 5,000	\$ 44,324	\$ 27,692	\$	\$ 72,016
Foreign exchange contracts	498	6		504	9,362	261		9,623
Total derivatives designated as accounting hedges	4,445	1,059		5,504	53,686	27,953		81,639

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Derivatives not designated as accounting hedges(2):								
Interest rate contracts	281,214	211,552	407	493,173	4,854,953	9,187,454	1,467,056	15,509,463
Credit contracts	27,776	4,406		32,182	806,441	167,390		973,831
Foreign exchange contracts	72,362	152	83	72,597	1,955,343	11,538	9,663	1,976,544
Equity contracts	23,208		24,916	48,124	299,363		271,164	570,527
Commodity contracts	17,698		6,717	24,415	115,792		156,440	272,232
Other	376			376	5,179			5,179
Total derivatives not designated as accounting hedges	422,634	216,110	32,123	670,867	8,037,071	9,366,382	1,904,323	19,307,776
Total derivatives	\$ 427,079	\$ 217,169	\$ 32,123	\$ 676,371	\$ 8,090,757	\$ 9,394,335	\$ 1,904,323	\$ 19,389,415
Cash collateral netting	(58,541)	(4,654)		(63,195)				
Counterparty netting	(338,041)	(210,922)	(27,819)	(576,782)				
Total derivative assets	\$ 30,497	\$ 1,593	\$ 4,304	\$ 36,394	\$ 8,090,757	\$ 9,394,335	\$ 1,904,323	\$ 19,389,415

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	Fair Value			Derivative Liabilities at December 31, 2014		Notional		Total
	Bilateral OTC	Cleared OTC(1)	Exchange Traded	Total	Bilateral OTC	Cleared OTC(1)	Exchange Traded	
(dollars in millions)								
Derivatives designated as accounting hedges:								
Interest rate contracts	\$ 125	\$ 99	\$	\$ 224	\$ 2,024	\$ 7,588	\$	\$ 9,612
Foreign exchange contracts	5	1		6	1,491	121		1,612
Total derivatives designated as accounting hedges	130	100		230	3,515	7,709		11,224
Derivatives not designated as accounting hedges(2):								
Interest rate contracts	264,579	207,482	293	472,354	4,615,886	9,138,417	1,714,021	15,468,324
Credit contracts	28,165	3,944		32,109	714,181	154,054		868,235
Foreign exchange contracts	72,156	169	21	72,346	1,947,178	11,477	1,761	1,960,416
Equity contracts	30,061		25,511	55,572	339,884		302,205	642,089
Commodity contracts	14,740		6,783	21,523	93,019		132,136	225,155
Other	172			172	5,478			5,478
Total derivatives not designated as accounting hedges	409,873	211,595	32,608	654,076	7,715,626	9,303,948	2,150,123	19,169,697
Total derivatives	\$ 410,003	\$ 211,695	\$ 32,608	\$ 654,306	\$ 7,719,141	\$ 9,311,657	\$ 2,150,123	\$ 19,180,921
Cash collateral netting	(37,054)	(258)		(37,312)				
Counterparty netting	(338,041)	(210,922)	(27,819)	(576,782)				
Total derivative liabilities	\$ 34,908	\$ 515	\$ 4,789	\$ 40,212	\$ 7,719,141	\$ 9,311,657	\$ 2,150,123	\$ 19,180,921

(1) Amounts include OTC derivatives that are centrally cleared in accordance with certain regulatory requirements.

(2) Notional amounts include gross notionals related to open long and short futures contracts of \$685 billion and \$1,122 billion, respectively. The unsettled fair value on these futures contracts (excluded from the table above) of \$472 million and \$21 million is included in Customer and other receivables and Customer and other payables, respectively, in the Company's condensed consolidated statements of financial condition.

At March 31, 2015 and December 31, 2014, the amount of payables associated with cash collateral received that was netted against derivative assets was \$75.6 billion and \$63.2 billion, respectively, and the amount of receivables in respect of cash collateral paid that was netted against derivative liabilities was \$46.4 billion and \$37.3 billion, respectively. Cash collateral receivables and payables of \$15 million and \$17 million, respectively, at March 31, 2015 and \$21 million and \$30 million, respectively, at December 31, 2014, were not offset against certain contracts that did not meet the definition of a derivative.

Derivatives Designated as Fair Value Hedges.

The following table presents gains (losses) reported on interest rate derivative instruments designated and qualifying as accounting hedges and the related hedged item as well as the hedge ineffectiveness included in Interest expense in the Company's condensed consolidated statements of income:

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Product Type	Gains (Losses) Recognized Three Months Ended March 31,	
	2015	2014
Derivatives	\$ 758	\$ 310
Borrowings	(493)	(8)
Total	\$ 265	\$ 302

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)***Derivatives Designated as Net Investment Hedges*

The following table presents gains (losses) reported on derivative instruments designated and qualifying as accounting hedges:

Product Type	Gains (Losses) Recognized in OCI (effective portion) Three Months Ended March 31,	
	2015 (dollars in millions)	2014
Foreign exchange contracts(1)	\$ 262	\$ (67)
Total	\$ 262	\$ (67)

(1) Losses of \$44 million and \$45 million related to the forward points on the hedging instruments were excluded from hedge effectiveness testing and recognized in interest income during the quarters ended March 31, 2015 and 2014, respectively.

The following table summarizes gains (losses) on derivative instruments not designated as accounting hedges:

Product Type	Gains (Losses) Recognized in Income(1)(2) Three Months Ended March 31,	
	2015 (dollars in millions)	2014
Interest rate contracts	\$ (1,718)	\$ (1,534)
Credit contracts	(245)	158
Foreign exchange contracts	1,101	1,017
Equity contracts	(1,066)	75
Commodity contracts	597	525
Other contracts	(82)	99
Total derivative instruments	\$ (1,413)	\$ 340

(1) Gains (losses) on derivative contracts not designated as hedges are primarily included in Trading revenues in the Company's condensed consolidated statements of income.

(2) Gains (losses) associated with certain derivative contracts that have physically settled are excluded from the table above. Gains (losses) on these contracts are reflected with the associated cash instruments, which are also included in Trading revenues in the Company's condensed consolidated statements of income. The Company also has certain embedded derivatives that have been bifurcated from the related structured borrowings. Such derivatives are classified in Long-term borrowings and had a net fair value of \$4 million and \$10 million at March 31, 2015 and December 31, 2014, respectively, and a notional value of \$2,069 million at both March 31, 2015 and December 31, 2014. The Company recognized losses of \$5 million and \$10 million related to changes in the fair value of its bifurcated embedded derivatives for the quarters ended March 31, 2015 and 2014, respectively.

Credit Risk-Related Contingencies.

In connection with certain OTC trading agreements, the Company may be required to provide additional collateral or immediately settle any outstanding liability balances with certain counterparties in the event of a credit rating downgrade of the Company. At March 31, 2015, the aggregate fair value of OTC derivative contracts that contain

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credit risk-related contingent features that are in a net liability position totaled \$29,291 million, for which the Company has posted collateral of \$24,560 million, in the normal course of business. The additional collateral or termination payments which may be called in the event of a future credit rating downgrade vary by contract and can be based on ratings by either or both of Moody's Investors Service, Inc. (Moody's) and Standard & Poor's Ratings Services (S&P). At March 31, 2015, for such OTC trading agreements, the future potential collateral amounts and termination payments that could be called or required by counterparties or exchange and clearing organizations in the event of one-notch or two-notch downgrade scenarios based on the relevant contractual downgrade triggers were \$1,610 million and an incremental \$2,838 million, respectively. Of these amounts, \$3,218 million at March 31, 2015 related to bilateral arrangements between the Company and other parties where upon the downgrade of one party, the downgraded party must deliver collateral to the other party. These bilateral downgrade arrangements are a risk management tool used extensively by the Company as credit exposures are reduced if counterparties are downgraded.

Credit Derivatives and Other Credit Contracts.

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

The tables below summarize the notional and fair value of protection sold and protection purchased through credit default swaps at March 31, 2015 and December 31, 2014:

	At March 31, 2015			
	Protection Sold		Protection Purchased	
	Notional	Fair Value	Notional	Fair Value
		(Asset)/Liability		(Asset)/Liability
(dollars in millions)				
Single name credit default swaps	\$ 487,250	\$ (3,914)	\$ 464,368	\$ 3,149
Index and basket credit default swaps	265,574	(2,561)	225,875	2,242
Tranched index and basket credit default swaps	88,653	(2,451)	182,325	3,546
Total	\$ 841,477	\$ (8,926)	\$ 872,568	\$ 8,937

	At December 31, 2014			
	Protection Sold		Protection Purchased	
	Notional	Fair Value	Notional	Fair Value
		(Asset)/Liability		(Asset)/Liability
(dollars in millions)				
Single name credit default swaps	\$ 535,415	\$ (2,479)	\$ 509,872	\$ 1,641
Index and basket credit default swaps	276,465	(1,777)	229,789	1,563
Tranched index and basket credit default swaps	96,182	(2,355)	194,343	3,334
Total	\$ 908,062	\$ (6,611)	\$ 934,004	\$ 6,538

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The tables below summarize the credit ratings and maturities of protection sold through credit default swaps and other credit contracts at March 31, 2015 and December 31, 2014:

Credit Ratings of the Reference Obligation	At March 31, 2015 Maximum Potential Payout/Notional Years to Maturity				Total	Fair Value (Asset)/ Liability(1)(2)
	Less than 1	1-3	3-5 (dollars in millions)	Over 5		
Single name credit default swaps:						
AAA	\$ 3,175	\$ 13,475	\$ 6,921	\$ 2,481	\$ 26,052	\$ (302)
AA	8,315	19,458	9,768	1,950	39,491	(494)
A	17,671	42,400	15,338	2,098	77,507	(1,337)
BBB	40,813	105,004	49,532	12,710	208,059	(2,694)
Non-investment grade	30,620	71,121	29,541	4,859	136,141	913
Total	100,594	251,458	111,100	24,098	487,250	(3,914)
Index and basket credit default swaps:						
AAA	15,102	42,598	6,771		64,471	(1,240)
AA		500			500	(1)
A	4,873	5,270	13,279	67	23,489	(605)
BBB	15,278	31,064	35,237	26,319	107,898	(1,708)
Non-investment grade	25,055	78,768	32,001	22,045	157,869	(1,458)
Total	60,308	158,200	87,288	48,431	354,227	(5,012)
Total credit default swaps sold	\$ 160,902	\$ 409,658	\$ 198,388	\$ 72,529	\$ 841,477	\$ (8,926)
Other credit contracts(3)(4)	\$ 45	\$ 476	\$	\$ 612	\$ 1,133	\$ (930)
Total credit derivatives and other credit contracts	\$ 160,947	\$ 410,134	\$ 198,388	\$ 73,141	\$ 842,610	\$ (9,856)

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

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Credit Ratings of the Reference Obligation	At December 31, 2014 Maximum Potential Payout/Notional Years to Maturity				Total	Fair Value (Asset)/ Liability(1)(2)
	Less than 1	1-3	3-5 (dollars in millions)	Over 5		
Single name credit default swaps:						
AAA	\$ 2,385	\$ 9,400	\$ 6,147	\$ 692	\$ 18,624	\$ (113)
AA	9,080	23,701	14,769	3,318	50,868	(688)
A	22,861	52,291	22,083	2,944	100,179	(1,962)
BBB	48,547	114,384	60,629	13,536	237,096	(1,489)
Non-investment grade	29,857	66,066	29,011	3,714	128,648	1,773
Total	112,730	265,842	132,639	24,204	535,415	(2,479)
Index and basket credit default swaps:						
AAA	17,625	31,124	7,265	1,883	57,897	(985)
AA	704	6,512	716	2,864	10,796	(270)
A	1,283	6,841	10,154	30	18,308	(465)
BBB	30,265	40,575	60,141	7,730	138,711	(2,904)
Non-investment grade	25,750	88,105	22,971	10,109	146,935	492
Total	75,627	173,157	101,247	22,616	372,647	(4,132)
Total credit default swaps sold	\$ 188,357	\$ 438,999	\$ 233,886	\$ 46,820	\$ 908,062	\$ (6,611)
Other credit contracts(3)(4)	\$ 51	\$ 539	\$ 1	\$ 620	\$ 1,211	\$ (500)
Total credit derivatives and other credit contracts	\$ 188,408	\$ 439,538	\$ 233,887	\$ 47,440	\$ 909,273	\$ (7,111)

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

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

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

(4) Fair value amounts shown represent the fair value of the hybrid instruments.

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

Index and Basket Credit Default Swaps. Index and basket credit default swaps are products where credit protection is provided on a portfolio of single name credit default swaps. Generally, in the event of a default on one of the underlying names, the Company will have to pay a pro rata portion of the total notional amount of the credit default swap.

The Company also enters into tranching index and basket credit default swaps where credit protection is provided on a particular portion of the portfolio loss distribution. The most junior tranches cover initial defaults, and once losses exceed the notional of the tranche, they are passed on to the next most senior tranche in the capital structure.

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

In order to provide an indication of the current payment status or performance risk of the credit default swaps, a breakdown by the Company's internal credit ratings is provided. Effective January 1, 2015, the Company utilized its internal credit ratings as compared with December 31, 2014 where external agency ratings, if available, were utilized. The change in the rating methodology did not have a significant impact on investment grade versus non-investment grade classifications or the fair values of tranching and non-tranching index and basket products in the above table.

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

Purchased Credit Protection with Identical Underlying Reference Obligations. For single name credit default swaps and non-tranching index and basket credit default swaps, the Company has purchased protection with a notional amount of approximately \$687 billion and \$731 billion at March 31, 2015 and December 31, 2014, respectively, compared with a notional amount of approximately \$751 billion and \$805 billion at March 31, 2015 and December 31, 2014, respectively, of credit protection sold with identical underlying reference obligations. In order to identify purchased protection with the same underlying reference obligations, the notional amount for individual reference obligations within non-tranching indices and baskets was determined on a pro rata basis and matched off against single name and non-tranching index and basket credit default swaps where credit protection was sold with identical underlying reference obligations.

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

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The Company's commitments associated with outstanding letters of credit and other financial guarantees obtained to satisfy collateral requirements, investment activities, corporate lending and financing arrangements, and mortgage lending at March 31, 2015 are summarized below by period of expiration. Since commitments associated with these instruments may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements:

	Years to Maturity				Total at March 31, 2015
	Less than 1	1-3	3-5 (dollars in millions)	Over 5	
Letters of credit and other financial guarantees obtained to satisfy collateral requirements	\$ 307	\$	\$	\$ 2	\$ 309
Investment activities	500	76	21	450	1,047
Primary lending commitments investment grade(1)	13,704	13,703	35,361	1,673	64,441
Primary lending commitments non-investment grade(1)	848	6,195	12,767	4,817	24,627
Secondary lending commitments(2)	10	27	55	29	121
Commitments for secured lending transactions	1,388	572	311		2,271
Forward starting reverse repurchase agreements and securities borrowing agreements(3)(4)	55,117				55,117
Commercial and residential mortgage-related commitments	8	295	47	277	627
Other lending commitments	4,574	1,041	359	98	6,072
Total	\$ 76,456	\$ 21,909	\$ 48,921	\$ 7,346	\$ 154,632

- (1) Total amount includes \$54.6 billion of investment grade and \$13.2 billion of non-investment grade unfunded commitments accounted for as held for investment and \$8.3 billion of investment grade and \$10.5 billion of non-investment grade unfunded commitments accounted for as held for sale at March 31, 2015. The remainder of these lending commitments is carried at fair value.
- (2) These commitments are recorded at fair value within Trading assets and Trading liabilities in the Company's condensed consolidated statements of financial condition (see Note 3).
- (3) The Company enters into forward starting reverse repurchase and securities borrowing agreements (agreements that have a trade date at or prior to March 31, 2015 and settle subsequent to period-end) that are primarily secured by collateral from U.S. government agency securities and other sovereign government obligations. These agreements primarily settle within three business days of the trade date, and of the total amount at March 31, 2015, \$47.4 billion settled within three business days.
- (4) The Company also has a contingent obligation to provide financing to a clearinghouse through which it clears certain transactions. The financing is required only upon the default of a clearinghouse member. The financing takes the form of a reverse repurchase facility, with a maximum amount of approximately \$0.5 billion.

For a further description of these commitments, refer to Note 13 to the Company's consolidated financial statements in the 2014 Form 10-K.

The Company sponsors several non-consolidated investment funds for third-party investors where the Company typically acts as general partner of, and investment advisor to, these funds and typically commits to invest a minority of the capital of such funds, with subscribing third-party investors contributing the majority. The Company's employees, including its senior officers, as well as the Company's Directors, may participate on the same terms and conditions as other investors in certain of these funds that the Company forms primarily for client investment, except that the Company may waive or lower applicable fees and charges for its

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employees. The Company has contractual capital commitments, guarantees, lending facilities and counterparty arrangements with respect to these investment funds.

Guarantees.

The table below summarizes certain information regarding the Company's obligations under guarantee arrangements at March 31, 2015:

Type of Guarantee	Maximum Potential Payout/Notional Years to Maturity				Total	Carrying Amount (Asset)/ Liability	Collateral/ Recourse
	Less than 1	1-3	3-5	Over 5 (dollars in millions)			
Credit derivative contracts(1)	\$ 160,902	\$ 409,658	\$ 198,388	\$ 72,529	\$ 841,477	\$ (8,926)	\$
Other credit contracts	45	476		612	1,133	(930)	
Non-credit derivative contracts(1)	1,316,421	759,963	289,756	524,644	2,890,784	92,059	
Standby letters of credit and other financial guarantees issued(2)	700	1,200	973	6,177	9,050	(209)	6,700
Market value guarantees	31	326	284	38	679	4	103
Liquidity facilities	2,811				2,811	(5)	4,420
Whole loan sales guarantees				23,560	23,560	8	
Securitization representations and warranties				64,550	64,550	97	
General partner guarantees	72	32	17	380	501	71	

(1) Carrying amounts of derivative contracts are shown on a gross basis prior to cash collateral or counterparty netting. For further information on derivative contracts, see Note 10.

(2) Approximately \$2.2 billion of standby letters of credit are also reflected in the Commitments table above in primary and secondary lending commitments. Standby letters of credit are recorded at fair value within Trading assets or Trading liabilities in the Company's condensed consolidated statements of financial condition.

For a further description of these guarantees, refer to Note 13 to the Company's consolidated financial statements in the 2014 Form 10-K.

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

Other Guarantees and Indemnities.

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

Trust Preferred Securities. The Company has established Morgan Stanley Capital Trusts for the limited purpose of issuing trust preferred securities to third parties and lending such proceeds to the Company in

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exchange for junior subordinated debentures. The Morgan Stanley Capital Trusts are special purpose entities and only the Parent provides a guarantee for the trust preferred securities. The Company has directly guaranteed the repayment of the trust preferred securities to the holders in accordance with the terms thereof. See Note 11 to the Company's consolidated financial statements in the 2014 Form 10-K for details on the Company's junior subordinated debentures.

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

Exchange/Clearinghouse Member Guarantees. The Company is a member of various U.S. and non-U.S. exchanges and clearinghouses that trade and clear securities and/or derivative contracts. Associated with its membership, the Company may be required to pay a proportionate share of the financial obligations of another member who may default on its obligations to the exchange or the clearinghouse. While the rules governing different exchange or clearinghouse memberships vary, in general the Company's obligations under these rules would arise only if the exchange or clearinghouse had previously exhausted its resources. In addition, some clearinghouse rules require members to assume a proportionate share of losses resulting from the clearinghouse's investment of guarantee fund contributions and initial margin, and of other losses unrelated to the default of a clearing member, if such losses exceed the specified resources allocated for such purpose by the clearinghouse. The maximum potential payout under these rules cannot be estimated. The Company has not recorded any contingent liability in its condensed consolidated financial statements for these agreements and believes that any potential requirement to make payments under these agreements is remote.

Merger and Acquisition Guarantees. The Company may, from time to time, in its role as investment banking advisor be required to provide guarantees in connection with certain European merger and acquisition transactions. If required by the regulating authorities, the Company provides a guarantee that the acquirer in the merger and acquisition transaction has or will have sufficient funds to complete the transaction and would then be required to make the acquisition payments in the event the acquirer's funds are insufficient at the completion date of the transaction. These arrangements generally cover the time frame from the transaction offer date to its closing date and, therefore, are generally short term in nature. The maximum potential amount of future payments that the Company could be required to make cannot be estimated. The Company believes the likelihood of any payment by the Company under these arrangements is remote given the level of the Company's due diligence associated with its role as investment banking advisor.

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

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

Contingencies.

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

The Company contests liability and/or the amount of damages as appropriate in each pending matter. Where available information indicates that it is probable a liability had been incurred at the date of the consolidated financial statements and the Company can reasonably estimate the amount of that loss, the Company accrues the estimated loss by a charge to income. The Company expects future litigation accruals in general to continue to be elevated and the changes in accruals from period to period may fluctuate significantly, given the current environment regarding government investigations and private litigation affecting global financial services firms, including the Company.

In many proceedings and investigations, however, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount of any loss. In addition, even where loss is possible or an exposure to loss exists in excess of the liability already accrued with respect to a previously recognized loss contingency, it is not always possible to reasonably estimate the size of the possible loss or range of loss.

For certain legal proceedings and investigations, the Company cannot reasonably estimate such losses, particularly for proceedings and investigations where the factual record is being developed or contested or where plaintiffs or governmental entities seek substantial or indeterminate damages, restitution, disgorgement or penalties. Numerous issues may need to be resolved, including through potentially lengthy discovery and determination of important factual matters, determination of issues related to class certification and the calculation of damages or other relief, and by addressing novel or unsettled legal questions relevant to the proceedings or investigations in question, before a loss or additional loss or range of loss or additional loss can be reasonably estimated for a proceeding or investigation.

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

On July 15, 2010, China Development Industrial Bank (CDIB) filed a complaint against the Company, styled *China Development Industrial Bank v. Morgan Stanley & Co. Incorporated et al.*, which is pending in the Supreme Court of the State of New York, New York County (Supreme Court of NY). The complaint relates to a \$275 million credit default swap referencing the super senior portion of the STACK 2006-1 CDO. The complaint asserts claims for common law fraud, fraudulent inducement and fraudulent concealment and alleges

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that the Company misrepresented the risks of the STACK 2006-1 CDO to CDIB, and that the Company knew that the assets backing the CDO were of poor quality when it entered into the credit default swap with CDIB. The complaint seeks compensatory damages related to the approximately \$228 million that CDIB alleges it has already lost under the credit default swap, rescission of CDIB's obligation to pay an additional \$12 million, punitive damages, equitable relief, fees and costs. On February 28, 2011, the court denied the Company's motion to dismiss the complaint. Based on currently available information, the Company believes it could incur a loss of up to approximately \$240 million plus pre- and post-judgment interest, fees and costs.

On July 18, 2011, the Western and Southern Life Insurance Company and certain affiliated companies filed a complaint against the Company and other defendants in the Court of Common Pleas in Ohio, styled *Western and Southern Life Insurance Company, et al. v. Morgan Stanley Mortgage Capital Inc., et al.* An amended complaint was filed on April 2, 2012 and alleges that defendants made untrue statements and material omissions in the sale to plaintiffs of certain mortgage pass-through certificates backed by securitization trusts containing residential mortgage loans. The amount of the certificates allegedly sold to plaintiffs by the Company was approximately \$153 million. The amended complaint raises claims under the Ohio Securities Act, federal securities laws, and common law and seeks, among other things, to rescind the plaintiffs' purchases of such certificates. The Company filed its answer on August 17, 2012. The Company filed a motion for summary judgment on January 20, 2015. Trial is currently scheduled to begin in July 2015. At March 25, 2015, the current unpaid balance of the mortgage pass-through certificates at issue in this action was approximately \$108 million, and the certificates had incurred actual losses of approximately \$2 million. Based on currently available information, the Company believes it could incur a loss in this action up to the difference between the \$108 million unpaid balance of these certificates (plus any losses incurred) and their fair market value at the time of a judgment against the Company, or upon sale, plus pre- and post-judgment interest, fees and costs. The Company may be entitled to an offset for interest received by the plaintiff prior to a judgment.

On April 25, 2012, The Prudential Insurance Company of America and certain affiliates filed a complaint against the Company and certain affiliates in the Superior Court of the State of New Jersey, styled *The Prudential Insurance Company of America, et al. v. Morgan Stanley, et al.* On October 16, 2012, plaintiffs filed an amended complaint, which alleges that defendants made untrue statements and material omissions in connection with the sale to plaintiffs of certain mortgage pass-through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly sponsored, underwritten and/or sold by the Company is approximately \$1.073 billion. The amended complaint raises claims under the New Jersey Uniform Securities Law, as well as common law claims of negligent misrepresentation, fraud, fraudulent inducement, equitable fraud, aiding and abetting fraud, and violations of the New Jersey RICO statute, and includes a claim for treble damages. On April 26, 2013, the defendants filed an answer to the amended complaint. On January 2, 2015, the court denied defendants renewed motion to dismiss the amended complaint. At March 25, 2015, the current unpaid balance of the mortgage pass-through certificates at issue in this action was approximately \$598 million, and the certificates had not yet incurred actual losses. Based on currently available information, the Company believes it could incur a loss in this action up to the difference between the \$598 million unpaid balance of these certificates (plus any losses incurred) and their fair market value at the time of a judgment against the Company, or upon sale, plus pre- and post-judgment interest, fees and costs. The Company may be entitled to be indemnified for some of these losses and to an offset for interest received by the plaintiff prior to a judgment.

On August 7, 2012, U.S. Bank, in its capacity as Trustee, filed a complaint on behalf of Morgan Stanley Mortgage Loan Trust 2006-4SL and Mortgage Pass-Through Certificates, Series 2006-4SL (together, the Trust) against the Company. The matter is styled *Morgan Stanley Mortgage Loan Trust 2006-4SL, et al. v. Morgan Stanley Mortgage Capital Inc.* and is pending in the Supreme Court of NY. The complaint asserts claims

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for breach of contract and alleges, among other things, that the loans in the trust, which had an original principal balance of approximately \$303 million, breached various representations and warranties. The complaint seeks, among other relief, rescission of the mortgage loan purchase agreement underlying the transaction, specific performance and unspecified damages and interest. On August 8, 2014, the court granted in part and denied in part the Company's motion to dismiss. On September 3, 2014, the Company filed its answer to the complaint. Based on currently available information, the Company believes that it could incur a loss in this action of up to approximately \$149 million, plus pre- and post-judgment interest, fees and costs.

On August 8, 2012, U.S. Bank, in its capacity as Trustee, filed a complaint on behalf of Morgan Stanley Mortgage Loan Trust 2006-14SL, Mortgage Pass-Through Certificates, Series 2006-14SL, Morgan Stanley Mortgage Loan Trust 2007-4SL and Mortgage Pass-Through Certificates, Series 2007-4SL against the Company. The complaint is styled *Morgan Stanley Mortgage Loan Trust 2006-14SL, et al. v. Morgan Stanley Mortgage Capital Holdings LLC, as successor in interest to Morgan Stanley Mortgage Capital Inc.* and is pending in the Supreme Court of NY. The complaint asserts claims for breach of contract and alleges, among other things, that the loans in the trusts, which had original principal balances of approximately \$354 million and \$305 million respectively, breached various representations and warranties. On August 16, 2013, the court granted in part and denied in part the Company's motion to dismiss the complaint. On September 17, 2013, the Company filed its answer to the complaint. On September 26, 2013, and October 7, 2013, the Company and the plaintiffs, respectively, filed notices of appeal with respect to the court's August 16, 2013 decision. The plaintiff is seeking, among other relief, rescission of the mortgage loan purchase agreements underlying the transactions, specific performance and unspecified damages and interest. Based on currently available information, the Company believes that it could incur a loss in this action of up to approximately \$527 million, plus pre- and post-interest, fees and costs.

On September 28, 2012, U.S. Bank, in its capacity as Trustee, filed a complaint on behalf of Morgan Stanley Mortgage Loan Trust 2006-13ARX against the Company styled *Morgan Stanley Mortgage Loan Trust 2006-13ARX v. Morgan Stanley Mortgage Capital Holdings LLC, as successor in interest to Morgan Stanley Mortgage Capital Inc.*, pending in the Supreme Court of NY. U.S. Bank filed an amended complaint on January 17, 2013, which asserts claims for breach of contract and alleges, among other things, that the loans in the trust, which had an original principal balance of approximately \$609 million, breached various representations and warranties. The amended complaint seeks, among other relief, declaratory judgment relief, specific performance and unspecified damages and interest. On September 25, 2014, the court granted in part and denied in part the Company's motion to dismiss. Based on currently available information, the Company believes that it could incur a loss in this action of up to approximately \$173 million, plus pre- and post-judgment interest, fees and costs.

On January 10, 2013, U.S. Bank, in its capacity as Trustee, filed a complaint on behalf of Morgan Stanley Mortgage Loan Trust 2006-10SL and Mortgage Pass-Through Certificates, Series 2006-10SL against the Company. The complaint is styled *Morgan Stanley Mortgage Loan Trust 2006-10SL, et al. v. Morgan Stanley Mortgage Capital Holdings LLC, as successor in interest to Morgan Stanley Mortgage Capital Inc.* and is pending in the Supreme Court of NY. The complaint asserts claims for breach of contract and alleges, among other things, that the loans in the trust, which had an original principal balance of approximately \$300 million, breached various representations and warranties. The complaint seeks, among other relief, an order requiring the Company to comply with the loan breach remedy procedures in the transaction documents, unspecified damages, and interest. On August 8, 2014, the court granted in part and denied in part the Company's motion to dismiss. On September 3, 2014, the Company filed its answer to the complaint. Based on currently available information, the Company believes that it could incur a loss in this action of up to approximately \$197 million, plus pre- and post-judgment interest, fees and costs.

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On May 3, 2013, plaintiffs in *Deutsche Zentral-Genossenschaftsbank AG et al. v. Morgan Stanley et al.* filed a complaint against the Company, certain affiliates, and other defendants in the Supreme Court of NY. The complaint alleges that defendants made material misrepresentations and omissions in the sale to plaintiffs of certain mortgage pass-through certificates backed by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly sponsored, underwritten and/or sold by the Company to plaintiff was approximately \$694 million. The complaint alleges causes of action against the Company for common law fraud, fraudulent concealment, aiding and abetting fraud, negligent misrepresentation, and rescission and seeks, among other things, compensatory and punitive damages. On June 10, 2014, the court denied defendants' motion to dismiss. On August 4, 2014, claims regarding two certificates were dismissed by stipulation. After these dismissals, the remaining amount of certificates allegedly issued by the Company or sold to plaintiff by the Company was approximately \$644 million. On September 12, 2014, the Company filed a notice of appeal from the denial of the motion to dismiss. On January 12, 2015, the Company filed an amended answer to the complaint. At March 25, 2015, the current unpaid balance of the mortgage pass-through certificates at issue in this action was approximately \$289 million, and the certificates had incurred actual losses of approximately \$79 million. Based on currently available information, the Company believes it could incur a loss in this action up to the difference between the \$289 million unpaid balance of these certificates (plus any losses incurred) and their fair market value at the time of a judgment against the Company, or upon sale, plus pre- and post-judgment interest, fees and costs. The Company may be entitled to be indemnified for some of these losses.

On September 23, 2013, the plaintiff in *National Credit Union Administration Board v. Morgan Stanley & Co. Inc., et al.* filed a complaint against the Company and certain affiliates in the United States District Court for the Southern District of New York (SDNY). The complaint alleges that defendants made untrue statements of material fact or omitted to state material facts in the sale to the plaintiff of certain mortgage pass-through certificates issued by securitization trusts containing residential mortgage loans. The total amount of certificates allegedly sponsored, underwritten and/or sold by the Company to plaintiffs was approximately \$417 million. The complaint alleges causes of action against the Company for violations of Section 11 and Section 12(a)(2) of the Securities Act of 1933, violations of the Texas Securities Act, and violations of the Illinois Securities Law of 1953 and seeks, among other things, rescissory and compensatory damages. On January 22, 2014 the court granted defendants' motion to dismiss with respect to claims arising under the Securities Act of 1933 and denied defendants' motion to dismiss with respect to claims arising under Texas Securities Act and the Illinois Securities Law of 1953. On November 17, 2014, the plaintiff filed an amended complaint. On December 15, 2014, defendants answered the amended complaint. At March 25, 2015, the current unpaid balance of the mortgage pass-through certificates at issue in this action was approximately \$204 million, and the certificates had incurred actual losses of \$28 million. Based on currently available information, the Company believes it could incur a loss in this action up to the difference between the \$204 million unpaid balance of these certificates (plus any losses incurred) and their fair market value at the time of a judgment against the Company, or upon sale, plus pre- and post-judgment interest, fees and costs. The Company may be entitled to be indemnified for some of these losses and to an offset for interest received by the plaintiff prior to a judgment.

On April 28, 2014, Deutsche Bank National Trust Company, in its capacity as trustee for Morgan Stanley Structured Trust I 2007-1, filed a complaint against the Company. The matter is styled *Deutsche Bank National Trust Company v. Morgan Stanley Mortgage Capital Holdings LLC* and is pending in the SDNY. The complaint asserts claims for breach of contract and alleges, among other things, that the loans in the trust, which had an original principal balance of approximately \$735 million, breached various representations and warranties. The complaint seeks, among other relief, specific performance of the loan breach remedy procedures in the transaction documents, unspecified compensatory and/or rescissory damages, interest and costs. On April 3, 2015, the court granted in part and denied in part the Company's motion to dismiss. On April 17, 2015, the

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Company filed its answer to the complaint. Based on currently available information, the Company believes that it could incur a loss in this action of up to approximately \$292 million, plus pre- and post-judgment interest, fees and costs.

12. Regulatory Requirements.

Regulatory Capital Framework. The Company is a financial holding company under the Bank Holding Company Act of 1956, as amended, and is subject to the regulation and oversight of the Federal Reserve. The Federal Reserve establishes capital requirements for the Company, including well-capitalized standards, and evaluates the Company's compliance with such capital requirements. The Office of the Comptroller of the Currency (OCC) establishes similar capital requirements and standards for the Company's U.S. bank operating subsidiaries MSBNA and MSPBNA (U.S. Subsidiary Banks). The U.S. banking regulators have comprehensively revised their risk-based and leverage capital framework to implement many aspects of the Basel III capital standards established by the Basel Committee. The U.S. banking regulators' revised capital framework is referred to herein as U.S. Basel III. The Company and its U.S. Subsidiary Banks became subject to U.S. Basel III on January 1, 2014.

Calculation of Risk-Based Capital Ratios. The Company is required to calculate and hold capital against credit, market and operational risk-weighted assets (RWAs). RWAs reflect both on- and off-balance sheet risk of the Company. Credit risk RWAs reflect capital charges attributable to the risk of loss arising from a borrower or counterparty failing to meet its financial obligations. Market risk RWAs reflect capital charges attributable to the risk of loss resulting from adverse changes in market prices and other factors. Operational risk RWAs reflect capital charges attributable to the risk of loss resulting from inadequate or failed processes, people and systems or from external events (e.g., fraud, theft, legal and compliance risks or damage to physical assets).

On February 21, 2014, the Federal Reserve and the OCC approved the Company's and its U.S. Subsidiary Banks' respective use of the U.S. Basel III advanced internal ratings-based approach for determining credit risk capital requirements and advanced measurement approaches for determining operational risk capital requirements to calculate and publicly disclose their risk-based capital ratios beginning with the second quarter of 2014, subject to the capital floor discussed below (the Advanced Approach). As an Advanced Approach banking organization, the Company is required to compute risk-based capital ratios using both (i) standardized approaches for calculating credit risk RWAs and market risk RWAs (the Standardized Approach); and (ii) an advanced internal ratings-based approach for calculating credit risk RWAs, an advanced measurement approach for calculating operational risk RWAs, and an advanced approach for calculating market risk RWAs under U.S. Basel III.

To implement a provision of the Dodd-Frank Wall Street Reform and Consumer Protection Act, U.S. Basel III subjects Advanced Approach banking organizations that have been approved by their regulators to exit the parallel run, such as the Company, to a permanent capital floor. Beginning on January 1, 2015, the Company's binding risk-based capital ratios are the lower of the capital ratios computed under the Advanced Approach or the Standardized Approach under U.S. Basel III. The U.S. Basel III Standardized Approach modifies certain U.S. Basel I-based methods for calculating RWAs and prescribes new standardized risk weights for certain types of assets and exposures. In 2014, as a result of the capital floor, an Advanced Approach banking organization's binding risk-based capital ratios were the lower of its ratios computed under the Advanced Approach or U.S. banking regulators' U.S. Basel I-based rules (U.S. Basel I) as supplemented by rules that implemented the Basel Committee's market risk capital framework amendment, commonly referred to as Basel 2.5 . The capital floor applies to the calculation of the minimum risk-based capital requirements as well as the capital conservation buffer, the countercyclical capital buffer (if deployed by banking regulators), and, if adopted, the proposed global systemically important bank (G-SIB) buffer.

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The methods for calculating each of the Company's risk-based capital ratios will change through January 1, 2022 as U.S. Basel III's revisions to the numerator and denominator are phased in and as the Company calculates RWAs using the Advanced Approach and the Standardized Approach. These ongoing methodological changes may result in differences in the Company's reported capital ratios from one reporting period to the next that are independent of changes to the Company's capital base, asset composition, off-balance sheet exposures or risk profile.

The Company's Regulatory Capital and Capital Ratios. Beginning on January 1, 2015, the Company's and its U.S. Subsidiary Banks risk-based capital ratios for regulatory purposes are the lower of each ratio calculated using RWAs under the Advanced Approach or the Standardized Approach under U.S. Basel III, in both cases subject to transitional provisions. At March 31, 2015, the Company's risk-based capital ratios were lower under the Advanced Approach transitional rules; however, the risk-based capital ratios for its U.S. Subsidiary Banks were lower under the Standardized Approach transitional rules.

The following table presents the Company's capital measures under the U.S. Basel III Advanced Approach transitional rules and the minimum regulatory capital ratios.

	At March 31, 2015			At December 31, 2014		
	Amount	Ratio	Minimum Regulatory Capital Ratio(1) (dollars in millions)	Amount	Ratio	Minimum Regulatory Capital Ratio(1)
Regulatory capital and capital ratios:						
Common Equity Tier 1 capital	\$ 57,342	13.1%	4.5%	\$ 57,324	12.6%	4.0%
Tier 1 capital	64,746	14.7%	6.0%	64,182	14.1%	5.5%
Total capital	76,924	17.5%	8.0%	74,972	16.4%	8.0%
Tier 1 leverage		7.8%	4.0%		7.9%	4.0%
Assets:						
RWAs	\$ 438,964	N/A	N/A	\$ 456,008	N/A	N/A
Adjusted average assets(2)	827,054	N/A	N/A	810,524	N/A	N/A

N/A Not Applicable.

(1) Percentages represent minimum regulatory capital ratios under U.S. Basel III transitional rules.

(2) In accordance with U.S. Basel III, adjusted average assets represent the denominator of the Tier 1 leverage ratio and were composed of the Company's average daily balance of consolidated on-balance sheet assets under U.S. GAAP during the calendar quarter, adjusted for disallowed goodwill, transitional intangible assets, certain deferred tax assets, certain financial equity investments and other adjustments.

The Company's U.S. Subsidiary Banks. The Company's U.S. Subsidiary Banks are subject to similar regulatory capital requirements as the Company. Failure to meet minimum capital requirements can initiate certain mandatory and discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's U.S. Subsidiary Banks' financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, each of the Company's U.S. Subsidiary Banks must meet specific capital guidelines that involve quantitative measures of its assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices.

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The following table sets forth the capital information for MSBNA:

	At March 31, 2015			At December 31, 2014		
	U.S. Basel III Transitional/ Standardized Approach		Required Capital Ratio(1)	U.S. Basel III Transitional/ Basel I + Basel 2.5 Approach		Required Capital Ratio(1)
	Amount	Ratio		Amount	Ratio	
Common Equity Tier 1 capital	\$ 12,861	14.1%	6.5%	\$ 12,355	12.2%	6.5%
Tier 1 capital	12,861	14.1%	8.0%	12,355	12.2%	8.0%
Total capital	14,572	16.0%	10.0%	14,040	13.9%	10.0%
Tier 1 leverage	12,861	10.2%	5.0%	12,355	10.2%	5.0%

(1) Capital ratios required to be considered well-capitalized for U.S. regulatory purposes.

The following table sets forth the capital information for MSPBNA:

	At March 31, 2015			At December 31, 2014		
	U.S. Basel III Transitional/ Standardized Approach		Required Capital Ratio(1)	U.S. Basel III Transitional/ Basel I + Basel 2.5 Approach		Required Capital Ratio(1)
	Amount	Ratio		Amount	Ratio	
Common Equity Tier 1 capital	\$ 2,821	22.3%	6.5%	\$ 2,468	20.3%	6.5%
Tier 1 capital	2,821	22.3%	8.0%	2,468	20.3%	8.0%
Total capital	2,832	22.4%	10.0%	2,480	20.4%	10.0%
Tier 1 leverage	2,821	10.0%	5.0%	2,468	9.4%	5.0%

(1) Capital ratios required to be considered well-capitalized for U.S. regulatory purposes.

Under regulatory capital requirements adopted by the U.S. federal banking agencies, U.S. depository institutions, in order to be considered well-capitalized, must maintain certain minimum capital ratios. Each U.S. depository institution subsidiary of the Company must be well-capitalized in order for the Company to continue to qualify as a financial holding company and to continue to engage in the broadest range of financial activities permitted for financial holding companies. At March 31, 2015 and December 31, 2014, the Company's U.S. Subsidiary Banks maintained capital at levels in excess of the universally mandated well-capitalized requirements. The Company's U.S. Subsidiary Banks maintained capital at levels sufficiently in excess of these well-capitalized requirements to address any additional capital needs and requirements identified by the U.S. federal banking regulators.

MS&Co. and Other Broker-Dealers. MS&Co. is a registered broker-dealer and registered futures commission merchant and, accordingly, is subject to the minimum net capital requirements of the SEC and the U.S. Commodity Futures Trading Commission (the "CFTC"). MS&Co. consistently operated with capital in excess of its regulatory capital requirements. MS&Co.'s net capital totaled \$6,530 million and \$6,593 million at March 31, 2015 and December 31, 2014, respectively, which exceeded the amount required by \$4,701 million and \$4,928 million, respectively. MS&Co. is required to hold tentative net capital in excess of \$1 billion and net capital in excess of \$500 million in accordance with the market and credit risk standards of Appendix E of SEC Rule 15c3-1. MS&Co. is also required to notify the SEC in the event that its tentative net capital is less than \$5 billion. At March 31, 2015 and December 31, 2014, MS&Co. had tentative net capital in excess of the minimum and

the notification requirements.

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MSSB LLC is a registered broker-dealer and introducing broker for the futures business and, accordingly, is subject to the minimum net capital requirements of the SEC and the CFTC. MSSB LLC has consistently operated with capital in excess of its regulatory capital requirements. MSSB LLC's net capital totaled \$4,934 million and \$4,620 million at March 31, 2015 and December 31, 2014, respectively, which exceeded the amount required by \$4,778 million and \$4,460 million, respectively.

MSIP, a London-based broker-dealer subsidiary, is subject to the capital requirements of the Prudential Regulation Authority, and MSMS, a Tokyo-based broker-dealer subsidiary, is subject to the capital requirements of the Financial Services Agency. MSIP and MSMS have consistently operated with capital in excess of their respective regulatory capital requirements.

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

Morgan Stanley Derivative Products Inc. (MSDP), a derivative products subsidiary rated A3 by Moody's and AA- by S&P, maintains certain operating restrictions that have been reviewed by Moody's and S&P. MSDP is operated such that creditors of the Company should not expect to have any claims on the assets of MSDP, unless and until the obligations to its own creditors are satisfied in full. Creditors of MSDP should not expect to have any claims on the assets of the Company or any of its affiliates, other than the respective assets of MSDP.

13. Total Equity**Morgan Stanley Shareholders' Equity.**

In March 2015, the Company received no objection from the Federal Reserve to its 2015 capital plan. The capital plan included a share repurchase of up to \$3.1 billion of the Company's outstanding common stock beginning in the second quarter of 2015 through the end of the second quarter of 2016. Additionally, the capital plan included an increase in the Company's quarterly common stock dividend to \$0.15 per share from \$0.10 per share, beginning with the dividend declared on April 20, 2015. During the quarter ended March 31, 2015 and 2014, the Company repurchased approximately \$250 million and \$150 million, respectively, of the Company's outstanding common stock as part of its share repurchase program.

The Company has sufficient authorization for the proposed share repurchases pursuant to the capital plan under its existing share repurchase program for capital management purposes. Pursuant to the share repurchase program, the Company considers, among other things, business segment capital needs as well as equity-based compensation and benefit plan requirements. Share repurchases under the Company's program will be exercised from time to time at prices the Company deems appropriate subject to various factors, including the Company's capital position and market conditions. The share repurchases may be effected through open market purchases or privately negotiated transactions, including through Rule 10b5-1 plans, and may be suspended at any time. Share repurchases by the Company are subject to regulatory approval.

Preferred Stock.

Series J Preferred Stock. On March 19, 2015, the Company issued 1,500,000 Depositary Shares, for an aggregate price of \$1,500 million. Each Depositary Share represents a 1/25th interest in a share of perpetual Fixed-to-Floating Rate Non-Cumulative Preferred Stock, Series J, \$0.01 par value (Series J Preferred Stock). The Series J Preferred Stock is redeemable at the Company's option, (i) in whole or in part, from time to time, on

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any dividend payment date on or after July 15, 2020 or (ii) in whole but not in part at any time within 90 days following a regulatory capital treatment event (as described in the terms of that series), in each case at a redemption price of \$25,000 per share (equivalent to \$1,000 per Depository Share), plus any declared and unpaid dividends to, but excluding, the date fixed for redemption, without accumulation of any undeclared dividends. The Series J Preferred Stock also has a preference over the Company's common stock upon liquidation. The Series J Preferred Stock offering (net of related issuance costs) resulted in proceeds of approximately \$1,493 million.

For a description of preferred stock issuances, Series A through Series I, see Note 15 to the consolidated financial statements in the 2014 Form 10-K.

The Company is authorized to issue 30 million shares of preferred stock, and the Company's preferred stock outstanding consisted of the following (in millions, except per share data):

	Shares Outstanding at March 31, 2015	Liquidation Preference per Share	Carrying Value	
			At March 31, 2015	At December 31, 2014
A	44,000	\$ 25,000	\$ 1,100	\$ 1,100
C	519,882	1,000	408	408
E	34,500	25,000	862	862
F	34,000	25,000	850	850
G	20,000	25,000	500	500
H	52,000	25,000	1,300	1,300
I	40,000	25,000	1,000	1,000
J	60,000	25,000	1,500	
Total			\$ 7,520	\$ 6,020

During the quarters ended March 31, 2015 and 2014, dividends declared on the Company's outstanding preferred stock were \$78 million and \$54 million, respectively.

Accumulated Other Comprehensive Income (Loss).

The following tables present changes in AOCI by component, net of noncontrolling interests, in the quarters ended March 31, 2015 and 2014 (dollars in millions):

	Foreign Currency Translation Adjustments	Net Change in Cash Flow Hedges	Change in Net Unrealized Gains (Losses) on AFS Securities	Pension, Postretirement and Other Related Adjustments	Total
Balance at December 31, 2014	\$ (663)	\$ 3	\$ (73)	\$ (515)	\$ (1,248)
	(220)		215		(5)

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Other comprehensive income before reclassifications

Amounts reclassified from AOCI		1	(15)	1	(13)
Net other comprehensive income during the period	(220)	1	200	1	(18)
Balance at March 31, 2015	\$ (883)	\$ 4	\$ 127	\$ (514)	\$ (1,266)

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	Foreign Currency Translation Adjustments	Net Change in Cash Flow Hedges	Change in Net Unrealized Gains (Losses) on AFS Securities	Pension, Postretirement and Other Related Adjustments	Total
Balance at December 31, 2013	\$ (266)	\$ (1)	\$ (282)	\$ (544)	\$ (1,093)
Other comprehensive income before reclassifications	48		78		126
Amounts reclassified from AOCI		1	(4)	2	(1)
Net other comprehensive income during the period	48	1	74	2	125
Balance at March 31, 2014	\$ (218)	\$	\$ (208)	\$ (542)	\$ (968)

The Company had no significant reclassifications out of AOCI for the quarters ended March 31, 2015 and 2014.

Nonredeemable Noncontrolling Interests.

Nonredeemable noncontrolling interests were \$1,304 million and \$1,204 million at March 31, 2015 and December 31, 2014, respectively. Changes in nonredeemable noncontrolling interests were not significant in the quarter ended March 31, 2015.

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Basic earnings per common share (EPS) is computed by dividing earnings applicable to Morgan Stanley common shareholders by the weighted average number of common shares outstanding for the period. Common shares outstanding include common stock and vested restricted stock units (RSUs) where recipients have satisfied either the explicit vesting terms or retirement eligibility requirements. Diluted EPS reflects the assumed conversion of all dilutive securities. The Company calculates EPS using the two-class method and determines whether instruments granted in share-based payment transactions are participating securities (see Note 2 to the consolidated financial statements in the 2014 Form 10-K). The following table presents the calculation of basic and diluted EPS (in millions, except for per share data):

	Three Months Ended March 31,	
	2015	2014
Basic EPS:		
Income from continuing operations	\$ 2,468	\$ 1,585
Income (loss) from discontinued operations	(5)	(1)
Net income	2,463	1,584
Net income applicable to nonredeemable noncontrolling interests	69	79
Net income applicable to Morgan Stanley	2,394	1,505
Less: Preferred dividends (Series A Preferred Stock)	(11)	(11)
Less: Preferred dividends (Series C Preferred Stock)	(13)	(13)
Less: Preferred dividends (Series E Preferred Stock)	(15)	(15)
Less: Preferred dividends (Series F Preferred Stock)	(15)	(15)
Less: Preferred dividends (Series G Preferred Stock)	(8)	
Less: Preferred dividends (Series I Preferred Stock)	(16)	
Less: Allocation of (earnings) loss to participating RSUs(1):		
From continuing operations	(2)	(2)
Earnings applicable to Morgan Stanley common shareholders	\$ 2,314	\$ 1,449
Weighted average common shares outstanding	1,924	1,924
Earnings per basic common share:		
Income from continuing operations	\$ 1.21	\$ 0.75
Income (loss) from discontinued operations	(0.01)	
Earnings per basic common share	\$ 1.20	\$ 0.75
Diluted EPS:		
Earnings applicable to Morgan Stanley common shareholders	\$ 2,314	\$ 1,449
Weighted average common shares outstanding	1,924	1,924
Effect of dilutive securities:		
Stock options and RSUs(1)	39	45
Weighted average common shares outstanding and common stock equivalents	1,963	1,969

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Earnings per diluted common share:		
Income from continuing operations	\$ 1.18	\$ 0.74
Income (loss) from discontinued operations		
Earnings per diluted common share	\$ 1.18	\$ 0.74

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

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

<u>Number of Antidilutive Securities Outstanding at End of Period:</u>	Three Months Ended March 31,	
	2015	2014
	(shares in millions)	
RSUs and performance-based stock units	1	16
Stock options	11	13
Total	12	29

15. Interest Income and Interest Expense.

Details of Interest income and Interest expense were as follows:

	Three Months Ended March 31,	
	2015	2014
	(dollars in millions)	
Interest income(1):		
Trading assets(2)	\$ 594	\$ 514
Investment securities	201	138
Loans	474	355
Interest bearing deposits with banks	22	38
Securities purchased under agreements to resell and Securities borrowed(3)	(104)	(9)
Customer receivables and Other(4)	297	307
Total interest income	\$ 1,484	\$ 1,343
Interest expense(1):		
Deposits	\$ 18	\$ 23
Short-term borrowings	4	
Long-term borrowings	926	932
Securities sold under agreements to repurchase and Securities loaned(5)	308	326
Customer payables and Other(6)	(368)	(246)
Total interest expense	\$ 888	\$ 1,035
Net interest	\$ 596	\$ 308

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- (1) Interest income and expense are recorded within the Company's condensed consolidated statements of income depending on the nature of the instrument and related market conventions. When interest is included as a component of the instrument's fair value, interest is included within Trading revenues or Investments revenues. Otherwise, it is included within Interest income or Interest expense.
- (2) Interest expense on Trading liabilities is reported as a reduction to Interest income on Trading assets.
- (3) Includes fees paid on Securities borrowed.
- (4) Includes interest from Customer receivables and Other interest earning assets.
- (5) Includes fees received on Securities loaned.
- (6) Includes fees received from prime brokerage customers for stock loan transactions incurred to cover customers' short positions.

Table of Contents**MORGAN STANLEY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (Continued)****16. Employee Benefit Plans.**

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

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

	Three Months Ended March 31,	
	2015	2014
	(dollars in millions)	
Service cost, benefits earned during the period	\$ 5	\$ 6
Interest cost on projected benefit obligation	39	40
Expected return on plan assets	(30)	(28)
Net amortization of prior service cost (credit)	(5)	(3)
Net amortization of actuarial loss	6	6
Net periodic benefit expense	\$ 15	\$ 21

17. Income Taxes.

The Company is under continuous examination by the Internal Revenue Service (the IRS) and other tax authorities in certain countries, such as Japan and the United Kingdom (U.K.), and in states in which the Company has significant business operations, such as New York. The Company is currently at various levels of field examination with respect to audits by the IRS, as well as New York State and New York City, for tax years 2009–2012 and 2007–2009, respectively. The Company is currently under review by the IRS Appeals Office for the remaining issues covering tax years 1999–2005 and has substantially completed the IRS field examination for the audit of tax years 2006–2008. During 2015, the Company expects to reach a conclusion with the U.K. tax authorities on substantially all issues through tax year 2010, the resolution of which is not expected to have a material impact on the effective tax rate on the Company's condensed consolidated financial statements.

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

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

The Company's effective tax rate from continuing operations for the quarter ended March 31, 2015 included a net discrete tax benefit of \$564 million. This net discrete tax benefit was primarily associated with the repatriation of non-U.S. earnings at a cost lower than originally estimated due to an internal restructuring to

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simplify the Company's legal entity organization in the U.K. Excluding the net discrete tax benefit noted above, the effective tax rate from continuing operations for the quarter ended March 31, 2015 would have been 33.3%, reflecting the geographic mix of earnings. The Company's effective tax rate from continuing operations for the quarter ended March 31, 2014 was 33.1%.

18. Segment and Geographic Information.**Segment Information.**

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

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

As a result of revenues and expenses from transactions with other operating segments being treated as transactions with external parties, the Company includes an Intersegment Eliminations category to reconcile the business segment results to the Company's consolidated results. Intersegment Eliminations also reflect the effect of fees paid by the Company's Institutional Securities business segment to the Company's Wealth Management business segment related to the bank deposit program.

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

Three Months Ended March 31, 2015	Institutional Securities	Wealth Management	Investment Management (dollars in millions)	Intersegment Eliminations	Total
Total non-interest revenues(1)	\$ 5,546	\$ 3,145	\$ 674	\$ (54)	\$ 9,311
Interest income	870	737	1	(124)	1,484
Interest expense	958	48	6	(124)	888
Net interest	(88)	689	(5)		596
Net revenues	\$ 5,458	\$ 3,834	\$ 669	\$ (54)	\$ 9,907
Income from continuing operations before income taxes	\$ 1,813	\$ 855	\$ 187	\$	\$ 2,855
Provision for income taxes(2)	6	320	61		387
Income from continuing operations	1,807	535	126		2,468
Discontinued operations:					