

## REGISTRATION DOCUMENT SUPPLEMENT

# Morgan Stanley

**MORGAN STANLEY & CO. INTERNATIONAL plc**

*as issuer*

*(incorporated with limited liability in England and Wales)*

This Registration Document Supplement (the "**Registration Document Supplement**") is supplemental to and must be read in conjunction with the Registration Document dated 5 October 2007 (the "**Registration Document**") prepared by Morgan Stanley & Co. International plc ("**MSIplc**").

Application has been made to the Luxembourg Commission de Surveillance du Secteur Financier (the "**CSSF**"), as competent authority under Directive 2003/71/EC (the "**Prospectus Directive**") for this Registration Document Supplement to be approved. Terms defined in the Registration Document shall have the same meaning when used in this Registration Document Supplement.

On 8 November 2007, Standard & Poor's Rating Services revised its outlook in respect of the long term and short term debt of MSIplc from stable to negative, and Moody's Investor Service assigned a negative outlook to the long term and short term debt ratings of MSIplc. This followed the issue by Morgan Stanley, MSIplc's ultimate parent undertaking, of a press release on 7 November 2007 announcing significant declines since 31 August 2007 in the fair value of its US subprime related exposures as a result of the continued deterioration in the market and other market developments.

In addition, MSIplc wishes to make the following amendments to the Registration Document:

(i) page 89 of the Registration Document shall be amended so that the words " By order of the Board" appearing at the bottom of the page shall instead read "By order of the Board on 05 October 2007"

(ii) the first line on page 90 of the Registration Document shall be amended so that it reads "We report on the financial information set out in Appendix A-3 of the Registration Document dated 05 October 2007 of Morgan Stanley International & Co. plc..."

(iii) page 92 of the Registration Document shall be amended so that the sentence beginning "The Consolidated Additional Finance Information" shall read "The Consolidated Additional Financial Information was approved by the Board and authorised for issue on 05 October 2007"

(iv) the table in Note 24 on page 128 of the Registration Document shall be deleted in its entirety and replaced with the following table:

	<b>\$'000</b>
At 1 December 2005	109,821
New transactions	69,267
Amounts recognised in the consolidated income statement during the period	(87,375)
At 30 November 2006	<u>91,713</u>

(v) page 145 of the Registration Document shall be amended so that the words "By Order of the Board" appearing at the bottom of the page shall instead read "By order of the Board on 05 October 2007"

(vi) page 148 of the Registration Document shall be amended so that the sentence beginning "These accounts were approved" shall read "These accounts were approved by the Board on 05 October 2007".

To the extent that there is any inconsistency between any statement in this Registration Document Supplement and any other statement in the Registration Document, the statements in this Registration Document Supplement will prevail.

Save as disclosed in this Registration Document Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Registration Document has arisen since the publication of the Registration Document. This Registration Document Supplement constitutes a supplement to the Registration Document within the meaning of Article 13 of the Luxembourg Law of 10 July 2005 on the prospectuses for securities.

MSIplc accepts responsibility for the information contained in this document. To the best of the knowledge and belief of MSIplc (who has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Registration Document Supplement is available for viewing, and copies may be obtained from, the offices of MSIplc and the Paying Agents. This Registration Document will also be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

**MORGAN STANLEY & CO. INTERNATIONAL plc**

16 November 2007