

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No.28884/ August 26, 2009

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In the Matter of	:
	:
MORGAN STANLEY MULTI-ASSET CLASS FUND	:
c/o Morgan Stanley Investment Advisors Inc.	:
522 Fifth Ave.	:
New York, NY 10036	:
	:
(811-8283)	:
	:

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ORDER UNDER SECTION 8(f) OF THE INVESTMENT COMPANY ACT OF 1940  
DECLARING THAT APPLICANT HAS CEASED TO BE AN INVESTMENT  
COMPANY

Morgan Stanley Multi-Asset Class Fund filed an application on  
July 6, 2009, requesting an order under section 8(f) of the  
Act declaring that it has ceased to be an investment company.

On July 31, 2009, a notice of filing of the application was  
issued (Investment Company Act Release No. 28840). The notice  
gave interested persons an opportunity to request a hearing  
and stated that an order disposing of the application would be  
issued unless a hearing was ordered. No request for a hearing  
has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis  
of the information set forth in the application, that  
applicant has ceased to be an investment company.  
Accordingly,

IT IS ORDERED, under section 8(f) of the Act, that applicant's  
registration under the Act shall forthwith cease to be in  
effect.

For the Commission, by the Division of Investment Management,  
under delegated authority.

Florence E. Harmon  
Deputy Secretary

