



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

June 3, 2015

Via E-mail

Kevin Ng

President

Morgan Stanley Bank of America Merrill Lynch Trust 2013-C12

Morgan Stanley Bank of America Merrill Lynch Trust 2014-C14

c/o Morgan Stanley Capital I Inc.

1585 Broadway

New York, NY 10036

**Re: Morgan Stanley Bank of America Merrill Lynch Trust 2013-C12
Morgan Stanley Bank of America Merrill Lynch Trust 2014-C14
Forms 10-K/A for the Fiscal Year Ended December 31, 2014
Filed May 20, 2015
File Nos. 333-180779-05 and 333-180779-07**

Dear Mr. Ng:

We have reviewed your filings and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by amending your filings, providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filings and the information you provide in response to these comments, we may have additional comments.

**Forms 10-K/A of Morgan Stanley Bank of America Merrill Lynch Trust 2013-C12 and
Morgan Stanley Bank of America Merrill Lynch Trust 2014-C14**

1. We note your responses to comments 3-6 and comments 9-14 of our comment letter dated May 7, 2015. Please confirm that in future filings of Form 10-Ks, to aid understanding why the assessments of compliance, corresponding auditors' attestation reports and servicer compliance reports that you have identified in your responses have not been filed with the Form 10-K, you will provide explanation or clarification in the body of the Form 10-K. For example, if contingent advances were not paid by the trustee during the reporting period, please provide an explanation in the body of the Form 10-K that the trustee has confirmed to you that no such advances have been paid (for the serviced or non-serviced mortgage loans) during the relevant reporting period.

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2. We note the discussion in Paragraph A.3 of your response and other responses related to the functions performed by the Trust Advisors for the Westfield Countryside and Burnham Center Mortgage Loans (for the MSBAM 2013-C12 transaction) and the AmericasMart, Stonestown Galleria and Hilton San Francisco Financial District Mortgage Loans (for the MSBAM 2014-C14 transaction) (together, the “Non-Serviced Mortgage Loans”). In particular, we note your response that the Trust Advisors for each of these transactions have no obligation to collect or disburse funds or to administer any of the underlying mortgage loans (and we note from the underlying agreements and offering documents that the Trust Advisors for the transactions will generally have no role or obligation with respect to any Non-Serviced Mortgage Loan), although it is not clear to us whether the Outside Trust Advisors are providing reporting or loss recovery functions for the Non-Serviced Mortgage Loans. We further note that, with respect to each Non-Serviced Mortgage Loan, the Pooling and Servicing Agreements generally indicate that, along with the Outside Certificate Administrators, the Outside Trust Advisors are responsible for the Item 1122(d)(3)(i) criterion (relating to reports to investors) and along with the Outside Special Servicer(s), the Outside Trust Advisors are responsible for the Item 1122(d)(4)(vii) criterion (relating to loss mitigation or recovery actions). It appears, therefore, that you should file each of the Outside Trust Advisor’s assessment of compliance (with related attestation) for the servicing function that each Outside Trust Advisor performs for the Non-Serviced Mortgage Loans for both the MSBAM 2013-C12 transaction and the MSBAM 2014-C14 transaction in an amended Form 10-K. If you do not believe that such assessments and attestations need to be filed, please explain why.

Form 10-K/A of Morgan Stanley Bank of America Merrill Lynch Trust 2014-C14

Exhibit 34.20

3. We note that in the report provided by Midland Loan Services (“Midland”) as Exhibit 33.20, Midland states that it engaged various vendors to perform the activities required by Items 1122(d)(1)(i), 1122(d)(4)(i), 1122(d)(4)(iii), 1122(d)(4)(vi) and 1122(d)(4)(xi). The report provided by PricewaterhouseCoopers LLP as Exhibit 34.20, however, does not appear to contemplate the performance of the vendors engaged as there is no reference to the performance of these servicing criteria by a vendor. Please confirm to us that the examination performed by PricewaterhouseCoopers included testing for compliance with respect to the servicing criteria for which Midland engaged vendors.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are

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in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comment, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

You may contact Lulu Cheng at 202-551-3811 or me at 202-551-3850 if you have any questions.

Sincerely,

/s/ Katherine Hsu

Katherine Hsu
Office Chief

cc: Tejal Wadhwani, Morgan Stanley
Kevin Blauch, Sidley Austin LLP