

# Morgan Stanley

November 7, 2011

Submitted by e-mail to rule-comments@sec.gov

U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-1090  
Attn: Ms. Elizabeth M. Murphy, Secretary

Re: Companies Engaged in the Business of Acquiring Mortgages and Mortgage-Related Instruments, Release No. IC-29778, File No. S7-34-11

Ladies and Gentlemen:

Morgan Stanley & Co. LLC (“Morgan Stanley”) is pleased to submit this letter regarding the Securities and Exchange Commission’s (the “Commission”) Release No. IC-29778, Companies Engaged in the Business of Acquiring Mortgages and Mortgage-Related Instruments (the “Concept Release”).

Morgan Stanley, together with other member firms of the Securities Industry and Financial Markets Association (“SIFMA”), actively participated in the preparation of SIFMA’s letter dated November 7, 2011 responding to the Concept Release (the “SIFMA Letter”). Morgan Stanley is supportive of the views set forth in the SIFMA Letter and endorses the suggestions and conclusions set forth in the SIFMA Letter regarding mortgage-related entities relying on the exclusion from the definition of investment company in Section 3(c)(5)(C) of the Investment Company Act of 1940, as amended. We appreciate the Commission’s careful consideration of these issues and the views expressed by SIFMA in the SIFMA Letter.

If you have any questions, please do not hesitate to contact the undersigned at (212) 762-4723.

Very truly yours,



Steven Brown  
Managing Director