

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 93022 / September 16, 2021**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-15982**

<b>In the Matter of</b>	:	
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	:	
<b>Morgan Stanley and Co. LLC,</b>	:	<b>ORDER DIRECTING</b>
<b>Morgan Stanley ABS Capital I Inc.,</b>	:	<b>DISBURSEMENT OF FAIR FUND</b>
<b>and Morgan Stanley Mortgage</b>	:	
<b>Capital Holdings LLC,</b>	:	
	:	
<b>Respondents.</b>	:	

On May 31, 2019, the Commission published a Notice of Proposed Plan of Distribution and Opportunity for Comment (“Notice”),<sup>1</sup> pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans (“Commission’s Rules”);<sup>2</sup> and simultaneously posted the Proposed Plan of Distribution (the “Proposed Plan”). The Notice advised interested persons that they could obtain a copy of the Proposed Plan from the Commission’s public website or by submitting a written request to Adriene Mixon, Esq., Assistant Chief Litigation Counsel, United States Securities and Exchange Commission, 444 South Flower Street, Suite 900, Los Angeles, CA 90071. The Notice also advised that all persons desiring to comment on the Proposed Plan could submit their comments, in writing, within 30 days of the Notice. The Commission received a comment on the Proposed Plan during the comment period. Subsequently, a letter was received outside of the comment period responding in opposition to the comment. On June

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<sup>1</sup> Exchange Act Rel. No. 85998 (May 31, 2019).  
<sup>2</sup> 17 C.F.R. § 201.1103.

30, 2020, after thorough review and substantial consideration, the Commission issued an order approving the Proposed Plan without modification,<sup>3</sup> and posted the approved Plan of Distribution (the “Plan”).

The Plan provides for the distribution of the Fair Fund, plus accumulated interest, less investment fees and taxes, to the harmed investors according to the methodology set forth in the Plan. In accordance with the Plan, the Claims Bar Date has passed and all timely submitted claims have been processed by the Fund Administrator. All investors whose claims have been denied, in whole or in part, have been notified and provided the opportunity to cure.

Pursuant to the Plan, the Fund Administrator has submitted a payment file to Commission staff with a reasonable assurance letter as to the completeness and accuracy of the information contained therein. The Commission staff has reviewed and accepted the payment file and requests, pursuant to Rule 1101(b)(6) of the Commission’s Rules, 17 C.F.R. § 201.1101(b)(6), that the Commission authorize the transfer of \$124,758,618.37 from the Fair Fund to the Fair Fund’s escrow account at The Huntington National Bank for distribution by the Fund Administrator to the eligible claimants in accordance with the Plan.

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<sup>3</sup> Order Approving Plan of Distribution, Exchange Act Rel. No. 89201 (June 30, 2020).

Accordingly, it is hereby ORDERED, that Commission staff shall transfer \$124,758,618.37 from the Fair Fund to the Fair Fund's escrow account at The Huntington National Bank, and the Fund Administrator shall distribute such monies to the eligible claimants in accordance with the Plan.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.<sup>4</sup>

Vanessa A. Countryman  
Secretary

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<sup>4</sup> 17 C.F.R. § 200.30-4(a)(21)(v).