

**Morgan Stanley Europe SE**

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Via Email: [Secretarys-office@sec.gov](mailto:Secretarys-office@sec.gov)

12 December 2022

Re: MORGAN STANLEY EUROPE SE – AMENDED AND RESTATED SUBSTITUTED COMPLIANCE NOTICE

Dear Sir, Madam.

Pursuant to paragraph (a)(9) of the Amended and Restated Order Granting Conditional Substituted Compliance in Connection with Certain Requirements Applicable to Non-U.S. Security-Based Swap Dealers and Major Security-Based Swap Participants Subject to Regulation in the Federal Republic of Germany (the “Order”), Morgan Stanley Europe SE (“MSESE”) hereby provides notice to the Securities and Exchange Commission (“Commission”) of its amended and restated intent to rely on the Order.

MSESE is a “Covered Entity” as that term is defined in paragraph (g)(1) of the Order. MSESE intends to rely on substituted compliance with respect to certain requirements of the Securities Exchange Act of 1934 (the “Exchange Act”) for which the Commission has provided substituted compliance determinations, as indicated in the amended and restated chart attached. Effective as of 1 January 2023, for each section of the Order indicated, MSESE intends to rely on substituted compliance with regard to the full scope of transactions or activity for which substituted compliance is available under the Order. For the avoidance of doubt, until 1 January 2023, MSESE will continue to rely on the Order per its notice to the Commission dated as of 29 October 2021.

Yours faithfully,

Morgan Stanley Europe SE

<b>Notice of Reliance on Substituted Compliance by:</b>	Morgan Stanley Europe SE	12-12-2022; Effective as of 01-01-2023	Anna Hynes Chief Compliance Officer 49 69 2166 2540 Anna.hynes@morganstanley.com	Germany
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Pursuant to paragraph (a)(9) of the Amended and Restated Order Granting Conditional Substituted Compliance in Connection with Certain Requirements Applicable to Non-U.S. Security-Based Swap Dealers and Major Security-Based Swap Participants Subject to Regulation in the Federal Republic of Germany (the "Order"), Morgan Stanley Europe SE ("MSESE") hereby provides revised notice to the Securities and Exchange Commission ("Commission") of its intent to rely on the Order. With effect as of 1 January 2023, this notice amends and supersedes the notice of intent to rely on substituted compliance filed by MSESE with the Commission on 29 October 2021.

MSESE is a "Covered Entity" as that term is defined in paragraph (g)(1) of the Order. MSESE intends to rely on substituted compliance with respect to certain requirements of the Securities Exchange Act of 1934 (the "Exchange Act") for which the Commission has provided substituted compliance determinations, as indicated in the chart below. For each section of the Order indicated below, MSESE intends to rely on substituted compliance with regard to the full scope of transactions or activity for which substituted compliance is available under the Order.

Rule Category	Sub-Category	Rule(s)	Substituted Compliance Order Section [otherwise NA]	Reliance [Yes/No/NA]
Risk Control Requirements	Internal Risk Management	Exchange Act section 15F(j)(2) and Exchange Act rules 15Fh-3(h)(2)(iii)(I)	(b)(1)	Yes
	Trade Acknowledgment and Verification	Exchange Act section 15F(i) and Exchange Act rule 15Fi-2	(b)(2)	Yes
	Portfolio Reconciliation and Dispute Reporting	Exchange Act section 15F(i) and Exchange Act rules 15Fi-3	(b)(3)	Yes
	Portfolio Compression	Exchange Act section 15F(i) and Exchange Act rules 15Fi-4	(b)(4)	Yes
	Trading Relationship Documentation	Exchange Act section 15F(i) and Exchange Act rules 15Fi-5	(b)(5)	Yes
Capital and Margin	Capital	Exchange Act section 15F(e) and Exchange Act rules 18a-1, and 18a-1a through d	(c)(1)	Yes
	Margin	Exchange Act section 15F(e) and Exchange Act rule 18a-3	(c)(2)	Yes
Internal Supervision and Compliance	Internal Supervision (including conflicts of interest)	Exchange Act section 15F(j)(4)(A) and (j)(5) and Exchange Act rule 15Fh-3(h)	(d)(1), (3), (4)	Yes
	Chief Compliance Officer (inc. Annual Report), Compliance Program	Exchange Act section 15F(k) and Exchange Act rule 15Fk-1	(d)(2), (3)	No
Counterparty Protection	Disclosure of material risks and characteristics	Exchange Act section 15F(h)(3)(B)(i), (ii) and Exchange Act rule 15Fh-3(b)	(e)(1)	No
	Disclosure of material incentives and conflicts of interest	Exchange Act section 15F(h)(3)(B)(i), (ii) and Exchange Act rule 15Fh-3(b)	(e)(2)	No
	Know your Counterparty	Exchange Act rule 15Fh-3(e)	(e)(3)	No
	Suitability	Exchange Act rule 15Fh-3(f)	(e)(4)	No
	Fair and Balanced Communications	Exchange Act section 15F(h)(3)(C) and Exchange Act rule 15Fh-3(g)	(e)(5)	No
	Daily Mark Disclosure	Exchange Act section 15F(h)(3)(B)(iii) and Exchange Act rule 15Fh-3(c)	(e)(6)	No
	Recordkeeping and Reporting	Record Creation	Exchange Act rule 18a-5(a)(1) [blotters]	(f)(1)(i)(A), (ii)(A)
Record Creation		Exchange Act rule 18a-5(a)(2) [ledgers]	(f)(1)(i)(B), (ii)(A)	Yes
Record Creation		Exchange Act rule 18a-5(a)(3) [customer account ledgers]	(f)(1)(i)(C), (ii)(A)	Yes
Record Creation		Exchange Act rule 18a-5(a)(4) [securities record/ledger]	(f)(1)(i)(D), (ii)(A)	Yes
Record Creation		Exchange Act rule 18a-5(a)(5) [memo of purchase and sale]	(f)(1)(i)(F)	Yes
Record Creation		Exchange Act rule 18a-5(a)(6) [confirm/trade acknowledgment, verification] and (a)(15) as applicable	(f)(1)(i)(G)	Yes
Record Creation		Exchange Act rule 18a-5(a)(7) [counterparty info]	(f)(1)(i)(H), (ii)(A)	Yes
Record Creation		Exchange Act rule 18a-5(a)(8) [options records]	(f)(1)(i)(I)	Yes
Record Creation		Exchange Act rule 18a-5(a)(9) [trial balances]	(f)(1)(i)(J)	Yes
Record Creation		Exchange Act rule 18a-5(a)(10) [AP questionnaire]	(f)(1)(i)(K)	Yes
Record Creation		Exchange Act rule 18a-5(a)(12) [exposure calculation and initial margin amount]	(f)(1)(i)(L)	Yes
Record Creation	Exchange Act rule 18a-5(a)(17) [business conduct standards, CCO requirements]	(f)(1)(i)(M), (ii)(B)	Yes	

	Record Creation	Exchange Act rule 18a-5(a)(18)(i) and (ii) [port rec and valuation disputes]	(f)(1)(i)(N)	Yes
	Record Creation	Exchange Act rule 18a-5(a)(18)(iii) [portfolio compression]	(f)(1)(i)(O)	Yes
	Record Maintenance (including rules on electronic recordkeeping and third party contractors)	Exchange Act rule 18a-6(a)(1) [retention for certain records at least 6 years, 2 in easily accessible place]	(f)(2)(i)(A), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(i)[retention for certain records at least 3 years, 2 in easily accessible place]	(f)(2)(i)(B), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(ii) and (iii) [check books and bills receivable or payable]	(f)(2)(i)(C), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(iv) [retention for communications]	(f)(2)(i)(D), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(v) [retention for trial balances and computations of net capital]	(f)(2)(i)(E), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(vi) [retention for guarantees and powers of attorney]	(f)(2)(i)(F), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(vii) [retention for written business agreements etc.]	(f)(2)(i)(G), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(viii) [retention for financial statements and audit records etc.]	(f)(2)(i)(H), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(ix) [retention for records required pursuant to 15c3-4]	(f)(2)(i)(I), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(x) [retention for records required pursuant to § 240.18a-1(e)(2)(iii)(F)(1) and (2)]	(f)(2)(i)(J), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(b)(1)(xii) [retention for business conduct records, political contributions, CCO requirements]	(f)(2)(i)(K), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(c) [lifetime preservation of licenses etc.]	(f)(2)(i)(L), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(d)(1) [retention for employee docs]	(f)(2)(i)(M), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(d)(2) [retention for exam reports etc.]	(f)(2)(i)(N), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(d)(3) [retention for SBS manuals]	(f)(2)(i)(O), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(d)(4)-(d)(5) [retention for portfolio reconciliation, compression, relationship docs and related audit]	(f)(2)(i)(P), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(e) [use of electronic storage system]	(f)(2)(i)(Q), (ii)	Yes
	Record Maintenance	Exchange Act rule 18a-6(f) [third party storage, written undertaking]	(f)(2)(i)(R), (ii)	Yes
	Daily Trading Records	Exchange Act section 15F(g)	(f)(6)	Yes
	Financial Reports	Exchange Act rule 18a-7(a)(1), and the requirements of Exchange Act rule 18a-7(j) as applied to the requirements of Exchange Act rule 18a-7(a)(1)	(f)(3)(i)	Yes
	Financial Reports	Exchange Act rule 18a-7(a)(3), and the requirements of Exchange Act rule 18a-7(j) as applied to the requirements of Exchange Act rule 18a-7(a)(3)	(f)(3)(ii)	Yes
	Financial Reports	Exchange Act rule 18a-7(b)	(f)(3)(iii)	Yes
	Financial Reports	Exchange Act rule 18a-7(c), (d), (e), (f), (g) and (h), and the requirements of Exchange Act rule 18a-7(j) as applied to the requirements of paragraphs (c), (d), (e), (f), (g), and (h) of Exchange Act rule 18a-7	(f)(3)(iv)	Yes
	Notifications	Exchange Act rule 18a-8(a)(1)(i), (a)(1)(ii), (b)(1), (b)(2), and (b)(4), and the requirements of Exchange Act rule 18a-8(h) as applied to the requirements of 18a-8(a)(1)(i), (a)(1)(ii), (b)(1), (b)(2), and (b)(4).	(f)(4)(i)(A)	Yes
	Notifications	Exchange Act rule 18a-8(d) and the requirements of Exchange Act rule 18a-8(h) as applied to the requirements of Exchange Act rule 18a-8(d)[notices and reports in case of recordkeeping failures]	(f)(4)(i)(C)	Yes
	Notifications	Exchange Act rule 18a-8(e) and the requirements of Exchange Act rule 18a-8(h) as applied to the requirements of Exchange Act rule 18a-8(d)[notices of material weaknesses]	(f)(4)(i)(D)	Yes
	Securities Counts	Exchange Act rule 18a-9	(f)(5)	Yes