

## Part 2A of Form ADV: Firm Brochure

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Morgan Stanley Infrastructure Inc.

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March 29, 2016

This Brochure provides information about the qualifications and business practices of Morgan Stanley Infrastructure Inc. (the “Adviser”). If you have any questions about the contents of this Brochure, please contact Morgan Stanley Merchant Banking & Real Estate Investing Investor Services at 212-761-7160 or email [msipinvestor@morganstanley.com](mailto:msipinvestor@morganstanley.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

The Adviser is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information that you may find useful in deciding to hire or retain an adviser.

Additional information about the Adviser also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **Item 2 – Material Changes**

We provide this brochure to our clients as well as limited partners of the pooled investment vehicles that we advise (“Limited Partners”).

There have been no material changes since the last update of this Brochure, dated March 27, 2015. We will provide clients and Limited Partners with a new Brochure as necessary based on material changes or new information, at any time, without charge upon request.

Our Brochure may be requested by contacting Morgan Stanley Merchant Banking & Real Estate Investing Investor Services at 212-761-7160 or email [msipinvestor@morganstanley.com](mailto:msipinvestor@morganstanley.com).

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### Item 3 – Table of Contents

Item 1 – Cover Page .....	i
Item 2 – Material Changes.....	ii
Item 3 – Table of Contents .....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation.....	2
Item 6 – Performance-Based Fees and Side-By-Side Management.....	5
Item 7 – Types of Clients.....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	7
Item 9 – Disciplinary Information .....	10
Item 10 – Other Financial Industry Activities and Affiliations.....	11
Item 11 – Code of Ethics .....	188
Item 12 – Brokerage Practices .....	211
Item 13 – Review of Accounts .....	222
Item 14 – Client Referrals and Other Compensation.....	233
Item 15 – Custody.....	244
Item 16 – Investment Discretion.....	255
Item 17 – Voting Client Securities .....	266
Item 18 – Financial Information .....	277

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## **Item 4 – Advisory Business**

Morgan Stanley Infrastructure Inc. (the “Adviser”) was formed in 2006 and registered with the SEC under the Investment Advisers Act of 1940, as amended (the “Advisers Act”) in 2007.

The Adviser is a wholly-owned indirect subsidiary of Morgan Stanley.

As of December 31, 2015, the Adviser had approximately \$5,433,526,116 of regulatory assets under management, all of which are managed on a discretionary basis.

The Adviser provides infrastructure-related investment advisory services to (i) the co-investing partnerships that comprise North Haven Infrastructure Partners LP (collectively, “NH Infrastructure Partners I”) and (ii) the co-investing partnerships that comprise North Haven Infrastructure Partners II LP (collectively, “NH Infrastructure Partners II” and, together with NH Infrastructure Partners I, the “Funds”), which are designed to seek capital appreciation primarily through investments in assets associated with the provision of public goods or essential services that generate long-term, stable cash flows in sectors such as transportation, energy and utilities, social infrastructure, and communications (collectively, “Infrastructure Assets”). The Funds invest on a global basis, however, NH Infrastructure Partners II targets investments in Infrastructure Assets globally primarily within the Organization for Economic Cooperation and Development (“OECD”). In providing its services to each of its advisory clients, the Adviser formulates such client’s investment objectives, directs and manages the investment and reinvestment of assets, and provides reports to investors. The Adviser manages the assets of each advisory client in accordance with the terms of the governing documents applicable to such client.

The name of each of Morgan Stanley Infrastructure Partners LP and Morgan Stanley Infrastructure Partners II LP (and their related co-investing partnerships) was changed to North Haven Infrastructure Partners LP and North Haven Infrastructure Partners II LP, respectively, to conform to the name-sharing prohibition under the Volcker Rule’s Asset Management Exemption<sup>1</sup>.

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<sup>1</sup> The Volcker Rule’s Asset Management Exemption prohibits certain funds sponsored or advised by a banking entity or its affiliates from having the name of such banking entity or its affiliate in such fund’s name.

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## **Item 5 – Fees and Compensation**

### **Management Fees**

Certain fees described herein are subject to negotiation.

Through the end of each of the Funds' respective investment periods, the Adviser will generally receive an annual management fee payable quarterly in arrears (the "Management Fee") based on total capital commitments during the Fund's commitment period and on invested capital after such commitment period terminates; which Management Fee is funded by the Limited Partners and ranges from .75% to 1.5%. The investment period for NH Infrastructure Partners I ended in May 2013 (see also "Co-Investments" below for additional information on the fees and expenses relating to co-investments).

### **Acquisition Fees**

NH Infrastructure Partners I will pay to Morgan Stanley Infrastructure GP LP (the "General Partner I") an acquisition fee (the "Acquisition Fee") in respect of each investment. Each Limited Partner (other than Morgan Stanley and its affiliates) in NH Infrastructure Partners I will bear a portion of the Acquisition Fee for each investment determined by multiplying such Limited Partner's share of the gross value of the consideration paid (or to be paid) by NH Infrastructure Partners I for such investment by a percentage generally ranging from 0.15% to 0.5% depending on the capital commitment of each Limited Partner. Fees may be deducted from clients' assets as set forth in the limited partnership agreement of NH Infrastructure Partners I.

NH Infrastructure Partners II does not provide for the payment of Acquisition Fees to Morgan Stanley Infrastructure II GP LP (the "General Partner II" and, together with the General Partner I, the "General Partners").

### **Carried Interest**

General Partner I is generally entitled to carried interest with respect to each NH Infrastructure Partners I Limited Partner equal to 20% of such Limited Partner's profits from each of the NH Infrastructure Partners I's investments, subject to satisfaction of an 8% internal rate of return, compounded annually, for such investment and previously realized investments.

General Partner I is also generally entitled to carried interest in an amount equal to 20% of cash proceeds attributable to any dividends, interest or other ordinary income from a fund investment, subject to the NH Infrastructure Partners I Limited Partners first achieving a return of 8%, compounded annually, on the invested capital in such investment.

General Partner II is generally entitled to carried interest with respect to each NH Infrastructure Partners II Limited Partner equal to 20% of such NH Infrastructure Partners II Limited Partner's profits from NH Infrastructure Partners II's investments, subject to a return of capital and satisfaction of an 8% internal rate of return, compounded annually (see also "Co-Investments" below for additional information on the fees

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and expenses relating to co-investments).

### **Placement Agent Fees**

With respect to the Funds, broker-dealers (which may include the Adviser's affiliates) may act as placement agents to assist in the placement of the Funds' interests. Any placement fee payable by an investor will be in addition to that investor's capital commitment. The amount of any placement fee will be described in the placement agent's point of sale letter. However, any of the placement agents or distributors may, in their sole discretion, waive the placement fees payable by an investor, including an investor that is an employee or affiliate of each of the General Partners and/or the Adviser.

### **Expenses**

Each of the Funds may also bear certain out-of-pocket expenses incurred by the Adviser and/or its affiliates in connection with the services provided to the respective Fund. The payment of such expenses by any of the Funds does not represent a source of profit for the Adviser, but rather is a reimbursement of actual costs initially paid by the Adviser (or its affiliates) and subsequently passed through to the relevant Fund. The most common expenses include (i) all out-of-pocket expenses incurred in connection with the making, holding, sale, or proposed sale of any investment and any related hedging transaction, including any expenses (including travel and entertainment) associated with proposed investments that are ultimately not made by any of the Funds; (ii) all costs incurred in connection with the operation and maintenance of any of the Funds; and (iii) routine expenses of any of the Funds, including legal, accounting, auditing, consulting, and financing fees and expenses associated with a Fund's financial statements and tax returns, and other administrative expenses of the respective Fund. The Adviser and its affiliates may also provide a Fund with certain data processing, legal, accounting, insurance purchasing or administrative services which would otherwise be performed for such Fund by third parties and, in such event, the Adviser and its affiliates may be reimbursed by such Fund at the lesser of (i) the cost of providing such services (including reasonable employment costs and related overhead allocable thereto) and (ii) the amount that would be payable by such Fund if services of equal quality were provided by third parties on an arm's-length basis, except that such reimbursements will not be permitted with respect to appraisal or valuation services. Item 12 further describes the factors that the Adviser considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

### **Co-Investments**

The terms of a co-investment applicable to one co-investor may be different than the terms applicable to another co-investor, including that certain co-investors may be required to pay a carried interest and/or management fees while other co-investors (including affiliates of Morgan Stanley) may not be required to pay such amounts. The Adviser or a General Partner may or may not charge management fees, one time funding fees and/or carried interest in respect of co-investments, subject to the terms of any applicable agreements with investors. The allocation of any co-investment opportunities may directly or indirectly benefit the Adviser or a General Partner as a result of, among other things, the receipt of any such fees or

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carried interest, capital commitments to a Fund and capital commitments to other Affiliated Investment Accounts (as hereinafter defined). Co-investors in one or more specific investments will not necessarily be required to share in broken-deal expenses that are paid by any of the Funds, either with respect to a co-investment opportunity that is not consummated or with respect to other potential investments that may be offered to any of the Funds. The performance of co-investments is not aggregated with that of any Fund, including for purposes of determining a General Partner's carried interest or the Adviser's management fees under the relevant partnership agreement. See also "Allocation of Co-Investment Opportunities" in Item 11 below for additional information on the allocation of co-investment opportunities.

### **Disparate Fee Arrangements with Service Providers**

Certain advisors and other service providers to the Funds (including accountants, administrators, lenders, bankers, brokers, agents, attorneys, consultants, and investment or commercial banking firms), and/or their affiliates, also provide goods or services to or have business, personal, political, financial or other relationships with Morgan Stanley, the General Partners, the Adviser or their affiliates. Such advisors and other service providers may be investors in any of the Funds, affiliates of the General Partners, sources of investment opportunities or co-investors or counterparties therewith. These other services and relationships may influence the General Partners and the Adviser in deciding whether to select or recommend such a service provider to perform services for the Funds (the cost of which generally will be borne by the Funds and, indirectly, the Limited Partners). In certain circumstances, advisors and other service providers, or their affiliates, charge different rates or have different arrangements for services provided to Morgan Stanley, the General Partners, the Adviser or their affiliates as compared to services provided to the Funds, which may result in more favorable rates or arrangements than those payable by any of the Funds. Item 10 further describes material relationships with Morgan Stanley and other affiliated entities.

The private placement memoranda for the Funds include further details on fees and compensation and related matters.

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## **Item 6 – Performance-Based Fees and Side-By-Side Management**

In some cases, the Adviser has entered into performance fee arrangements with qualified clients and such fees are subject to individualized negotiation with each such client. The Adviser will structure any performance or incentive fee arrangement subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

Performance-based fee arrangements may create an incentive for the Adviser to recommend investments that may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. The Adviser has designed and implemented procedures to ensure that all clients are treated fairly and equitably, and to prevent this conflict from influencing the allocation of investment opportunities among clients.

Please see Item 5 for further information regarding performance-based fees charged by the Adviser.



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## **Item 7 – Types of Clients**

The Adviser provides portfolio management services to pooled investment vehicles. These pooled investment vehicles are not subject to regulation under the Investment Company Act of 1940, as amended (the “Investment Company Act”). Generally, Fund investors must invest a minimum of \$5 million, unless otherwise approved by the General Partners. In addition, each Fund advised by the Adviser has a specific fund designed to admit only Morgan Stanley current and former employees (and certain other permissible related investors), and investors in those funds must generally invest a minimum of \$50,000, unless otherwise approved.

Limited Partner interests in the Fund may be purchased only by certain eligible investors who are (i) “accredited investors” as defined in Regulation D of the Securities Act of 1933, as amended, and (ii) “qualified purchasers” for purposes of Section 3(c)(7) of the Investment Company Act or “knowledgeable employees” as such term is defined in Section 3(c)(5) of the Investment Company Act. In the case of the employee funds described above, interests have been offered and sold to investors who are “accredited investors” as defined in Regulation D of the Securities Act and in accordance with the requirements of an exemptive order under the Investment Company Act received by Morgan Stanley from the SEC in April 2000.

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## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

### **Investment Strategies**

The Funds will target investments in assets associated with the provision of public goods or essential services that generate long-term, stable cash flows in sectors such as transportation, energy and utilities, social infrastructure, and communications (“Infrastructure Assets”). From time to time, the Adviser may cause the Funds to invest cash held by the Funds in temporary investments or to employ hedging techniques to reduce the risk of adverse interest rate, currency, credit or security movements on investments.

### **Methods of Analysis**

The Adviser’s main source of information and investment opportunities are contacts with employees of Morgan Stanley, a public company listed on the New York Stock Exchange (of which the Adviser is a wholly-owned subsidiary), industry executives and established business relationships. Regional investment teams will be responsible for performing due diligence on potential investments. Such analysis will include underwriting the potential returns and risks for such investments (including legal, tax, accounting and environmental issues), as well as regularly monitoring the value of such investments. The regional investment teams will assess the impact of various macro and microeconomic shifts on potential investments and make recommendations to the Adviser on strategies to maximize the value of investments. Such services will be provided pursuant to service contracts between the Adviser and local broker-dealers owned by Morgan Stanley.

### ***Preliminary Evaluation***

An initial review of each investment opportunity is carried out by one of the senior members of the respective Fund’s investment team (the “Investment Team”) to determine whether such opportunity is consistent with the respective Fund’s investment objective in terms of size, geography, governance/control and return potential. If the opportunity fits the Fund’s investment objectives, the opportunity is staffed with a managing director leading the evaluation of the attractiveness of the opportunity.

If the Investment Team determines that the target investment merits further evaluation, it is discussed at the Investment Team’s weekly meeting. At this meeting the senior members of the Investment Team will discuss the attractiveness of the opportunity and whether Morgan Stanley’s resources and relationships can be utilized to give the Fund a meaningful competitive advantage relative to other potential investors. In general, an Investment Team will not pursue an opportunity unless the respective Fund has such an advantage.

### ***Active Evaluation***

If the senior members of the Investment Team determine that an opportunity meets a Fund’s investment objectives, is attractive and the Fund has a meaningful competitive advantage, the Investment Team will commence formal due diligence on the opportunity. The due diligence process is conducted with company management to achieve a comprehensive understanding of the company’s competitive positioning, as well

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as the opportunities and risks associated with the proposed investment. Throughout the due diligence process, the Investment Team keeps the lead managing director for the investment apprised of all developments and key findings, and the questions/issues raised by the lead managing director for the investment are addressed by the Investment Team through their continuing due diligence. The Investment Team is assisted in its due diligence by a broad network of experts from both within and outside Morgan Stanley, as appropriate. The Investment Team is responsible for all aspects of the acquisition process including due diligence, structuring and negotiating, and financing. At each critical stage of the process, the approval of the lead managing director for the investment is required prior to the Investment Team proceeding to the next phase of the investment process.

Morgan Stanley will, where appropriate, retain third-party consultants to assess business and market conditions, competition, physical and environmental concerns and other factors that it deems necessary to review with external advisors.

For each investment opportunity, the Investment Team will generally make multiple presentations to the relevant General Partner's Investment Committee (each, an "Investment Committee"). Each Investment Committee is comprised of individuals who have leadership roles at Morgan Stanley as well as senior management positions with respect to each Fund. Issues and questions raised by an Investment Committee will be addressed by the Investment Team in subsequent due diligence. Formal Investment Committee approval is required prior to the execution of definitive agreements with respect to any transaction.

### **Risk of Loss - Certain Risks Related to Investment Strategy**

Investing in securities involves risk of loss that clients should be prepared to bear. The Adviser cannot provide assurance that it will be able to generate any level of returns for investors. The Adviser's investment strategy entails a high degree of risk and is suitable only for sophisticated investors who fully understand and are capable of bearing the risks of an investment in the Funds.

The following list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment in the Funds. The risks summarized below are described in greater detail in the private placement memoranda for the Funds. In addition, there are other risks (in addition to risks related to our investment strategy) associated with investing in the Funds, which are described in each private placement memorandum. You may also request an updated explanation of risk factors by contacting the Adviser as described above.

- potential loss of invested capital;
- reliance on expertise of Morgan Stanley investment professionals;
- highly competitive markets and prevailing regulatory or political climates;
- illiquidity of investments;
- significant degree of financial and/or business risks;

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- volatility of commodity prices;
  - leverage at the level of the Funds and/or portfolio companies;
  - adverse political developments and regulation in foreign countries;
  - no assurance of investment return;
  - reliance on management of operating companies;
  - exposure to portfolio company and related party claims;
  - potential liabilities related to portfolio company restructurings;
  - risks relating to infrastructure assets;
  - risks related to greenfield projects;
  - use of hedging techniques;
  - changes in general economic conditions and global economic and political events;
  - limitations on transfer and withdrawal;
  - risks associated with making non-U.S. investments and minority investments;
  - risks associated with the realization and disposition of investments;
  - catastrophic and other force majeure events;
  - cybersecurity risks;
  - legal and regulatory risks, including burdensome regulation by one or more governmental entities in specific industries; and
  - proposed tax legislation adversely affecting employees and other service providers.

The General Partners and the Adviser also may face conflicts of interest in connection with managing the Funds. See Item 10 – Other Financial and Industry Activities.

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**Item 9 – Disciplinary Information**

The Adviser has no information applicable to this Item.

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## **Item 10 – Other Financial Industry Activities and Affiliations**

### **Introduction**

As a diversified global financial services firm, Morgan Stanley engages in a broad spectrum of activities including financial advisory services, investment management activities, lending, commercial banking, sponsoring and managing private investment funds, engaging in broker-dealer transactions and principal securities, commodities and foreign exchange transactions, research publication and other activities. Investors should be aware that potential and actual conflicts of interest between Morgan Stanley or any Affiliated Investment Account, on the one hand, and each of the Funds, on the other hand, may exist and others may arise in connection with the operation of the Funds. Morgan Stanley's employees may also have interests separate from those of Morgan Stanley and the Funds. The discussion below enumerates certain actual, apparent and potential conflicts of interest. The Adviser can give no assurance that conflicts of interest will be resolved in favor of the Funds' investors, and, in fact, they may not be.

The following discussion enumerates certain potential conflicts of interest, which should be carefully evaluated before making an investment in any of the Funds.

### **Broker-Dealer Registration**

Morgan Stanley & Co. LLC is a registered broker-dealer. Certain of the Adviser's management persons are registered representatives of Morgan Stanley & Co. LLC, where it is necessary or appropriate to perform their responsibilities.

### **Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration**

The Adviser, each Fund, their respective portfolio companies and their respective affiliates may use the commodity pool operator, commodity trading advisor and futures commission merchant registrations or exemptions of one or more of the following related persons: North Haven Real Estate Fund VIII Global Foreign Hedging, L.L.C., MS Capital Partners VI GP L.P., MSREF VIII Global-GP, L.P., Morgan Stanley Infrastructure GP LP, Morgan Stanley Infrastructure II GP LP, Morgan Stanley Infrastructure, Inc., MSCP V GP Inc., MS Energy Partners GP LP, MS Capital Partners V GP L.P., Morgan Stanley Private Equity Asia, L.L.C, Morgan Stanley, Private Equity Asia III, L.L.C., Morgan Stanley Private Equity Asia IV, L.L.C., MSREF III, L.L.C., MSREF IV International-GP, L.L.C., MSREF V, L.L.C., MSREF V U.S.-GP, L.L.C., MSREF V, International-GP, L.L.C., MSREF Real Estate Advisor, Inc., MSREF VI International-GP, L.L.C., MSREF VII Hedging GP, Ltd., MSREF VII Global-GP, L.P., Morgan Stanley Real Estate Special Situations III-GP LLC, SSF III Hedging GP, Ltd., MS Capital Partners Adviser, Inc., Morgan Stanley Private Equity Asia Inc., MSREF III, Inc., MSREF IV, L.L.C., Morgan Stanley AIP GP LP, Morgan Stanley Alternative Investment Partners LP, Morgan Stanley Investment Management Inc.

### **Other Material Relationships with Affiliated Entities**

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- Broker-Dealer, Municipal Securities Dealer, Government Securities Dealer or Broker

To the extent permitted by applicable law, the Adviser, each Fund or their portfolio companies may use the securities, futures execution, underwriting or other services offered by Morgan Stanley & Co. LLC or other affiliates. Please see Item 12 for more information about the Adviser's practices concerning using a Morgan Stanley affiliate as a broker.

- Participating Affiliates

Investment advice is provided to the General Partners and the Funds not only through the Adviser but also through certain of the employees of one or more of the following related persons:

- Morgan Stanley & Co. International plc
- Morgan Stanley Asia Limited
- Morgan Stanley India Financial Services Private Limited

These related persons may or may not be registered with the SEC as investment advisers but are foreign affiliated advisers that may provide advice or research for the Adviser for use by the Funds (in such capacity, the "Participating Affiliates"). The Participating Affiliates also may provide non-advisory services to the Adviser and the Funds. The Adviser may delegate all or a portion of its advisory or other functions to any of its Participating Affiliates.

The Participating Affiliates will remain subject to the supervision of the Adviser in respect of their provision of services to the Adviser and the Funds.

- Other Advisory Affiliates

The Adviser is part of a group of investment advisers within the Morgan Stanley Investment Management business, including Morgan Stanley Investment Management Inc., Morgan Stanley Investment Management Limited, Morgan Stanley Investment Management (Japan) Co., Ltd., Morgan Stanley AIP GP LP, Morgan Stanley Asset Management Private Limited, Morgan Stanley Real Estate Advisor, Inc., MSDW Real Estate Special Situations II Manager LLC, MS Capital Partners Adviser Inc., Morgan Stanley Private Equity Asia, Inc., MSREF III, Inc., MSREF IV, L.L.C., MSREF V, L.L.C., MSREF Real Estate Advisor, Inc., and MSRESS III Manager, L.L.C.

The Adviser, in its discretion, may delegate all or a portion of its advisory or other functions to any affiliate that is registered with the SEC as an investment adviser and may receive a variety of services from such affiliates, including gathering information about potential investment opportunities, financial advice and assistance in connection with the making, monitoring and disposing of investments and securities underwriting and brokerage services in connection with the sale of investments. The Adviser shares certain officers and directors with related investment advisers that also manage affiliated private equity funds.

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To the extent that the Adviser delegates its advisory or other functions to such investment advisers, a copy of the brochure of each such affiliate is available on the SEC's website and will be provided to investors in the Funds upon request.

- Affiliates Acting as Fundraising Broker-Dealers

Broker-dealers that are affiliates of Morgan Stanley may act as placement agents (the "Placement Agents") to assist in the placement of interests to certain Limited Partners (such Limited Partners, the "Solicited Partners"). The potential for the Placement Agents to receive compensation in connection with a Solicited Partner's investment in any of the Funds presents a potential conflict of interest in recommending that such Solicited Partner purchase interests.

The prospect of receiving, or the receipt of, additional compensation by the Placement Agents may provide such Placement Agents and their salespersons with an incentive to favor sales of interests in funds whose affiliates make similar compensation available over sales of interests in funds (or other fund investments) with respect to which the Placement Agent does not receive additional compensation, or receives lower levels of additional compensation. Prospective investors should take such payment arrangements into account when considering and evaluating any recommendations related to the interests in the Funds. Morgan Stanley employees involved in the marketing and placement of the interests are not acting as tax, financial, legal or accounting advisors to potential investors in connection with the offering of the interests. Potential investors must independently evaluate the offering and make their own investment decisions.

The Adviser and the Funds may use registered representatives and/or employees of its affiliates to conduct solicitation activities in relation to new or incoming Limited Partners to the Funds or act as placement agents.

- Affiliates Acting as Investment Bankers

In the ordinary course of its business, Morgan Stanley performs full-service investment banking and financial services and therefore engages in activities where Morgan Stanley's interests or the interests of its clients may conflict with the interests of the investors, notwithstanding Morgan Stanley's direct or indirect participation in the respective investments of the Funds.

From time to time, Morgan Stanley's investment banking professionals may introduce to one or more of the Funds a client that requires equity to complete an acquisition transaction. If the relevant Fund pursues the resulting investment, Morgan Stanley could have a conflict in its representation of the client over the price and terms of such Fund's investment.

Morgan Stanley has long-term relationships with a significant number of institutions and corporations and their advisors as well as with certain Limited Partners. In determining whether to pursue a particular transaction on behalf of the Funds, these relationships will be considered by Morgan Stanley and there may be certain potential transactions that will or will not be pursued on behalf of any of the Funds in view of such relationships.



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In addition, Morgan Stanley could provide investment banking services to competitors of companies in which each of the Funds invests, in which case it will take appropriate steps to safeguard the confidential information of each client. Morgan Stanley is under no obligation to share and, in fact, may be prohibited by applicable law, from sharing any confidential or material non-public information with any of the Funds or the Adviser. Such activities may present Morgan Stanley with a conflict of interest vis-à-vis a respective Fund's portfolio entities and may also result in a conflict with respect to the allocation of investment banking resources to portfolio entities. Alternatively, any material non-public information about a potential investment or portfolio company in which Morgan Stanley comes in possession may preclude the Funds from pursuing an investment or exit opportunity with respect to such portfolio company or investment.

Morgan Stanley may also be engaged to act as financial advisor to financially troubled companies in which one or more of the Funds hold an investment. Morgan Stanley's compensation for such activities is generally based upon the successful completion of a restructuring which may include raising funds for the purchase, exchange or restructuring of existing securities or loans or for an equity infusion. In such case, certain conflicts of interest would be inherent in the situation including those involved in valuing the company.

- Other Limited Partnership Investment Vehicles or Funds
  - General; Carried Interests

The Adviser is the manager of the Funds and serves as the managing member of the Funds. The Adviser and/or certain related persons have and may continue to organize other partnerships and serve as the manager, general partner, or the managing member or general partner of the general partner, to these partnerships. In organizing these partnerships, the Adviser or a related person may be deemed to have been or to be soliciting investors.

Each General Partner's carried interest may create an incentive for a General Partner to make more speculative investments for its respective Fund than it would otherwise make in the absence of such performance-based distributions. Furthermore, investments made with third parties in joint ventures or other entities may involve carried interests and/or other fees payable to such third party partners of co-investors, which could also create an incentive for such parties to take risks with respect to such investments. In addition, the method of calculating the carried interest may result in conflicts of interest between a General Partner, on the one hand, and the investors, on the other hand, with respect to the management and disposition of investments. For example, the General Partners will value any securities being distributed in-kind to investors in order to calculate its carried interest. If the valuations conducted by the General Partners are incorrect, the amount of payment of the relevant carried interest could be incorrect.

- Morgan Stanley Investments and Affiliated Investment Accounts

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Morgan Stanley may advise clients and has sponsored, managed or advised other alternative investment funds and investment programs, accounts and businesses (collectively, together with any new or successor funds, programs, accounts or businesses, the “Affiliated Investment Accounts”) that have or will have active investment programs that are substantially similar to those of the Funds. Morgan Stanley may also from time to time create new or successor Affiliated Investment Accounts that may compete with the Funds and may present similar conflicts of interest. Certain members of each Fund’s Investment Team and the Investment Committee may make investment decisions on behalf of both Morgan Stanley and such Affiliated Investment Accounts, including Affiliated Investment Accounts with investment objectives that overlap with those of the Funds. In addition, certain Affiliated Investment Accounts may make investments similar to those that may be made by the Funds even if they are not solely focused on such investments.

Morgan Stanley related persons (including Morgan Stanley’s trading and principal investing businesses) will have no obligation to offer to a Fund investment opportunities that are excluded from any otherwise existing contractual obligation. In such situations, a Morgan Stanley related person may pursue and make the investment for its own account. When deciding how to allocate such opportunities, Morgan Stanley will exercise its discretion and may consider its own financial interests or the interests of other clients or affiliates of Morgan Stanley ahead of those of the Funds.

In some cases, Morgan Stanley or an Affiliated Investment Account may invite one or more of the Funds to co-invest with it or the General Partners may invite Morgan Stanley or an Affiliated Investment Account to co-invest with one or more of the Funds, in either the same or different tiers of a portfolio entity’s capital structure or in an affiliate of such portfolio entity. To the extent the relevant Fund holds investments in the same portfolio entity or in an affiliate thereof that are different (including with respect to their relative seniority) than those held by Morgan Stanley or an Affiliated Investment Account, the Adviser and Morgan Stanley may be presented with decisions when the interests of the two co-investors are in conflict. See also “Allocation of Co-Investment Opportunities” in Item 11 below for additional information on the allocation of co-investment opportunities.

- Other Morgan Stanley Investment Management Activities

Morgan Stanley and its affiliates invest, on behalf of themselves, in securities and other instruments that would be appropriate for, are held by, or may fall within the investment guidelines of a client. In connection with these activities, Morgan Stanley may also take actions for its own accounts that may differ from, conflict with, or be adverse to, advice given to or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for, one or more clients and/or the Funds.

Morgan Stanley, through its affiliates, invests in many of the private investment funds for its own account where Morgan Stanley affiliates act as an investment adviser and/or general partner. In addition, Morgan Stanley may receive performance-based compensation or benefit from a “carried interest” which is tied to the investment performance of such private investment funds. Morgan

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Stanley may engage in a variety of transactions, including entering into derivatives contracts, to limit its exposure to the risk of such investments. For example, Morgan Stanley may choose to hedge exposures (currency, interest rate, equities or commodities) arising from its investments in, or exposure to, through performance-based fees or carried interest, such private investment funds. These hedging activities may be inconsistent with the investment or hedging activities undertaken by Morgan Stanley affiliates acting as general partner and/or adviser to such private investment funds.

As a result of, and taking into account, such hedging, the performance of investors in such private investment funds who do not engage in hedging on their own may differ materially from those investors (including Morgan Stanley) who do engage in such activities. In addition, such activities may diminish the alignment of interest between Morgan Stanley and a particular private investment fund's investors.

- Management Persons

Officers and employees supporting the Adviser may also serve as directors of certain portfolio companies and, in that capacity, will be required to make decisions that they consider to be in the best interest of the portfolio company, which in certain circumstances may not be in the best interests of any of the Funds. Companies with which one or more members of the Investment Team or other employees of Morgan Stanley are involved may also engage in transactions that would be suitable for the Funds, but in which the Funds might be unable to invest. Accordingly, in these situations, there may be conflicts of interests between such person's duties as an officer or employee of the Adviser and such person's duties as a director of the portfolio company.

Certain of the Adviser's management persons may also hold positions with the affiliates listed above. In these positions, those management persons of the Adviser may have some responsibility with respect to the business of these affiliates and the compensation of these management persons may be based, in part, upon the profitability of other affiliates. Additionally, these management persons may come into possession of confidential non-public information and may be recused from certain investment-related discussions, including Investment Committee meetings, so that such members do not receive information that would limit their ability to perform functions of their employment with Morgan Stanley unrelated to the Funds. Consequently, in carrying out their roles with the Adviser or any of the Funds and these other entities, the management persons of the Adviser may be subject to the same or similar conflicts of interest that exist between the Adviser and these affiliates.

## **Conflict Identification and Mitigation**

Morgan Stanley and the Adviser have established procedures intended to identify and mitigate conflicts of interest related to business activities on a worldwide basis. A conflict management officer for each business unit and/or region acts as a focal point to identify and address potential conflicts of interest in their business area. When appropriate, there is an escalation process to senior management within the business unit, and ultimately if necessary to firm management or the firm's conflict and franchise committees, for

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potentially significant conflicts that cannot be resolved in the ordinary course or that otherwise require senior management review. In addition, the Adviser addresses conflicts through disclosure to its investors and should any transactions that present a potential conflict of interest actually arise, the Adviser may in certain situations choose to seek the approval of the investors, limited partners and/or advisory committee for the respective fund with respect to conflicts of interest or approvals required under the Advisers Act, including Section 206(3) and/or the relevant partnership agreement. The Adviser may also choose to seek the approval of Limited Partners of the applicable Fund with respect to certain conflict situations or matters under the Advisers Act.

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## **Item 11 – Code of Ethics**

### **Code of Ethics**

The Adviser has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Advisers Act, applicable to persons who are supervised by the Adviser or supports the Adviser in providing investment advice to the General Partners or the Funds, and who have access to non-public information regarding the purchase or sale of securities, or who make securities recommendations to the General Partners or the Funds, or who have access to such recommendations that are non-public (“Access Persons”). Each Access Person is required to acknowledge the Code at the inception of his/her employment and annually thereafter. The Code is designed to make certain that all acts, practices and courses of business engaged in by Access Persons are conducted in accordance with the highest possible standards and to prevent abuse, or even the appearance of abuse, by Access Persons with respect to their personal trading and other business activities.

The Code addresses the personal trading and investment activities of Access Persons, as more fully described below. In addition, the Code addresses standards of business conduct and fiduciary duties expected of Access Persons, including confidentiality obligations and restrictions on outside business activities and other conflicts of interest.

Violations of the Code are subject to sanction, including reprimand, demotion, suspension or termination of employment.

Copies of the Code are available upon request from the Adviser.

### **Personal Trading and Investments**

The Code refers to a number of policies governing the securities trading and investing activities of employees for their own accounts. Such policies require all Access Persons to pre-clear trades for covered securities, as defined under the policies, in a personal account. A pre-clearance request will be denied if such securities are under consideration for investment, or have been acquired by, a client of the Adviser, or if the Adviser is in receipt of material non-public information of the company or if another conflict exists. Such policies also impose holding periods and reporting requirements for covered securities. In addition, investments in private placements or an employee’s participation in an outside business activity must be pre-approved by the employee’s designated manager and the Chief Compliance Officer.

### **Participation or Interest in Client Transactions**

We recommend that clients invest in Funds for which we act as investment adviser. Prior to subscribing for interests in a Fund advised by the Adviser, investors receive information relating to potential conflicts of interest between the activities of the Funds and the business activities of the Adviser, and its affiliates, or clients that may have a financial interest in the securities in which the Funds invest.

On rare occasions, a Fund may sell a security or asset which another fund, or an affiliate of the Adviser, wants to own. On these occasions, after extensive firm and legal and compliance review and documentation,

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a sale of the security or asset from one Fund to another will be permitted.

The Adviser may purchase and sell public and private investments and co-invest the assets of the clients alongside other funds and accounts managed by the Adviser or its affiliates in compliance with the requirements and conditions of rules, regulations, orders, or interpretations of the SEC, or no-action letters of the SEC Staff, and in accordance with the fund and client account governing documents. The Adviser has adopted an Allocation Policy and Procedures in order to ensure that each client is treated in a fair and equitable manner. The following factors will be considered, as appropriate, in connection with allocation decisions:

- Rights of first offer in favor of a client
- Investment guidelines, goals or restrictions of the client
- Capacity of the client
- Existing allocation to similar strategies and the diversification objectives of the client
- Tax, legal or regulatory considerations
- With respect to co-investment allocations, whether the co-investor can provide value add to the operations of the business or provide future opportunities to the business of the client (see also “Allocation of Co-Investment Opportunities” below)
- Other relevant business considerations

Please refer to Item 10 for a description of other financial industry activities and affiliations of Morgan Stanley, and a discussion of the material conflicts relating thereto.

### **Allocation of Co-Investment Opportunities**

Either or both of the General Partners may offer co-investment opportunities with respect to none, some or all of the relevant Fund’s investments. In the event that a General Partner offers co-investment opportunities, such opportunities will be offered pursuant to the terms of the applicable partnership agreement. With respect to certain of the Funds, certain of the investors may have priority rights (but not obligations) to participate in co-investment opportunities, subject to the terms and conditions of the applicable partnership agreement, subscription agreement, side letter agreement or other agreement setting forth such priority rights. After the allocation of co-investment opportunities to such investors with priority rights to co-investment opportunities (if any), a General Partner may allocate the remainder (if any) of co-investment opportunities among interested parties in its sole discretion including for example, on the basis of the size of investor commitments to a Fund and other Affiliated Investment Accounts as well as a broad range of other considerations, including, commercial considerations for the applicable portfolio investment, a Limited Partner’s stated desire to participate in co-investments, the General Partners’ determination of the appropriateness of offering a co-investment opportunity, an investor’s ability to

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execute such offer and the approval of transaction counterparties. There can be no assurances with respect to the amount of any co-investment opportunity that will be made available to a Limited Partner in connection with the relevant Fund, and there is no guarantee, prediction or projection of the availability to a Limited Partner of future co-investment opportunities.

Investing in any Fund does not entitle a Limited Partner to allocations of co-investment opportunities. Co-investment opportunities may, and typically will, be offered to some and not other investors or to third parties (including affiliates of Morgan Stanley) who are not investors in the any of the Funds. In addition, subject to the foregoing priority rights (if applicable), an investor may be offered fewer co-investment opportunities than investors with the same or smaller capital commitments in any of the Funds and other Affiliated Investment Accounts, and some investors may receive no such offers while other investors with capital commitments of the same or lower amount may receive substantial offers for such opportunities. Limited Partners are not required to participate in co-investments offered by any General Partner. The actual number of co-investment opportunities made available to Limited Partners may be significantly higher or lower than those made available in connection with other Affiliated Investment Accounts.

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## **Item 12 – Brokerage Practices**

Due to the nature of the investments the Funds make, broker-dealers are not generally used for transactions. However, when executing transactions on behalf of a Fund through a broker, dealer or underwriter, the Adviser's objective will be to obtain "best execution" (that is, the most favorable price and execution). The Adviser's effort to obtain best execution on any individual transaction depends substantially on its judgment, knowledge and experience in evaluating the counterparties', advisers' and service providers' ("Counterparties") reliability and capability based on previous and pending transactions effected by the broker-dealer for client accounts. Some of the factors considered by the Adviser in selecting a Counterparty include, among other things, execution quality and capabilities, including with regard to market making, commissions charged by and gross compensation paid to such Counterparty, and special knowledge of the Adviser's client's markets.

The Adviser will only consider engaging in a principal or cross transaction with Morgan Stanley or its affiliates on behalf of a fund or client to the extent permitted by applicable law.

A broker-dealer (including a Morgan Stanley affiliate) may act as agent for one or more clients in selling publicly traded securities simultaneously. In such a situation, transactions may, but are not required to, be bundled and clients will receive proceeds from sales based on average prices received, which may be lower than the price which could have been received had each client sold its securities separately from such broker-dealer's other clients.



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### **Item 13 – Review of Accounts**

The relevant Investment Committee reviews and approves all significant investment decisions for the respective Fund. The members of each Investment Committee are identified in the Supplements to the Adviser's Brochure in Form ADV Part 2B.

The respective investments made by each Fund are generally private, illiquid and long-term in nature. Accordingly, the review process is not directed toward a short-term decision to dispose of securities. However, the Adviser's portfolio management staff closely monitors companies and assets in which each Fund invests and generally maintains an ongoing oversight position in such companies and assets (including, where relevant, representation on the board of directors of such companies). Reviews occur on a quarterly, and in some cases, monthly basis.

The Adviser provides quarterly unaudited reports and annual audited reports to the Limited Partners of the relevant Fund managed by the Adviser, which include, among other things, financial statements and descriptions of the investments of each Fund.

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#### **Item 14 – Client Referrals and Other Compensation**

The Adviser may from time to time compensate placement agents (which may include certain of its affiliates) in return for referrals of Limited Partners that have not previously invested in a fund managed by the Adviser. Any additional compensation paid specifically for such referrals will meet the requirements of Rule 206(4)-3 under the Advisers Act, if applicable.

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**Item 15 – Custody**

The Adviser is deemed to have custody of the each Fund's cash and securities by virtue of its relationship with each General Partner. Each Limited Partner of a Fund receives the relevant Fund's audited financial statements prepared in accordance with generally accepted accounting principles within 120 days of the end of such Fund's fiscal year.

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## **Item 16 – Investment Discretion**

As of December 31, 2015, the Adviser manages each Fund's assets on a discretionary basis. The Adviser does not manage client assets on a non-discretionary basis. Please see Item 4 for a discussion of the types of advisory services provided by the Adviser. The Adviser will provide investment advice to the Funds, subject to certain investment limitations regarding concentration and diversification, geography, time and type of permitted investments as set forth in the respective Fund's partnership agreement. Such investment limitations may be disregarded with prior approval of the limited partner advisory committee, as set forth in the respective Fund's partnership agreement.

The Adviser generally receives its discretionary authority from a Fund at the outset of the advisory relationship to select the identity and amount of securities to be bought or sold. Such authority is provided in the Adviser's advisory contract with each Fund and/or under the terms of the partnership agreement of each Fund. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the relevant Fund. When selecting securities and determining amounts, the Adviser observes the investment policies, limitations and restrictions of the relevant Fund.

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## **Item 17 – Voting Client Securities**

Where the Adviser has accepted authority to vote proxies on behalf of a client, the Adviser will vote proxies in accordance with its policies and procedures in place for voting of proxies (the “Proxy Voting Policy”), which are designed to ensure compliance with Rule 206(4)-6 of the Advisers Act. Copies of the Proxy Voting Policy are available upon request from the Adviser. Under the Proxy Voting Policy the Adviser will vote proxies on behalf of the clients based on a determination of the best interest of the clients, consistent with the objective of maximizing long-term investment returns for the clients.

In many situations, a client is a party to a stockholder or a similar agreement. These agreements are entered into in the best interests of the clients, and may require the advisers to vote the other investors’ nominees to a board of directors or similar body, or require a vote in favor of a particular transaction. If this is the case, the Adviser will comply with the applicable clients’ contractual obligations.

Where no contract requires a client to vote for a specific outcome, the Proxy Voting Policy is designed to be responsive to the wide range of issues that may be subject to proxy vote, but is not exhaustive due to the variety of proxy voting issues that the Adviser may be required to consider.

The clients generally make a limited number of direct investments in portfolio companies that will become or are public. As a result, the Adviser will generally cast proxy votes on behalf of the clients with respect to a limited number of public portfolio companies.

The Adviser reserves the right to depart from the Proxy Voting Policy in order to avoid voting decisions that it believes may be contrary to the clients’ best interests. In addition, the Adviser may also abstain from voting if, based on factors such as expense or difficulty of exercise, it determines that the client’s interests are better served by an abstention.

The Adviser may be subject to conflicts of interest in the voting of proxies. A potential conflict of interest may occur where the Adviser or any of its affiliates or their respective employees has a direct or indirect economic stake in the outcome of a proxy vote that is different from a client’s stake. When such a potential conflict arises between the Adviser and any of its affiliates or their respective employees on the one hand and one or more of the clients on the other, the matter is evaluated to determine whether an actual conflict exists. Where an actual conflict exists, the Adviser will take necessary and appropriate steps to address the conflict.

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## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about their financial condition. The Adviser is not aware of any financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.