

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. 86474 / July 25, 2019

ADMINISTRATIVE PROCEEDING

File No. 3-15982

In the Matter of

**MORGAN STANLEY AND CO. LLC;
MORGAN STANLEY ABS CAPITAL I INC.;
and MORGAN STANLEY MORTGAGE
CAPITAL HOLDINGS LLC**

Respondents.

**ORDER EXTENDING TIME TO
ENTER AN ORDER APPROVING
OR DISAPPROVING PLAN OF
DISTRIBUTION**

On May 31, 2019, pursuant to Rule 1103 of the United States Securities and Exchange Commission's ("Commission") Rules on Fair Fund and Disgorgement Plans ("Rules"), 17 C.F.R. § 201.1103, the Commission published a Notice of Proposed Plan of Distribution and Opportunity to Comment ("Notice")¹ for the distribution of monies placed into a Fair Fund in the above-captioned matter. The Notice invited public comment on the proposed plan of distribution ("Plan") through July 1, 2019, and the Commission received one public comment (the "Comment").

Rule 1104 of the Rules, 17 C.F.R. § 201.1104, provides in relevant part, "[t]he order approving or disapproving the plan should be entered within 30 days after the end of the final period allowed for comments on the proposed plan unless the Commission or the hearing officer, by written order, allows a longer period for good cause shown."

Thirty days from the end of the final period for comments on the Plan will lapse on July 30, 2019. The Division requests additional time to present its recommendation to the

¹ Exchange Act Rel. No. 85998 (May 31, 2019).

Commission regarding the Comments and the Plan and has demonstrated good cause to extend the thirty-day time period, provided in Rule 1104 of the Rules, with entry of an order extending time to approve or disapprove the Plan until November 30, 2019.

Accordingly, IT IS ORDERED that pursuant to Rule 1104 of the Rules,² for good cause shown, the time for entering an order approving or disapproving the Plan is extended to November 30, 2019.

For the Commission, by its Secretary, pursuant to delegated authority.

Vanessa A. Countryman
Secretary

² 17 C.F.R. § 201.1104.