

UTMA/UGMA Change of Account Registration

Notice: This form is intended for Shareholders who own Morgan Stanley mutual fund shares directly with the fund. If you own shares of a Morgan Stanley mutual fund through a Financial Intermediary, including Morgan Stanley Wealth Management, please contact your Financial Intermediary for instructions on updating your account.

Regular Mail

Morgan Stanley Funds
P.O. Box 219804
Kansas City, MO 64121-9804

Overnight Mail

Morgan Stanley Funds
430 West 7th Street
Kansas City, MO 64105

For assistance:

800-869-6397
9:00 a.m. - 5:30 p.m. ET, Mon-Fri

Important Instructions: To use a fillable form in Windows Edge, please click on the three dots at the upper right of the browser and select "Open with Internet Explorer" which will make the fillable sections appear.

Part 1. Reason for Registration Change

Converting from a UGMA/UTMA account to an individual or joint account

To verify the former minor's age, please include a photocopy of one of these documents:

- Birth certificate
- Driver's license
- U.S. passport

Part 2. Current Account Information

Account number	Phone Number
Current registration	

Part 3. Fund Information

Please provide the dollar amount, number of shares, or the percentage of the Fund(s) to be re-registered from the account referenced in Part 2. Note: If the entire balance should be re-registered, please indicate by entering 100%

Fund	Amount	Check One
Fund	Amount	<input type="checkbox"/> Dollars <input type="checkbox"/> Shares <input type="checkbox"/> (%) Percent
Fund	Amount	<input type="checkbox"/> Dollars <input type="checkbox"/> Shares <input type="checkbox"/> (%) Percent
Fund	Amount	<input type="checkbox"/> Dollars <input type="checkbox"/> Shares <input type="checkbox"/> (%) Percent

Part 4. Re-Registration Instructions

Please indicate where the Fund(s) referenced in Part 3 should be transferred. Please only choose one.

Transfer to an existing account held at Morgan Stanley Account Number _____

Transfer to a new account, instructions provided in Part 6 thru 14

Part 5. Authorization

The custodian or former minor listed in Part 2 must sign the below section and include a Notary or a Medallion Signature Guarantee of the signature. Notarized signature of former minor or custodian is needed only if transferring to an individual account in the name of the former minor. A Medallion Signature Guarantee of the former minors signature would be required in any other instance.

Indicate signer:

Custodian Former Minor*

Signature	Date
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*By signing, I certify under penalties of perjury that:

- I am the beneficial owner of the assets contained in the account(s) listed on this form;
- I have attained the legal age required by the laws of the state under which the assets were gifted or transferred to me;
- No designation was made by the donor that requires termination of custodianship for my assets be delayed until I reach a later age;
- I have not already received equivalent gifts or transfers of money from the custodian that would reduce the value of the assets due to me in the custodial account(s);
- I am not aware of any competing claims from the custodian or a successor custodian that would prevent me from receiving the assets in the custodial account(s);

Notary or Medallion Signature Guarantee

Please see below for more information.

The signature(s) must be Notarized by a Notary Public or guaranteed by an eligible bank, broker/firm, credit union, national securities exchange, registered securities association, clearing agency, or savings association. Medallion Signature Guarantees shall be accepted in accordance with policies established by Morgan Stanley.

Notary or Medallion Signature Guarantee here

Part 6. Type of Account (All registrants must sign in Part 16) DO NOT USE FOR IRA ACCOUNTS

Every person to be registered on the account must provide all of the requested information. For all accounts, except for certain entities, the first individual listed will be named first in the account registration. This individual's Social Security number will be used for tax-reporting purposes, and his or her address will be used as the primary address for any mailings unless otherwise specified in Part 7.

- Individual account owned by one person. Note: This form is not to be used to establish an Individual Retirement Account (IRA). Please contact us at the number listed below for an Individual Retirement Account (IRA) Application or for assistance in establishing a Transfer on Death account. Transfer to a new account, instructions provided in Part 6 thru 14.
- Joint account owned by two or more people. Joint accounts will be registered as "joint tenants with rights of survivorship" unless you indicate otherwise below. You should verify that this registration is valid in your state.

If joint, please indicate

- Joint Tenants with Rights of Survivorship
- Tenants in Common
- Other: Please Specify: _____

Owner's First Name	Middle Initial	Last Name
Owner's Social Security Number		Owner's Date of Birth

Joint Owner's First Name	Middle Initial	Last Name
Joint Owner's Social Security Number		Joint Owner's Date of Birth

If more than two joint registrants, please attach separate sheets with full name, social security number, and birth date for each.

Part 7. Registrant Mailing Address (APO and FPO addresses will be accepted)

Address		
City	State	Zip
Email Address	Home Phone	Mobile Phone

If mailing address is a post office box, a street address is also required by the USA Patriot Act. To ensure timely processing of your account, please provide your daytime phone number.

Street address (if different)		
City	State	Zip

Joint Registrant Street Address (Required if different than Registrant address above)

Street address (if different)		
City	State	Zip

Part 8. Cost Basis Election (Required, select only one option)

As a result of the Economic Stabilization Act of 2008, mutual fund companies are required to provide cost basis reporting to both you and the IRS. Morgan Stanley will report the cost basis on the sale of any shares purchased after the effective date of January 1, 2012. When filing your tax return, you will be required to use the cost basis reported on your Form 1099-B.

If you do not elect a cost basis reporting method below, the Fund will use Average Cost as the default method. This election is good for all future transactions unless you either revoke or change the election. You may always change your cost basis method on future purchases, no matter what cost basis method you choose.

Revocation: if you elect Average Cost or the default to Average Cost was applied, you have the option to revoke this election in writing, prior to the first redemption, transfer, or exchange of any covered shares from the fund in your account. If a change request is received after the first redemption, transfer, or exchange, those shares purchased under the Average Cost method must retain the basis of Average Cost. IRS regulations do not allow the change of a cost basis election after a sale of shares has been executed.

The election you make will apply to all funds in this account. There are several choices for cost basis depletion. The tax implications may be different for each. Please consult with your Tax Advisor and/or Financial Professional before making important tax elections for your account.

- Average Cost (ACST) Fund Default
 First in First Out (FIFO)
 Last in First Out (LIFO)
 High Cost First Out (HIFO)
 Low Cost First Out (LOFO)
 Loss/Gain Utilization
 Specific Lot Identification (SLID) _____

(SLID) Secondary Reporting Method (ACST is not a valid secondary method)

You should consult with a tax advisor, CPA, Financial Planner, or Investment Manager to decide what option is best for you.

Part 9. Financial Intermediary Information (To be completed by your financial intermediary)

A financial advisor can help evaluate your financial planning and help set your investment objectives. Please work with your financial advisor to open your account and provide their information under the Dealer Information section of this form. Morgan Stanley Distribution, Inc. is a limited-purpose broker-dealer and does not provide brokerage services or any financial advice. Canadian residents are only permitted to purchase shares pursuant to this application through Morgan Stanley Distribution, Inc. and not through a financial advisor or other intermediary.

Firm Name	E-mail Address	
Registered Rep. Name	Representative's Assistant	
Branch Address		
Registered Rep. Phone Number	Fax Number	
Firm Number	Branch Number	Registered Rep. Number

Part 10. Bank Wires/Electronic Funds Transfer (Optional)

Checking Savings

You must attach a voided check or deposit slip. They must be preprinted; starter or counter checks will not be accepted. Your request cannot be processed without it.

At least one name in the account registration needs to match a name on the check. If not, a Medallion Signature Guarantee is needed.

<p>Please attach a voided check here</p>
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Part 11. Rights of Accumulation Discount/Statement of Intention (Optional)

Establishing a Letter of Intent may qualify you for reduced front-end sales charges. To qualify, you must invest a predetermined amount over a 13-month period based on the total amount of intended purchases plus the current offering price of all eligible shares previously purchased and still owned in accordance with the Purchase of Shares section of the prospectus. This option is available for Class A shares of Morgan Stanley Multi-Class Funds and/or shares of Morgan Stanley Funds sold with a front-end sales charge.

\$50,000 \$100,000 \$250,00 \$500,000 \$1,000,000 or more

Part of my shares will be held in escrow. If I do not invest the amount indicated, within 13 months, Morgan Stanley can redeem the escrowed shares to satisfy the sales charge.

My other Morgan Stanley accounts for Rights of Accumulation or Letter of Intent (List others on a separate sheet):

Fund Number	Account Number
Fund Number	Account Number

Please include a copy of your most recent statement for accounts listed above.

Part 12. Dividend and Capital Gain Distributions (Required)

Your selection will apply to all funds opened through this form, and you may change your distribution options at any time. If you don't select an option, all distributions (dividends and capital gains) will be reinvested in additional shares of the same fund. If any distribution check remains uncashed for six months, the amount represented by the check will be invested in shares of the Fund at the then-current net asset value of the Fund and all future distributions will be reinvested.

Reinvested in additional shares of the same fund	<input type="checkbox"/> Capital Gains	<input type="checkbox"/> Dividends
Check to address of record (min. \$10)	<input type="checkbox"/> Capital Gains	<input type="checkbox"/> Dividends
Electronic transfer to bank in Part 10	<input type="checkbox"/> Capital Gains	<input type="checkbox"/> Dividends

Part 13. Telephone Privileges

Your account will automatically have the telephone privileges described in the Fund's prospectus. You may decline these privileges by checking the box below or submitting a request in writing. If you do not decline the telephone redemption and/or exchange privileges, Morgan Stanley and/or its service providers and affiliates shall not be held responsible for the authenticity of instructions received by telephone, which shall be recorded, reasonably believed to be genuine, and you will bear the risk of possible losses resulting from an unauthorized and fraudulent telephone transaction.

If you do not want to redeem or exchange your shares over the telephone, check here and you may redeem only by written instructions.

Part 14. Signatures of All Holders and Taxpayer Certification

By signing this application, each signatory agrees to the following provisions and policies:

- I/we acknowledge receipt of and agree to be bound by the terms of the Fund(s) Prospectus(es), as applicable. By signing this application, I/we hereby authorize Morgan Stanley and its affiliates to honor any telephone redemption or exchange requests that have been established with this application or in writing to a preauthorized destination in the future and believed by the transfer agent to be genuine. I am/we are responsible for any loss due to unauthorized instructions on this account.
- The information provided in this form is true, correct and complete.
- I am of legal age and have received and read the prospectus(es) for the Fund(s) listed in Part 3 and agree to their terms.
- I understand the investment objectives and program and believe that the Fund(s) is/are suitable investment(s) based on my investment needs and financial situation.
- The information herein applies to all exchanges and distribution investments.
- I understand that, under certain circumstances, if no activity occurs in my account within a time period specified by state law, my shares of the Fund(s) may be transferred to that state.
- By signing this application I represent and warrant that I have full power and authority to make the investment(s) applied for in this Application and to sign the Application; and in signing the Application I am acting for myself or in some fiduciary capacity. I understand and agree that the Fund(s) and their transfer agent will not be liable for any loss, cost or expense from acting on instructions (whether written or by telephone) believed by the party receiving such instructions to be genuine.
- I understand that as long as the Fund and the transfer agent follow reasonable procedures to authenticate the identity of an authorized person, they will not be responsible for telephone or electronic transactions affected by unauthorized persons and I bear the risk of possible loss resulting from these transactions.
- I certify that I am authorized to make the tax election in Part 9 and I understand that the Morgan Stanley funds are not responsible for the election I am making for my account.

- If I have not designated a financial intermediary herein, I certify that if I am making the investment decisions set forth on this application without the help of a financial advisor and I make these investment decisions without solicitation, suitability determination or advice or recommendation provided by Morgan Stanley Investment Management Inc., Morgan Stanley Distribution, Inc. or their affiliates.

Certification under interest and dividend compliance act of 1983

As required by law and under penalties of perjury, I certify that I am a U.S. citizen, or resident alien, and (1) the Social Security or other taxpayer identification number (TIN) provided on this application is my correct TIN, and (2) currently I am not under IRS notification that I am subject to backup withholding. (Please strike out clause (2) if you are currently under notification.) (3) I am a U.S. person (including a U.S. resident alien) and, (4) The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct. If a TIN is not supplied, the Fund withholds 30% of reportable dividends or interest and/or redemptions and your account may be closed, unless you are not a U.S. citizen or resident.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Application must be completed and will be verified as required by the USA Patriot Act. If not completed, this application will be returned.

Check appropriate box for federal tax classification (REQUIRED):

- U.S. Citizen (including U.S. resident alien)
 Trust/Estate
 Exempt Payee
 Limited Liability Company: Enter tax classification (C=C corporation, S=S corporation, P=partnership): _____
 C Corporation
 S Corporation
 Other _____

Authorized Signer	Date
Authorized Signer	Date

U.S. Customer Privacy Notice

FACTS	WHAT DOES MSIM DO WITH YOUR PERSONAL INFORMATION?
WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
WHAT?	The types of personal information we collect and share depend on the product or service you have with us. This information can include: <ul style="list-style-type: none"> • Social Security number and income • investment experience and risk tolerance • checking account number and wire transfer instructions
HOW?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons MSIM chooses to share; and whether you can limit this sharing.

REASONS WE CAN SHARE YOUR PERSONAL INFORMATION	DOES MSIM SHARE?	CAN YOU LIMIT THIS SHARING?
For our everyday business purposes —such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes —to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	We don't share
For our affiliates' everyday business purposes —information about your transactions and experiences	Yes	No
For our affiliates' everyday business purposes —information about your creditworthiness	No	We don't share
For our affiliates to market to you	No	We don't share
For nonaffiliates to market to you	No	We don't share

QUESTIONS?	Call toll-free (844) 312-6327 or email: imprivacyinquiries@morganstanley.com
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WHO WE ARE	
Who is providing this notice?	Morgan Stanley Investment Management, Inc. and its affiliated registered investment advisers, registered broker-dealers, and registered and unregistered funds ("MSIM")

WHAT WE DO	
How does MSIM protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. We have policies governing the proper handling of customer information by personnel and requiring third parties that provide support to adhere to appropriate security standards with respect to such information.
How does MSIM collect my personal information?	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none"> • open an account or make deposits or withdrawals from your account • buy securities from us or make a wire transfer • give us your contact information <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none"> • sharing for affiliates' everyday business purposes—information about your creditworthiness • affiliates from using your information to market to you • sharing for nonaffiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.</p>

DEFINITIONS	
Affiliates	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> • Our affiliates include companies with a Morgan Stanley name and financial companies such as Morgan Stanley Smith Barney LLC and Morgan Stanley & Co.
Nonaffiliates	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> • MSIM does not share with nonaffiliates so they can market to you.
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none"> • MSIM doesn't jointly market

OTHER IMPORTANT INFORMATION	
<p>Vermont: Except as permitted by law, we will not share personal information we collect about Vermont residents with Nonaffiliates unless you provide us with your written consent to share such information.</p> <p>California: Except as permitted by law, we will not share personal information we collect about California residents with Nonaffiliates and we will limit sharing such personal information with our Affiliates to comply with California privacy laws that apply to us.</p>	

Canadian Addendum to Morgan Stanley Investment Management Account Application

Please note, that pages 8-14 are only applicable to Canadian Residents.

By signing below, the investor acknowledges and agrees that this Canadian Addendum (the “**Addendum**”) is incorporated into and forms part of the account application for shares of a Morgan Stanley Fund (the “**Account Application**”). Capitalized terms used and not defined in this document have the meanings given to them in the Account Application.

1. The investor hereby represents, warrants, covenants and/or acknowledges to Morgan Stanley Investment Management Inc. (the “**Adviser**”), Morgan Stanley Distribution, Inc. (the “**Distributor**”) and any other dealer appointed by the Distributor or the Fund to market and sell the shares (each, a “**Placement Agent**”), that:
 - (a) The investor is located and resident in, and was offered the shares in, the province listed in the address of the investor set out in the Account Application, and the investor is not subject to the requirements of the securities laws of any other province or territory of Canada, or any other jurisdiction in connection with its purchase of the shares.
 - (b) The investor is basing its investment decision solely on the prospectus which has been provided to the investor and not on any other information concerning the Fund or the offering.
 - (c) The investor is purchasing the shares as principal for its own account or is deemed to be purchasing the shares as principal for its own account in accordance with applicable securities laws.
 - (d) The shares have not been and will not be qualified for sale to the public by prospectus under applicable Canadian securities laws and, accordingly, any sale of the shares in Canada will only be made on a basis which is exempt from the prospectus requirements of Canadian securities laws. Even if the prospectus states that the shares may be transferred by the investor, any such transfer may only be effected pursuant to a prospectus exemption under Canadian securities laws, or in a transaction not subject to the prospectus requirements of Canadian securities laws. In addition, such transfer may only be effected by a person not required to register as a dealer under Canadian securities laws or through a dealer that is appropriately registered or exempt from registration in the jurisdiction of the transfer.
2. **Accredited Investor:** The investor certifies that, as of the date hereof, the investor is an “accredited investor” as defined in National Instrument 45-106 *Prospectus Exemptions* and Section 73.3 of the *Securities Act* (Ontario), by virtue of the fact that the investor is (please check one box):
 - (a) Either:
 - (i) a Canadian financial institution, which means:
 - (A) an association governed by the *Cooperative Credit Associations Act* (Canada) or a central cooperative credit society for which an order has been made under section 473(1) of that Act; or
 - (B) a bank, loan corporation, trust company, trust corporation, insurance company, treasury branch, credit union, caisse populaire, financial services cooperative, or league that, in each case, is authorized by an enactment of Canada or a jurisdiction of Canada to carry on business in Canada or a jurisdiction in Canada;
 - (ii) or a Schedule III bank, meaning an authorized foreign bank named in Schedule III of the *Bank Act* (Canada);
 - (b) the Business Development Bank of Canada incorporated under the *Business Development Bank of Canada Act* (Canada);
 - (c) a subsidiary of any person referred to in paragraphs (a) or (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary;
 - (d) a person registered under the securities legislation of a jurisdiction of Canada as an adviser or dealer;
 - (e) an individual registered under the securities legislation of a jurisdiction of Canada as a representative of a person referred to in paragraph (d);

- (e.1) an individual formerly registered under the securities legislation of a jurisdiction of Canada, other than an individual registered solely as a limited market dealer under one or both of the Securities Act (Ontario) or the Securities Act (Newfoundland and Labrador);
- (f) the Government of Canada or a jurisdiction of Canada, or any crown corporation, agency or wholly owned entity of the Government of Canada or a jurisdiction of Canada;
- (g) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l'île de Montréal or an intermunicipal management board in Québec;
- (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government;
- (i) a pension fund that is regulated by the Office of the Superintendent of Financial Institutions (Canada), a pension commission or similar regulatory authority of a jurisdiction of Canada;
- (j) *[Intentionally omitted]*;
- (j.1) an individual who beneficially owns financial assets having an aggregate realizable value that before taxes but net of any related liabilities, exceeds Cdn. \$5,000,000;
- (k) *[Intentionally omitted]*;
- (l) *[Intentionally omitted]*;
- (m) a person, other than an individual or investment fund, that has net assets of at least Cdn. \$5,000,000 as shown on its most recently prepared financial statements, but not a person that is created or used solely to purchase or hold securities as an accredited investor;
- (n) an investment fund that distributes or has distributed its securities only to
 - (i) a person that is or was an accredited investor at the time of the distribution;
 - (ii) a person that acquires or acquired securities in the circumstances referred to in sections 2.10 *[Minimum amount investment]* and 2.19 *[Additional investment in investment funds]* of National Instrument 45-106; or
 - (iii) a person described in paragraph (i) or (ii) that acquires or acquired securities under section 2.18 *[Investment fund reinvestment]* of National Instrument 45-106;
- (o) an investment fund that distributes or has distributed securities under a prospectus in a jurisdiction of Canada for which the regulator or, in Québec, the securities regulatory authority, has issued a receipt;
- (p) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a fully managed account managed by the trust company or trust corporation, as the case may be;
- (q) a person acting on behalf of a fully managed account managed by that person, if that person is registered or authorized to carry on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction;
- (r) a registered charity under the *Income Tax Act* (Canada) that, in regard to the trade, has obtained advice from an eligibility adviser or an adviser registered under the securities legislation of the jurisdiction of the registered charity to give advice on the securities being traded;
- (s) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (d) or paragraph (i) in form and function;
- (t) a person in respect of which all of the owners of interests, direct, indirect or beneficial, except the voting securities required by law to be owned by directors, are persons that are accredited investors;
- (u) an investment fund that is advised by a person registered as an adviser or a person that is exempt from registration as an adviser;
- (v) a person that is recognized or designated by the securities regulatory authority or, except in Ontario and Québec, the regulator as an accredited investor; or
- (w) a trust established by an accredited investor for the benefit of the accredited investor's family members of which a majority of the trustees are accredited investors and all of the beneficiaries of the trust are the accredited investor's spouse, a former spouse of the accredited investor, or a parent, grandparent, brother, sister, child or grandchild of that accredited investor, of that accredited investor's spouse or of that accredited investor's former spouse.

3. **Permitted Client Representation:** The investor certifies that, as of the date hereof, the investor is a “permitted client” as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, and if resident in Ontario, Québec or Newfoundland and Labrador, the investor is a “permitted client” as that term is defined in Multilateral Instrument 32-102 *Registration Exemptions for Non-Resident Investment Fund Managers*, by virtue of the fact that the investor is (please check one box):
- (a) a Canadian financial institution, or a Schedule III bank;
 - (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada);
 - (c) a subsidiary of any person referred to in paragraphs (a) or (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary;
 - (d) a person or company registered under the securities legislation of a jurisdiction of Canada as an adviser, investment dealer, mutual fund dealer or exempt market dealer;
 - (e) a pension fund that is regulated by either the federal Office of the Superintendent of Financial Institutions or a pension commission or similar regulatory authority of a jurisdiction of Canada or a wholly-owned subsidiary of such a pension fund;
 - (f) an entity organized in a foreign jurisdiction that is analogous to any of the entities referred to in paragraphs (a) to (e);
 - (g) the Government of Canada or a jurisdiction of Canada, or any Crown corporation, agency or wholly-owned entity of the Government of Canada or a jurisdiction of Canada;
 - (h) any national, federal, state, provincial, territorial or municipal government of or in any foreign jurisdiction, or any agency of that government;
 - (i) a municipality, public board or commission in Canada and a metropolitan community, school board, the Comité de gestion de la taxe scolaire de l’île de Montréal or an intermunicipal management board in Québec;
 - (j) a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction, acting on behalf of a managed account managed by the trust company or trust corporation, as the case may be;
 - (k) a person or company acting on behalf of a managed account managed by the person or company, if the person or company is registered or authorized to carry on business as an adviser or the equivalent under the securities legislation of a jurisdiction of Canada or a foreign jurisdiction;
 - (l) an investment fund if one or both of the following apply:
 - (i) the fund is managed by a person or company registered as an investment fund manager under the securities legislation of a jurisdiction of Canada;
 - (ii) the fund is advised by a person or company authorized to act as an adviser under the securities legislation of a jurisdiction of Canada;
 - (m) a registered charity under the *Income Tax Act* (Canada) that obtains advice on the securities to be traded from an eligibility adviser, as defined in section 1.1 of National Instrument 45-106 *Prospectus Exemptions*, or an adviser registered under the securities legislation of the jurisdiction of the registered charity;
 - (n) *[Intentionally omitted]*;
 - (o) an individual who beneficially owns financial assets, as defined in section 1.1 of National Instrument 45-106 *Prospectus Exemptions*, having an aggregate realizable value that, before taxes but net of any related liabilities, exceeds Cdn. \$5 million;
 - (p) a person or company that is entirely owned by an individual or individuals referred to in paragraph (o), who holds the beneficial ownership interest in the person or company directly or through a trust, the trustee of which is a trust company or trust corporation registered or authorized to carry on business under the *Trust and Loan Companies Act* (Canada) or under comparable legislation in a jurisdiction of Canada or a foreign jurisdiction;
 - (q) a person or company, other than an individual or an investment fund, that has net assets of at least Cdn. \$25 million as shown on its most recently prepared financial statements; or
 - (r) a person or company that distributes securities of its own issue in Canada only to persons or companies referred to in paragraphs (a) to (q).
4. **Notices:** The investor acknowledges receipt of the following notices:
- (a) **Enforcement of Legal Rights.** The Fund, the Adviser, the Distributor, any Placement Agent and their respective directors and officers, as well as any experts named in the prospectus, are or may be located outside of Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Fund, the Adviser, the Distributor, any Placement Agent or those persons. All or a substantial portion of the assets of the Fund, the Adviser, the Distributor, any Placement

Agent or those persons may be located outside of Canada and, as a result, it may not be possible to satisfy a judgment against the Fund, the Adviser, the Distributor, any Placement Agent or those persons in Canada or to enforce a judgment obtained in Canadian courts against the Fund, the Adviser, the Distributor, any Placement Agent or those persons outside of Canada.

- (b) **Non-Resident Investment Fund Manager.** The Adviser is considered to be an investment fund manager for purposes of Canadian securities laws; however, the Adviser is not registered, and is relying on an exemption from registration, as an investment fund manager in Ontario, Québec and Newfoundland and Labrador. The head office of the Adviser is located in New York, New York, USA. The agent for service of process of the Adviser in Ontario is Osler, Hoskin & Harcourt LLP, 100 King Street West, 1 First Canadian Place, Suite 6200, Toronto, ON M5X 1B8, the agent for service of process of the Adviser in Québec is Osler, Hoskin & Harcourt LLP, 1000 De La Gauchetière Street West, Suite 2100, Montréal, QC H3B 4W5 and the agent for service of process of the Adviser in Newfoundland is Stewart McKelvey LLP, 100 New Gower Street, Suite 1100, Cabot Place, P.O. Box 5038, St. John's, NL A1C 6K3.
- (c) **International Dealer.** The Distributor is not registered as a securities dealer in any province or territory of Canada. The head office of the Distributor is located at 522 Fifth Avenue, New York, NY 10036 and all or substantially all of the assets of the Distributor are situated outside of Canada. There may be difficulty enforcing legal rights against the Distributor for these reasons. The Distributor hereby directs you to send completed copies of the Account Application and Addendum to Morgan Stanley Funds at the address of Morgan Stanley Funds set out in the Account Application, or to such other address directed by the Distributor or any Placement Agent. The agent for service of process of the Distributor in your jurisdiction of residence are set out below.

British Columbia

Borden Ladner Gervais LLP
1200 Waterfront Centre
200 Burrard Street
Vancouver, BC V7X 1T2
Attn: Jason Brooks

Alberta

Osler, Hoskin & Harcourt LLP
450 - 1st St. S.W. TransCanada Tower
Suite 2500
Calgary, AB T2P 5H1
Attn: Colin Feasby

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Attn: Aaron Runge

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Attn: Neil Jacobs

Manitoba

Thompson Dorfman Sweatman LLP
201 Portage Avenue
Suite 2200
Winnipeg, MB R3B 3L3
Attn: Barry MacTavish

- (d) **Exemption under NI 33-105 Section 3A.3.** The shares are “eligible foreign securities” for the purposes of National Instrument 33-105 *Underwriting Conflicts* (“NI 33-105”) and are being distributed concurrently in the United States and the investor has received an offering document which contains the same disclosure as that provided to investors in the United States. The Fund and the Distributor are relying on an exemption in Section 3A.3 of NI 33-105 from the requirement set out in Section 2.1 of NI 33-105 to provide specific disclosure regarding related and connected issuers on the basis of the U.S. disclosure which has been provided to the investor.
- (e) **Rights of Action:** In connection with this distribution of shares which constitute “eligible foreign securities” as defined in Ontario Securities Commission Rule 45-501 *Ontario Prospectus and Registration Exemptions* and Multilateral Instrument 45-107 *Listing Representations and Statutory Rights of Action Disclosure Exemptions* or other applicable provisions, the Fund, the Adviser, the Distributor or any Placement Agent has delivered to you a prospectus which may constitute an offering memorandum under applicable securities laws in Canada. The investor may have, depending on the province or territory of Canada in which the trade was made to the investor, remedies for rescission or damages if the prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the investor within the time limit prescribed by the securities legislation of the investor’s province or territory. The investor should refer to any applicable provisions of the securities legislation of the investor’s province or territory for particulars of these rights or consult with a legal advisor.
- (f) **French Language Waiver.** The parties to this Addendum confirm that it is their wish that this Addendum, as well as all documents relating to this Addendum, have been and shall be drawn up in the English language only. *Les signatures conferment leur volonté que la présente convention, de même que tous documents s’y rattachant, y compris tout avis, annexe et autorisation, soient rédigés en anglais seulement.*
5. **Suppression of Terrorism and Canadian Sanctions:**
- (a) To the best of the investor’s knowledge, the funds being used to purchase the shares: (i) were not obtained or derived, directly or indirectly, as a result of illegal activities; (ii) are not intended to be used, directly or indirectly, in order to carry out a criminal offence, a terrorist activity or for the benefit of a terrorist group, (iii) are not owned or controlled by a terrorist group; and (iv) are not being tendered on behalf of a person or entity who has not been identified to the investor.
- (b) The investor is not a person or entity identified on a list established under section 83.05 of the *Criminal Code* (Canada) or in any Regulations made under the *United Nations Act* (Canada), the *Freezing Assets of Corrupt Foreign Officials Act* (Canada), the *Justice for Victims of Corrupt Foreign Officials Act* (Sergei Magnitsky Law) (Canada), the *Justice for Victims of Corrupt Foreign Officials Act* (Canada), the *Special Economic Measures Act* (Canada) or any other Canadian statutes or regulations which take legislative measures against terrorist financing and against financial dealings with certain sanctioned individuals and entities (collectively, “**STCS Legislation**”).
- (c) The investor, the Fund, the Adviser, the Distributor or any Placement Agent may in the future be required by law to disclose the investor’s name and other information relating to the investor, on a confidential basis, pursuant to STCS Legislation and the investor is deemed to have agreed to the foregoing.
- (d) The investor shall promptly notify the Fund, the Adviser, the Distributor and any Placement Agent if the investor discovers that any such representations cease to be true, and shall provide the Fund with appropriate information in connection therewith.
6. **Indirect Collection of Personal Information:** By purchasing the shares, the investor acknowledges that information such as its name and other specified information, including specific purchase details, will be disclosed to Canadian securities regulatory authorities as part of a Report of Exempt Distribution on Form 45-106F1 (the “**Report**”) and may become available to the public in accordance with the requirements of applicable laws. The investor consents to the disclosure of that information.
- If the investor is an individual located or resident in Canada, the investor is hereby notified that the following personal information about the investor will be disclosed to Canadian securities regulatory authorities in the Report: his or her full legal name, residential street address, telephone number, email address (if available), specific purchase details and details of the prospectus exemption relied on. Such information is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation. By purchasing the shares the investor authorizes this indirect collection of information by the securities regulatory authorities and regulators. Questions about the collection and use of this information should be directed to the securities regulatory authority or regulator in the province or territory where the investor is located or resident, as listed below.

Alberta Securities Commission

Suite 600, 250 - 5th Street SW
Calgary, Alberta T2P 0R4
Telephone: (403) 297-6454
Toll free in Canada: 1-877-355-0585
Facsimile: (403) 297-2082

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Inquiries: (604) 899-6854
Toll free in Canada: 1-800-373-6393
Facsimile: (604) 899-6581
Email: inquiries@bcsc.bc.ca

The Manitoba Securities Commission

500-400 St. Mary Avenue
Winnipeg, Manitoba R3C 4K5
Telephone: (204) 945-2548
Toll free in Manitoba 1-800-655-5244
Facsimile: (204) 945-0330

**Financial and Consumer Services Commission
(New Brunswick)**

85 Charlotte Street, Suite 300
Saint John, New Brunswick E2L 2J2
Telephone: (506) 658-3060
Toll free in Canada: 1-866-933-2222
Facsimile: (506) 658-3059
Email: info@fcnb.ca

Ontario Securities Commission

20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8
Telephone: (416) 593-8314
Toll free in Canada: 1-877-785-1555
Facsimile: (416) 593-8122
Email: exemptmarketfilings@osc.gov.on.ca
Public official contact regarding indirect
collection of information: Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building
P.O. Box 2000
Charlottetown, Prince Edward Island CIA 7N8
Telephone: (902) 368-4569
Facsimile: (902) 368-5283

Autorité des marchés financiers

800, Square Victoria, 22e étage
C.P. 246, Tour de la Bourse
Montréal, Québec H4Z 1G3
Telephone: (514) 395-0337 or 1-877-525-0337
Facsimile: (514) 873-6155 (For filing purposes only)
Facsimile: (514) 864-6381 (For privacy requests only)
Email: financementdassocies@lautorite.qc.ca
(For corporate finance issuers);
fonds_dinvestissement@lautorite.qc.ca
(For investment fund issuers)

**Government of Newfoundland and Labrador
Financial Services Regulation Division**

P.O. Box 8700
Confederation Building
2nd Floor, West Block
Prince Philip Drive
St. John's, Newfoundland and Labrador A1B 4J6
Attention: Director of Securities
Telephone: (709) 729-4189
Facsimile: (709) 729-6187

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street
Duke Tower
P.O. Box 458
Halifax, Nova Scotia B3J 2P8
Telephone: (902) 424-7768
Facsimile: (902) 424-4625

**Financial and Consumer Affairs
Authority of Saskatchewan**

Suite 601 - 1919 Saskatchewan Drive
Regina, Saskatchewan S4P 4H2
Telephone: (306) 787-5879
Facsimile: (306) 787-5899

7. **CANADIAN TAX CONSIDERATIONS:** THE PROSPECTUS DOES NOT ADDRESS THE CANADIAN TAX CONSEQUENCES OF THE ACQUISITION, HOLDING OR DISPOSITION OF THE SHARES. PROSPECTIVE PURCHASERS OF SHARES ARE STRONGLY ADVISED TO CONSULT THEIR OWN TAX ADVISERS WITH RESPECT TO THE CANADIAN AND OTHER TAX CONSIDERATIONS APPLICABLE TO THEM.

Dated this _____ day of _____, 20_____.

Investor Name

Investor Signature

Name of Authorized Signatory

NOT FDIC INSURED | OFFER NO BANK GUARANTEE | MAY LOSE VALUE | NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY | NOT A BANK DEPOSIT