

Morgan Stanley Institutional Liquidity Funds

Tax-Exempt

Investment Objective

The Morgan Stanley Institutional Liquidity Funds (MSILF) Tax-Exempt Portfolio seeks to maximize current income exempt from federal income tax to the extent consistent with preservation of capital and maintenance of liquidity.

Investment Philosophy

We believe that a conservatively managed portfolio of liquid, high-quality tax-exempt money market instruments may maximize tax-free current income while preserving capital and liquidity.

Investment Process

The management team follows a multi-pronged investment process with respect to credit risk, interest rate risk and liquidity. Securities are reviewed on an ongoing basis taking into consideration factors such as economic developments, budgetary trends, cash flow, debt service coverage ratios and tax law changes. Exposure to guarantors and liquidity providers is monitored separately.

Fund Highlights

The MSILF Tax-Exempt Portfolio offers the following benefits:

**Security:** the fund is rated Aaa-mf by Moody's and AAAMmf by Fitch, reflecting the credit quality, diversification and security of the fund.

**Liquidity:** competitive trading deadlines and same-day access give you flexibility and control.

**Yield:** provides a competitive rate of return.

Investment Performance

	Cumulative (%)			Annualized (% p.a.)			
	MTD	YTD	1 YR	3 YR	5 YR	10 YR	INCEPTION
Class Advisor Shares	0.25	2.49	--	--	--	--	2.49

30-Day Current Yield (%)

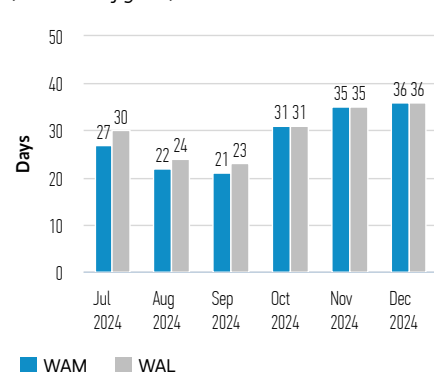
	DEC 2024	NOV 2024	OCT 2024	SEP 2024	AUG 2024	JUL 2024	JUN 2024	MAY 2024	APR 2024	MAR 2024	FEB 2024	JAN 2024
Class Advisor	2.91	2.93	3.18	3.25	3.23	2.97	3.37	3.40	3.56	0.00	--	--

The 30-Day Current yield (%) for March 2024 is shown as 0.00 since the share class was launched on on March 27, 2024.

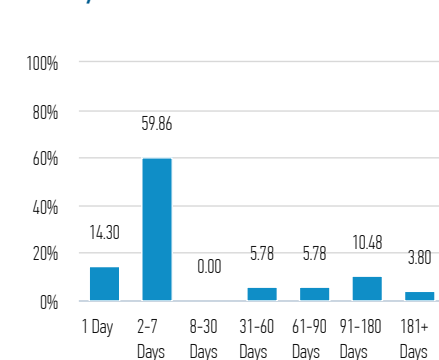
Performance data quoted represents past performance, which is no guarantee of future results, and current performance may be lower or higher than the figures shown. For the most recent month-end performance figures, please visit [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity). Investment returns will fluctuate and fund shares, when redeemed, may be worth more or less than their original cost. Yield quotation more closely reflects the current earnings of the Portfolio than the total return. Yields are subsidized.

Effective February 29, 2024 (the "Effective Date"), the MSILF Tax Exempt Portfolio operates as a "retail money market fund," as defined in Rule 2a-7 under the Investment Company Act of 1940. As such, the MSILF Tax Exempt Portfolio is classified as a Stable NAV fund on the effective date.

Average Portfolio Maturity (Month-end figures)



Maturity Distribution



The maturity distribution reflects the final maturity date except for floating rate securities for which the next reset date is reflected.

GLOBAL LIQUIDITY TEAM

Contact Details

For further information, please contact your Morgan Stanley Team:

Tel: 1.800.236.0992

Email: [liquidityteam@morganstanley.com](mailto:liquidityteam@morganstanley.com)

Web: [www.morganstanley.com/liquidity](http://www.morganstanley.com/liquidity)

Fund Facts

Fund number	8666
Total net assets	\$ 474.60 million
Purchase deadline	1 PM ET
Redemption deadline	1 PM ET

Share Class

CLASS ADVISOR

Inception date	03/27/2024
Ticker	MAXXX
CUSIP	61775X862
Net asset value (\$)	\$ 1.00
Dividends declared	Daily
Minimum initial investment (\$)	1,000,000
Management Fee (%)	0.15
Gross Expense Ratio (%)	0.32
1-day liquidity (%)	14.39
7-day liquidity (%)	74.02
7-day current yield subsidized (%)	3.36
30-day effective yield subsidized (%)	2.95

Yields are subsidized. As of December 31, 2024, the fund's 7 day and 30 day unsubsidized yields were 3.23% and 2.81%, respectively, and its simple (7-day) yield, gross of all fee waivers and expense reimbursements, was 3.56%.

Yield quotations more closely reflect current earnings of the money market fund than total return quotations. Yields are subject to change.

Recent and any future declines in interest rate levels could cause these funds' earnings to fall below the funds' expense ratios, resulting in a negative yield.

Characteristics

FUND

Weighted Average Maturity (Days)	36
Weighted Average Life (Days)	36

Breakdown by Instrument (%)

FUND

Municipal Debt	100.00
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Variable Rate Demand Notes (%)

FUND

Weekly Variable Rate Demand Notes	61.74
Daily Variable Rate Demand Notes	12.13

Subject to change daily. Provided for informational purposes only and should not be deemed as a recommendation to buy or sell securities in the sectors shown above.

## DEFINITIONS

**Unsubsidized yield** The unsubsidized yield reflects what the yield would have been had a fee and/or expense waiver not been in place during the period shown. **Total return** A measure of a fund's performance that encompasses all elements of return: dividends, capital gain distributions, and changes in net asset value. Total return is the change in value of an investment over a given period, assuming reinvestment of any dividends and capital gain distributions, expressed as a percentage of the initial investment. **Weighted average life** measures the weighted average of the maturities of the portfolio's individual holdings.

**Weighted average maturity** measures the weighted average of the maturities of the portfolio's individual holdings, taking into account reset dates for floating rate securities. **Yield definitions** The 7-day current yield is an annualized net yield which assumes dividends are not reinvested in the fund. The 30-day effective yields are annualized net yields that describe 1-year earnings assuming dividends are reinvested at the average rate of the last 30 days. The 7-day simple yield describes the annualized income earned over the last 7 days.

## IMPORTANT RATINGS DISCLOSURES

Ratings represent the opinions of the rating agency as to the quality of the securities they rate. Moody's, Fitch and NAIC ratings rate the investment quality of the fund's shares. Independent rating agency ratings include, but are not limited to, a regular analysis of a fund's liquidity, diversification, operational policies and internal controls, its management characteristics and the creditworthiness of its assets.

Ratings are not intended as a recommendation and are subject to change. Ratings are relative and subjective and are not absolute standards of quality. The portfolio's credit quality does not remove market risk.

**Fitch Ratings'** money market fund ratings are an opinion as to the capacity of a money market fund to preserve principal and provide shareholder liquidity. Money market fund ratings are distinguished from the long-term credit-rating scale by the 'mmf' rating subscript and range from 'AAAmmf' to 'Bmmf'. For more information, please visit: [http://www.fitchratings.com/creditdesk/public/ratings\\_defintions/index.cfm](http://www.fitchratings.com/creditdesk/public/ratings_defintions/index.cfm).

**Moody's Investors Services Inc.'s** money market fund ratings are opinions of the investment quality of shares in mutual funds and similar investment vehicles which principally invest in short-term fixed income obligations. As such, these ratings incorporate Moody's assessment of a fund's published investment objectives and policies, the creditworthiness of the assets held by the fund, the liquidity profile of the fund's assets relative to the fund's investor base, the assets' susceptibility to market risk, as well as the management characteristics of the fund. For more information, please visit: [http://v3.moody.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](http://v3.moody.com/researchdocumentcontentpage.aspx?docid=PBC_79004).

## RISK CONSIDERATIONS

### STABLE NAV FUNDS

**You could lose money by investing in the Fund. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the Fund is not a bank account and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor is not required to reimburse the Fund for losses, and you should not expect that the sponsor will provide financial support to the Fund at any time, including during**

periods of market stress.

**Market values can change daily due to economic and other events (e.g. natural disasters, health crises, terrorism, conflicts and social unrest) that affect markets, countries, companies or governments. It is difficult to predict the timing, duration, and potential adverse effects (e.g. portfolio liquidity) of events. The prices of fixed income securities respond to economic developments, including interest rate changes. Indeed, prices tend to be inversely affected by changes in interest rates. Accordingly, the portfolio is subject to interest rate risk, and in a rising interest rate environment, portfolio shares can decline in value.**

The Tax-Exempt Portfolio may invest a portion of its total assets in bonds that may subject certain investors to the federal Alternative Minimum Tax (AMT). Investors should consult their tax adviser for further information on tax implications.

## OTHER CONSIDERATIONS

**Morgan Stanley Institutional Liquidity Funds (MSILFs)** MSILFs are institutional mutual funds offering seven different cash management portfolios.

**Fund adviser** The Morgan Stanley Institutional Liquidity Funds (MSILFs) are managed by Morgan Stanley Investment Management, Inc.

MSILF returns are net of fees and assume the reinvestment of all dividends and income. Returns for less than one year are cumulative (unannualized). MSILF returns are reported for Wealth class shares. Performance for the other classes will differ. The Portfolio's "Adviser" and "Administrator," Morgan Stanley Investment Management Inc, has agreed to reduce its advisory fee, its administration fee and/or reimburse the Portfolio's Wealth Class so that Total Annual Portfolio Operating Expenses, excluding certain investment related expenses, taxes, interest and other extraordinary expenses (including litigation), will not exceed 0.20%. The fee waivers and/or expense reimbursements will continue for at least one year or until such time as the Board of Trustees of Morgan Stanley Institutional Liquidity Funds (the "Fund") acts to discontinue all or a portion of such waivers and/or reimbursements when it deems such action is appropriate.

**Expenses are based on the fund's current prospectus, in effect as of the date of this fact sheet. For information on the applicable fund's current fees and expenses, please see the fund's current prospectus.**

**This material must be preceded or accompanied by a prospectus for the Morgan Stanley Institutional Liquidity Funds. The prospectus contains information about the funds, including the investment objectives, risks, charges and expenses. For an additional copy of the prospectus, please visit [www.morganstanley.com](http://www.morganstanley.com). Please read the prospectus carefully before investing.**

This material is a general communication, which is not impartial and all information provided has been prepared solely for informational and educational purposes and does not constitute an offer or a recommendation to buy or sell any particular security or to adopt any specific investment strategy. The information herein has not been based on a consideration of any individual investor circumstances and is not investment advice, nor should it be construed in any way as tax, accounting, legal or regulatory advice. To that end, investors should seek independent legal and financial advice, including advice as to tax consequences, before making any investment decision.

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