

Morgan Stanley

August 10, 2012

Ms. Jennifer Johnson, Secretary
Board of Governors of the Federal Reserve System
20th Street and Constitution Avenue, NW
Washington, D.C. 20551

Re: **OMB control number 7100-0297**

Request for Comment on Information Collection Proposals affecting the following reports:
FR Y-10 Report of Changes in Organizational Structure; FR Y-6 Annual Report of Bank Holding
Companies; and FR Y-7 Annual Report of Foreign Banking Organizations.

Dear Ms. Johnson,

Morgan Stanley is pleased to have this opportunity to comment on proposed changes to the Federal Reserve structure reporting forms FR Y-10, FR Y-6 and FR Y-7. Overall, we find that the proposed changes to be carefully drafted and reasonable. We also recognize the amount of effort needed to identify each statement in the current Y-10 form and instructions, that required appropriate reference to the new SLHC schedule, and we commend Reserve System staff in their undertaking.

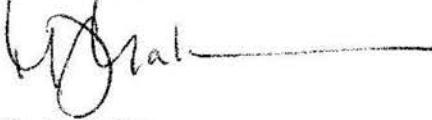
Our only constructive comment relates to the 4(k) Schedule included in the FR Y-10 Report of Changes in Organizational Structure. And in this connection, Morgan Stanley wishes to reiterate a suggestion made in our October 11, 2011 letter responding to the Board's original request for comment on the Information Collection Proposals published under **OMB control number 7100-0297**. Specifically, we would encourage using the term "Nonfinancial Company" whenever the reference is to nonfinancial investments held by a qualified FHC and reported in the lower section of the 4(k) schedule.

The term "Nonfinancial Company" is defined in the Glossary, but it isn't used in the 4(k) schedule or anywhere in the instructions. Instead, the text of the 4(k) schedule and Instructions consistently uses the term "Nonbanking Company", which is the standard designation for entities that engage in activities that are deemed financial in nature and do not qualify as "banks" for purposes of the Bank Holding Company Act.

The potential for confusion would be mitigated, if the term "Nonfinancial Company" is used to designate merchant banking and insurance company investments reported on the 4(k) schedule.

Morgan Stanley appreciates the opportunity to comment on the Board's proposal and thanks you for your consideration of this letter. Questions may be directed to the undersigned at 212-276-9860 or M.Jo.Malins@morganstanley.com.

Very truly yours,



M. Jo Malins
Vice President

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