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March 25, 2020

Re: Application of Morgan Stanley to Acquire by Merger E*TRADE Financial Corporation

VIA E-APPS

Ivan J. Hurwitz
Senior Vice President, Bank Applications
Federal Reserve Bank of New York
33 Liberty Street, New York, NY 10045

Dear Mr. Hurwitz:

Enclosed is an application (the "Application"), pursuant to sections 4(j) and 4(k) of the Bank Holding Company Act of 1956, as amended, and Regulation Y promulgated thereunder, as well as Section 163(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, by Morgan Stanley, New York, New York, requesting approval of the Board of Governors of the Federal Reserve System (the "Federal Reserve") to acquire by merger E*TRADE Financial Corporation ("E*TRADE"), Arlington, Virginia, with Morgan Stanley as the surviving entity. Through this merger, Morgan Stanley also intends to indirectly acquire control of E*TRADE Bank, Arlington, Virginia, and E*TRADE Savings Bank, Arlington, Virginia. The enclosed Application also includes a Public Exhibits Volume and a Confidential Exhibits Volume.

Notice of the Application will be published in a newspaper of general circulation in each of New York, New York, Salt Lake City, Utah and Arlington, Virginia. Proof of publication will be provided as soon as possible.

Morgan Stanley respectfully requests confidential treatment under the federal Freedom of Information Act, 5 U.S.C. § 552 ("FOIA"), and the implementing regulations of the Federal Reserve, 12 C.F.R. Part 261, for the information contained in the Confidential Exhibits Volume to this application, as well as any other information marked "confidential" (collectively, the "Confidential Materials"). The Confidential Materials include, for example, nonpublic pro forma financial and regulatory capital information and information regarding the business strategies and plans of (i) Morgan Stanley and its subsidiary banks, Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (together the "Morgan Stanley Banks"), and (ii) E*TRADE and its subsidiary banks, E*TRADE Bank and E*TRADE Savings Bank (together the "E*TRADE Banks"), and other information regarding additional matters of a similar nature, which is commercial or financial information that is both customarily and actually treated as confidential by Morgan Stanley and E*TRADE and provided to the government under an assurance of

confidentiality. Certain information in the Confidential Materials also includes confidential supervisory information. None of the information in the Confidential Materials is the type of information that would otherwise be made available to the public under any circumstances. All such information, if made public, could result in substantial and irreparable harm to Morgan Stanley, the Morgan Stanley Banks, E*TRADE, and the E*TRADE Banks. In addition, potential investors could be influenced or misled by such information, which is not reported in any documents filed or to be filed in accordance with the disclosure requirements of applicable securities laws, as a result of which Morgan Stanley or E*TRADE could be exposed to potential inadvertent violations of law or exposure to legal claims. Accordingly, confidential treatment is respectfully requested with respect to the Confidential Materials under FOIA, specifically 5 U.S.C. § 552(b)(4) and (b)(8), and the Federal Reserve's implementing regulations, specifically 12 CFR 261.14(a)(4) and (a)(8). The Confidential Materials may also be exempt from disclosure under other provisions of law.

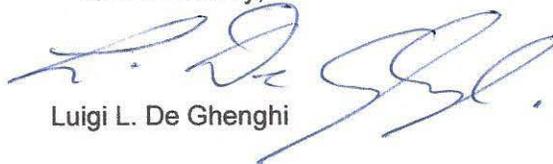
We also request that, if the Federal Reserve should make a preliminary determination not to comply with the request for confidential treatment, Morgan Stanley be given notice thereof in ample time to permit it to make an appropriate submission as to why such information should be preserved in confidence. If the Confidential Materials, or any memoranda, notes or writings made by employees, agents or other persons under the control of the Federal Reserve or any Federal Reserve Bank that incorporate, include or relate to any of the matters referred to in the Confidential Materials, are the subject of a FOIA request or a request or demand for disclosure by any governmental agency, Congressional office or committee, or court or grand jury, we request, pursuant to the Federal Reserve's regulations, that you notify Morgan Stanley and the undersigned prior to making such disclosure.

We further ask that Morgan Stanley and the undersigned be furnished with a copy of all written materials pertaining to such request (including, but not limited to, the request itself and any determination with respect to such request) and that Morgan Stanley and the undersigned be given sufficient advance notice of any intended release so that Morgan Stanley may, if deemed necessary or appropriate, pursue any available remedies.

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If you have any questions regarding this Application or confidential treatment request, please feel free to contact me at (212) 450-4296 or luigi.deghenghi@davispolk.com, or my colleague Ryan Johansen at (212) 450-3408 or ryan.johansen@davispolk.com.

Yours sincerely,



Luigi L. De Ghenghi

Enclosures

cc: Alison M. Thro, Federal Reserve
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