Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
MORGAN STANLEY FOUNDATION INC

A Employer identification number
26-1226280

Number and street (or P O box number if mail is not delivered to street address)
1221 AVE OF THE AMERICAS-TAX DEPT
ROOM/SUITE 3RD FL

Room/suite

B Telephone number (see instructions)
(212) 761-4000

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10020

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 16,824,261

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) ________
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	410			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	43,318	43,318		
	4	Dividends and interest from securities	141,917	141,917		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	674,208			
	b	Gross sales price for all assets on line 6a 4,241,058				
	7	Capital gain net income (from Part IV, line 2)		674,208		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	859,853	859,443		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	0	0		0
	25	Contributions, gifts, grants paid	1,000,000			1,000,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,000,000	0		1,000,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-140,147			
	b	**Net investment income** (if negative, enter -0-)		859,443		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	326,932	692,456	692,456
	3	Accounts receivable ▶ 37,614			
		Less allowance for doubtful accounts ▶	68,204	37,614	37,614
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	820,538	657,351	649,153
	b	Investments—corporate stock (attach schedule)	10,090,635	9,912,591	13,255,359
	c	Investments—corporate bonds (attach schedule)	2,248,349	2,189,480	2,189,679
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	13,554,658	13,489,492	16,824,261
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	13,554,658	13,489,492	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	13,554,658	13,489,492	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,554,658	13,489,492	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,554,658
2	Enter amount from Part I, line 27a	2	-140,147
3	Other increases not included in line 2 (itemize) ▶	3	74,981
4	Add lines 1, 2, and 3	4	13,489,492
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,489,492

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	674,208
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-51,211

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,000,000	15,055,718	0 066420
2011	1,225,000	15,722,891	0 077912
2010	125,000	14,473,085	0 008637
2009	3,500,000	15,297,920	0 228789
2008	1,400,000	4,744,944	0 295051

2	**Total** of line 1, column (d)	2	0 676809
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 135362
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,078,808
5	Multiply line 4 by line 3	5	2,041,098
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,594
7	Add lines 5 and 6	7	2,049,692
8	Enter qualifying distributions from Part XII, line 4	8	1,000,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	17,189
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	17,189
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	17,189
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,060		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	20,060
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,871
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,871 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW MORGANSTANLEY COM

14 The books are in care of ▶JOAN STEINBERG Telephone no ▶(212) 761-4000

Located at ▶1633 BROADWAY NEW YORK NY ZIP+4 ▶10019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **Yes** ☐ **No**			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☑ **No**			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	14,647,183
b	Average of monthly cash balances	1b	661,252
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,308,435
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,308,435
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	229,627
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,078,808
6	**Minimum investment return.** Enter 5% of line 5	6	753,940

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	753,940
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,189		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,189
3	Distributable amount before adjustments Subtract line 2c from line 1			3	736,751
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	736,751
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	736,751

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,000,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,000,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,000,000

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					736,751
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.	574,324				
b From 2009.	2,742,124				
c From 2010.					
d From 2011.	444,331				
e From 2012.	252,310				
f **Total** of lines 3a through e.		4,013,089			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,000,000					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2013 distributable amount.					736,751
e Remaining amount distributed out of corpus		263,249			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		4,276,338			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		574,324			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		3,702,014			
10 Analysis of line 9					
a Excess from 2009.	2,742,124				
b Excess from 2010.					
c Excess from 2011.	444,331				
d Excess from 2012.	252,310				
e Excess from 2013.	263,249				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MORGAN STANLEY CHILDREN'S HOSPITAL 3959 BROADWAY NEW YORK, NY 10032			CHARITABLE	1,000,000
Total . . . . ▶ **3a**				1,000,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	43,318	
4 Dividends and interest from securities			14	141,917	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	674,208	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				859,443	

13 Total. Add line 12, columns (b), (d), and (e) **13** 859,443

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1a(1)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee	Date	Title
******	2014-11-11	******

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
SHARON L SPUTH		2014-11-15		P01368237

Firm's name ▶	SHARON L SPUTH CPA PC	Firm's EIN ▶ 13-3858615
Firm's address ▶	763 CHESTER RD SAYVILLE, NY 11782	Phone no (631) 589-0098

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
40000 US TREASURY TIPS DUE 7/15/14	P	2011-02-24	2013-01-31
2493 977 MSIF ACTIVE INTL ALLOCATION	P	2010-12-15	2013-03-22
125000 MICROSOFT CORP DUE 6/1/14	P	2011-11-14	2013-09-17
200000 FEDERAL HOME LOAN BANK	P	2012-07-12	2013-02-07
81591 966 MSIF ACTIV INTL ALLOCATION	P	2003-01-10	2013-03-22
125000 ONTARIO PROVINCE DUE 8/13/15	P	2013-01-31	2013-09-17
150000 FEDERAL HOME LOAN BANK	P	2012-09-28	2013-04-25
1491 168 MSIF ACTIVE INTL ALLOCATION	P	2008-12-19	2013-03-22
1543 SPDR S&P 500 ETF TRUST	P	2006-06-15	2013-09-17
70000 AT&T 2 5% DUE 8/15/15	P	2011-03-22	2013-05-15
16206 483 MSIF ACTIV INTL ALLOCATION	P	2009-04-13	2013-03-22
214 SPDR S&P 500 ETF TRUST	P	2006-06-30	2013-09-17
100000 TARGET CORP 1 125% DUE 7/8/14	P	2012-01-18	2013-01-08
334 588 MSIF ACTIVE INTL ALLOCATION	P	2009-07-06	2013-03-22
1670 SPDR S&P 500 ETF TRUST	P	2006-06-30	2013-11-21
100000 ONTARIO PROVINCE 1 65%	P	2012-09-20	2013-03-01
2782 090 MSIF ACTIVE INTL ALLOCATION	P	2009-12-18	2013-03-22
5173 32 MSIF EMERGING MARKETS	P	2006-12-21	2013-11-21
75000 BHP FINANCE USA 1 125%	P	2011-11-16	2013-05-03
77 823 MSIF ACTIVE INTL ALLOCATION	P	2010-07-07	2013-03-22
2193 059 MSIF EMERGING MARKETS	P	2006-12-21	2013-11-21
80000 NOVA SCOTIA 2 375% DUE 7/21/15	P	2011-03-22	2013-02-25
25000 UST NOTE DUE 10/15/13	P	2013-05-03	2013-10-15
4477 285 MSIF EMERGING MARKETS	P	2007-03-02	2013-11-21
77 ISHARES IBOXX INV GRADE CORP	P	2008-11-12	2013-05-20
10000 UST TIPS DUE 7/15/14	P	2011-02-24	2013-06-04
THRU MS BROKERAGE	P	2013-12-31	2013-12-31
1 ISHARES BARCLAYS AGG BOND FUND	P	2008-03-31	2013-05-20
125000 FEDERAL HOME LOAN BANKS	P	2013-02-25	2013-12-03
36 SPDR S&P MIDCAP 400	P	2008-05-30	2013-05-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
150000 AMERICAN EXPRESS DUE 5/22/18	P	2013-05-16	2013-07-05
80 SPDR S&P 500 ETF TRUST	P	2006-08-31	2013-05-20
75000 GOOGLE INC DUE 5/19/14	P	2011-05-16	2013-09-17
14 ISHARES TR S&P SMCP 600 INDEX	P	2008-03-13	2013-05-20
80000 GOOGLE INC DUE 5/19/16	P	2012-01-17	2013-06-04
1496 538 MSIF ACTIVE INTL ALLOCATION	P	2012-12-17	2013-03-22
150000 JOHN DEERE CAP DUE 9/15/16	P	2012-01-18	2013-06-04
2434 946 MSIF ACTIVE INTL ALLOCATION	P	2011-12-16	2013-03-22
75000 JPMORGAN CHASE DUE 1/15/16	P	2011-03-21	2013-07-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
51,846		51,057	789
30,501		29,454	1,047
127,269		132,593	-5,324
200,000		200,100	-100
997,870		606,228	391,642
124,813		125,000	-187
150,000		149,970	30
18,237		13,256	4,981
263,571		192,446	71,125
72,555		69,895	2,660
198,205		135,000	63,205
36,555		27,288	9,267
100,944		101,649	-705
4,092		3,162	930
299,731		212,951	86,780
100,032		99,724	308
34,025		30,742	3,283
131,040		146,715	-15,675
75,848		74,734	1,114
952		799	153
55,550		62,195	-6,645
83,495		80,766	2,729
25,000		25,047	-47
113,410		124,871	-11,461
93		70	23
12,783		12,764	19
154,909		206,340	-51,431
1		1	
125,048		124,859	189
77		58	19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
149,579		150,000	-421
129		105	24
75,452		75,020	432
12		8	4
83,319		83,754	-435
18,303		17,150	1,153
154,373		152,882	1,491
29,779		23,862	5,917
25,673		24,335	1,338

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			789
			1,047
			-5,324
			-100
			391,642
			-187
			30
			4,981
			71,125
			2,660
			63,205
			9,267
			-705
			930
			86,780
			308
			3,283
			-15,675
			1,114
			153
			-6,645
			2,729
			-47
			-11,461
			23
			19
			-51,431
			189
			19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-421
			24
			432
			4
			-435
			1,153
			1,491
			5,917
			1,338

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CARLA HARRIS MORGAN STANLEY 1585 BROADWAY39TH FL NEW YORK, NY 10036	BOARD CHAIR 0 50	0	0	0
JOAN STEINBERG MORGAN STANLEY 1633 BROADWAY NEW YORK, NY 10019	PRESIDENT 10 00	0	0	0
JEFF BRODSKY MORGAN STANLEY 1585 BROADWAY39TH FL NEW YORK, NY 10036	DIRECTOR 0 50	0	0	0
AUDREY CHOI MORGAN STANLEY1585 BROADWAY14TH FL NEW YORK, NY 10036	DIRECTOR 0 50	0	0	0
MARY LOU PETERS MORGAN STANLEY 1585 BROADWAY 3RD FL NEW YORK, NY 10036	DIRECTOR 0 50	0	0	0
MARILYN BOOKER MORGAN STANLEY 1221 AVE OF AMERICAS NEW YORK, NY 10019	DIRECTOR 0 50	0	0	0
CHARLES CHASIN MORGAN STANLEY 1585 BROADWAY 30 FL NEW YORK, NY 10036	DIRECTOR 0 50	0	0	0
BILL MCMAHON MORGAN STANLEY 2000 WESTCHESTER AVE PURCHASE, NY 10577	DIRECTOR 0 50	0	0	0
KATHLEEN MCCABE MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	DIRECTOR 0 50	0	0	0
JIM ROSENTHAL MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	DIRECTOR 0 50	0	0	0
SHELLEY O'CONNOR MORGAN STANLEY 2000 WESTCHESTER AVE PURCHASE, NY 10577	DIRECTOR 0 50	0	0	0
MATT BERKE MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036	DIRECTOR 0 50	0	0	0
C DAN EWELL MORGAN STANLEY 555 CALIFORNIA ST SAN FRANCISCO, CA 94104	DIRECTOR 0 50	0	0	0
TIM NIDES MORGAN STANLEY 1585 BROADWAY 40TH F NEW YORK, NY 10036	DIRECTOR 0 50	0	0	0

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TY 2013 Compensation Explanation

Name: MORGAN STANLEY FOUNDATION INC
EIN: 26-1226280

Person Name	Explanation
CARLA HARRIS	
JOAN STEINBERG	
JEFF BRODSKY	
AUDREY CHOI	
MARY LOU PETERS	
MARILYN BOOKER	
CHARLES CHASIN	
BILL MCMAHON	
KATHLEEN MCCABE	
JIM ROSENTHAL	
SHELLEY O'CONNOR	
MATT BERKE	
C DAN EWELL	
TIM NIDES	

TY 2013 Investments Corporate Bonds Schedule

Name: MORGAN STANLEY FOUNDATION INC

EIN: 26-1226280

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ANHEUSER-BUSCH 1.5%DUE 7/14/11	99,997	100,570
AT&T INC 2.5% DUE 8/15/15		
BHP FINANCE USA 1.125% DUE 11/21/14		
GEN ELEC CAP CRP SER A DUE 4/7/14	75,000	75,120
GOOGLE INC 1.25% DUE 5/19/11		
HYDRO QUEBEC 2% DUE 6/30/16	74,986	77,010
JOHN DEERE CAP 1.8% DUE 9/15/2016		
JP MORGAN CHASE 2.6% DUE 1/15/16	73,004	77,249
NOVA SCOTIA 2.375% DUE 7/21/15		
TOYOTA MTR CRED 1.0% DUE 1/15/2017	150,668	151,016
CONOCO PHIL CO 1.05% DUE 9/15/17	99,771	97,579
GE CAP CRP SER A 2.9% DUE 1/9/17	75,680	78,298
GEN DYNAMICS GLBL 1.146% DUE 5/15/13	99,376	96,892
GOOGLE INC 2.125% DUE 5/19/16		
MICROSOFT SRUNS GLOB2.95%DUE 1/15/16		
PEPSICO INC 2.5% DUE 5/10/16	82,477	83,002
TARGET CORP 1.125% DUE 7/18/14		
MANITOBA 1.3% DUE 4/3/17	174,648	176,396
ONTARIO PROVINCE 1.65% DUE 9/27/19		
PROVINCE ALBERTA CAN 1%DUE 6/21/17	201,104	199,630
NIPPON TEL AND TEL	149,798	148,194
APPLE INC .45% DUE 5/3/16	99,819	99,274
NYSE EURONEXT GLOBAL 2% DUE 10/5/17	74,588	75,098
EMC CORP 1.875% DUE 6/1/18	100,266	98,864
MICROSOFT CORP 1.625% DUE 12/6/18	173,990	172,615
WELLS FARGO 5.125% DUE 9/15/16	109,414	110,073
CNOOC FIN 2013L 1.125% DUE 5/9/16	199,988	199,264
ROYAL BNK OF CANADA 1.5% DUE 1/16/18	74,906	73,535

TY 2013 Investments Corporate Stock Schedule

Name: MORGAN STANLEY FOUNDATION INC

EIN: 26-1226280

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ETFS PHY PLDM	21,700	26,456
ETFS PHY PTNM	21,944	17,406
GREENHAVEN CONT CMDTY	109,510	100,230
ISHARES BARCLAYS AGG BOND FUND		
ISHARES IBOXX INV GRADE CORP		
ISHARES SILVER TRUST	18,272	12,068
ISHARES TR S&P SMCP 600 INDEX FUND	324,528	567,585
MSIF ACTIVE INTERNATIONAL ALLOCATION		
MSIF EMERGING MARKETS	1,440,981	1,316,575
MSIF INTERNATIONAL EQUITY	1,782,089	1,711,245
MSIF U.S. LARGE GROWTH	1,044,937	2,120,568
POWERSHARES DB AGRICULTURAL	109,560	99,425
POWERSHARES DB CMDTY INDX	109,580	115,470
SPDR GOLD TRUST	39,515	32,514
SPDR S&P 500 ETF TRUST	2,744,494	4,301,430
SPDR S&P MIDCAP 400 ETU SER 1	876,916	1,429,547
AIA GROUP LTD SPON ADR	35,354	40,502
LAIR LIQUIDE AR	38,574	44,853
ALLIANZE SE ADR	37,128	49,495
ANHEUSER BUSCH INVEB SA SPON	27,790	29,915
ARM HOLDINGS PLC ADR	28,425	37,108
ATLAS COPCO AS A ADR	24,268	23,664
BAIDU INC ADR	20,626	37,355
BANCO BILBAO VIZ ARG SA ADR	19,493	27,208
BAYERISCHE MOTOREN WERKE AG	27,164	34,462
BG GROUP PLC	21,070	26,679
BUNGE LTD	27,237	30,381
CANADIAN NATIONAL RAILWAY CO	25,821	29,650
COCHLEAR LTD ADR	17,454	12,916
CSL LTD ADR	25,142	24,924

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DASSAULT SYSTEMS SA ADR	46,605	49,720
DBS GROUP HOLDINGS LTD ADR	20,656	21,708
FANUC CORPORATION ADR	39,822	46,925
FRESENIUS MEDICAL CARE AG & CO	27,562	28,784
GAZPROM OAO ADR	12,981	13,148
HONG KONG EXCHANGES & CLEARING	15,675	16,590
ICICI BANK LTD	29,230	25,647
IMPERIAL OIL LTD	18,852	20,346
ITAU UNIBANCO HOLDING ADR	41,837	36,178
JGC CORP ADR	28,414	40,378
LOREAL CO ADR	34,644	38,314
LVMH MOET HENNESSY LOUIS VUITTON	16,130	17,202
MITSUBISHI ESTATE CO LTD TOKYO ADR	22,629	22,726
MONOTARO CO LTD ADR	6,996	6,351
MTN GROUP LTD SPONS ADR	11,839	14,070
NESTLE SA SPONS ADR	54,368	55,192
NOKIAN TYRES OYJ UNSPON ADR	20,320	21,822
NOVO NORDISK AS ADR	15,909	17,737
PETROLEO BRA SA ADR	11,206	9,370
ROCHE HOLDING AG ADR	39,074	47,034
SAP AG WALLDORF ADR	56,253	60,998
SASOL LIMITED SPONSORED ADR	11,509	12,857
SCHLUMBERGER LTD	26,364	31,538
SCHNEIDER ELEC SA ADR	30,157	36,153
SONOVA HLDG AG ADR	14,886	16,678
SVENSKA HANDELSBANKEN ADR	14,378	16,536
SWATCH GROUP AG	18,974	21,580
SYSMEX CORP ADR	28,679	27,905
TAIWAN SMCNDCTR MFG ADR.	38,978	39,467
TESCO PLC SPONS ADR	16,723	16,166

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TURKIYE GARANTI BANKASI ADR	30,659	18,361
UNICHARM CORP SPONSORED ADR	31,959	31,470
UNILEVER PLC ADR	16,463	16,068
WPP PLC ST HELIER ADR	35,889	51,687
XINYI GLASS HLDGS LTD ADR	6,399	9,022

TY 2013 Investments Government Obligations Schedule

Name:	MORGAN STANLEY FOUNDATION INC
EIN:	26-1226280
US Government Securities - End of Year Book Value:	657,351
US Government Securities - End of Year Fair Market Value:	649,153
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

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TY 2013 Other Increases Schedule

Name: MORGAN STANLEY FOUNDATION INC

EIN: 26-1226280

Description	Amount
COST BASIS ADJUSTMENTS	74,981