See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
MORGAN STANLEY FOUNDATION INC

% ARTHUR COHEN

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

Room/suite

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

A Employer identification number
26-1226280

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

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 16,537,610

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)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	49,935	49,935		
	4	Dividends and interest from securities	342,991	342,991		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	-92,472			
	b	Gross sales price for all assets on line 6a 1,876,120				
	7	Capital gain net income (from Part IV, line 2)		0		
	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)		-16,409		
	12	**Total.** Add lines 1 through 11	300,454	376,517		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	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)	1,466	1,466	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,466	1,466	0	0
	25	Contributions, gifts, grants paid	1,000,000			1,000,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,001,466	1,466	0	1,000,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-701,012			
	b	**Net investment income** (if negative, enter -0-)		375,051		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	692,456	265,088	265,088
	3 Accounts receivable ▶ 40,995			
	Less allowance for doubtful accounts ▶	37,614	40,995	40,995
	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)	657,351	387,734	375,973
	b Investments—corporate stock (attach schedule)	9,912,591	9,923,928	13,679,142
	c Investments—corporate bonds (attach schedule)	2,189,480	2,170,735	2,176,412
	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)	13,489,492	12,788,480	16,537,610
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	13,489,492	12,788,480	
	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 instructions)	13,489,492	12,788,480	
	31 **Total liabilities and net assets/fund balances** (see instructions)	13,489,492	12,788,480	

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	13,489,492
2	Enter amount from Part I, line 27a	2	-701,012
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,788,480
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	12,788,480

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			(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	
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	-92,472
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	

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 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))
2013	1,000,000	15,078,808	0 066318
2012	1,000,000	15,055,718	0 06642
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

2	**Total** of line 1, column (d)	2	0 448076
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 089615
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,923,725
5	Multiply line 4 by line 3	5	1,516,620
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,751
7	Add lines 5 and 6	7	1,520,371
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	7,501
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	7,501
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	7,501
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,871		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,847		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	15,718
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	84
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	8,133
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 8,133 **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 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 2014 or the taxable year beginning in 2014 (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)*

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 ▶ARTHUR COHEN Telephone no ▶(212) 762-8957

Located at ▶1221 AVENUE OF THE AMERICAS 3RD FL NEW YORK NY ZIP+4 ▶10020

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 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (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
Total number of other employees paid over $50,000 ▶				0

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
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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	
2	
All other program-related investments See 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	16,192,954
b	Average of monthly cash balances	1b	988,493
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	17,181,447
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	0
3	Subtract line 2 from line 1d	3	17,181,447
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	257,722
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,923,725
6	**Minimum investment return.** Enter 5% of line 5	6	846,186

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	846,186
2a	Tax on investment income for 2014 from Part VI, line 5	2a	7,501		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,501
3	Distributable amount before adjustments Subtract line 2c from line 1			3	838,685
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	838,685
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	838,685

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	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				838,685
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 2012 , 2011 , 2010				
3 Excess distributions carryover, if any, to 2014				
a From 2009. 2,742,124				
b From 2010. 0				
c From 2011. 444,331				
d From 2012. 252,310				
e From 2013. 263,249				
f **Total** of lines 3a through e.	3,702,014			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,000,000				
a Applied to 2013, 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 2014 distributable amount.				838,685
e Remaining amount distributed out of corpus	161,315			
5 Excess distributions carryover applied to 2014				
(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	3,863,329			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	2,742,124			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	1,121,205			
10 Analysis of line 9				
a Excess from 2010. . . . 0				
b Excess from 2011. . . . 444,331				
c Excess from 2012. . . . 252,310				
d Excess from 2013. . . . 263,249				
e Excess from 2014. . . . 161,315				

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 2014, 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			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
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 or email address 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	NONE	PC	BEIJING CHILDREN'S HOSPITAL PROJECT	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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	49,935	
4 Dividends and interest from securities. . . .			14	342,991	
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			18	-92,472	
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). .				300,454	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 300,454

(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) is based on all information of which preparer has any knowledge

Signature of officer or trustee | 2015-11-13 Date | Title

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
KATRINA D WALKER				P00997158

Firm's name ▶ PricewaterhouseCoopers LLP

Firm's EIN ▶

Firm's address ▶ 300 Madison Avenue New York, NY 10017

Phone no (646) 471-3000

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)
132 SHS BAIDU ADR	P	2013-06-11	2014-01-13
680 SHS PETROLEO BRASIL ADR	P	2013-03-28	2014-01-13
205 SHS ETFS PHY PLDM SH	P	2010-10-05	2014-01-16
40 SHS ETFS PHY PTNM SH	P	2010-10-05	2014-01-16
1,430 SHS GREENHAVEN CONT CMDTY	P	2010-10-05	2014-01-16
20,730 SHS MSIF EMERGING MARKET CL-I	P	1999-09-09	2014-01-16
1,950 SHS POWERSHARES DB CMDTYIDX TRACK UNIT	P	2010-10-05	2014-01-16
1,490 POWERSHS DB AGRICULTURE FUND	P	2010-10-05	2014-01-16
65 SHS SPDR GOLD TRUST	P	2010-10-05	2014-01-16
XINYI GLASS HLDGS LTD ADR	P	2014-01-16	2014-01-16

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)
23,357		13,267	10,090
8,577		11,206	-2,629
14,916		11,707	3,209
5,578		6,752	-1,174
36,808		40,154	-3,346
500,000		581,260	-81,260
48,647		47,485	1,162
36,266		39,816	-3,550
7,788		8,491	-703
1,431		0	1,431

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	
			10,090
			-2,629
			3,209
			-1,174
			-3,346
			-81,260
			1,162
			-3,550
			-703
			1,431

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)
170,000 SHS FED HOME LOAN 0 49% 3/5/14	P	2012-10-25	2014-03-05
280 SHS OAO GAZPROM ADR LEVEL 1 ADR PRGM	P	2014-01-21	2014-03-05
1,520 SHS OAO GAZPROM ADR LVL 1 ADR PRGM	P	2013-03-28	2014-03-05
232 SHS NOKIAN TYRES OYJ UNSPONSORED ADR	P	2013-03-28	2014-03-06
184 SHS NOKIAN TYRES OYJ UNSPONSORED ADR	P	2013-03-28	2014-03-07
360 SHS NOKIAN TYRES OUJ UNSPONSORED ADR	P	2013-03-28	2014-03-10
134 SHS NOKIAN TYRES OYJ UNSPONSORED ADR	P	2013-03-28	2014-03-11
166 SHS NOKIAN TYRES OYJ UNSPONSORED ADR	P	2014-01-21	2014-03-11
75,000 SHS GECC 0869 14AP07GE FLOATER	P	2011-04-04	2014-04-07
2,614 SHS BANCO BILBAO ADR RTS	P	2014-03-28	2014-04-29

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)
170,000		169,957	43
1,967		2,405	-438
10,679		12,981	-2,302
4,959		5,181	-222
3,909		4,109	-200
7,503		8,039	-536
2,753		2,992	-239
3,410		3,906	-496
75,000		75,000	
0		627	-627

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	
			43
			-438
			-2,302
			-222
			-200
			-536
			-239
			-496
			-627

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)
100,000 SHS ANHEUSER-BUSCH 1 5% 7/7/14	P	2011-07-07	2014-04-30
214 SHS SAP SE	P	2013-03-28	2014-05-14
268 SHS FRESENIUS MED CARE AKTIENGESELLSCHAFT	P	2013-03-28	2014-05-19
ITAU UNIBANCO HLDNG	P	2014-01-21	2014-06-12
75,000 SHS US TSY TIPS NOTE 0 5% 4/15/15	P	2012-05-03	2014-06-12
100,000 SHS FED FARM CRD 0 34% 6/13/15		2013-02-25	2014-06-13
69 SHS BUNGLE LTD	P	2013-03-28	2014-07-11
178 SHS TESCO PLC SPONS ADR	P	2014-01-21	2014-08-06
960 SHS TESCO PLC SPONS ADR	P	2013-03-28	2014-08-06
56 SHS COCHLEAR LTD ADR	P	2013-03-28	2014-09-09

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)
100,241		99,997	244
16,752		17,519	-767
8,714		9,054	-340
5			5
83,093		84,024	-931
100,000		99,875	125
5,094		5,079	15
2,201		2,928	-727
11,871		16,723	-4,852
1,786		1,995	-209

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	
			244
			-767
			-340
			5
			-931
			125
			15
			-727
			-4,852
			-209

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)
174 SHS COCHLEAR LTD ADR	P	2013-03-28	2014-09-20
127 SHS COCHLEAR LTD ADR	P	2013-03-28	2014-09-11
121 SHS COCHLEAR LTD ADR	P	2014-01-21	2014-09-12
133 SHS COCHLEAR LTD ADR	P	2013-03-28	2014-09-12
80,000 SHS PEPSICO INC 2 5% DUE 5/10/16	P	2012-01-17	2014-09-24
150,000 SHS TYTA MTR CRD SR B 1% 2/17/15	P	2012-09-12	2014-09-24
15,000 US TSY TIPS 2 375% 1/15/17	P	2011-02-24	2014-09-24
100,000 SHS WACHOVIA CORP 5 125% 9/15/16	P	2013-07-15	2014-09-24
1,093 SHS ITAU UNIBANCO HLDNG	P	2013-03-28	2014-10-08
175,000 SHS US TSY NOTE 0 625% 8/15/16	P	2014-07-09	2014-10-08

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)
5,434		6,198	-764
3,964		4,524	-560
3,659		3,175	484
4,022		4,737	-715
82,339		81,702	637
150,426		150,228	198
18,949		19,293	-344
107,681		106,863	818
16,392		17,458	-1,066
175,663		175,139	524

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	
			-764
			-560
			484
			-715
			637
			198
			-344
			818
			-1,066
			524

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)
2,614 SHS BANCO BILBAO ADR RTS	P	2014-09-29	2014-10-28
14 SHS ENN ENERGY HLDGS LTD UNSPONS ADR	P	2014-01-22	2014-11-18
80 SHS ENN ENERGY HLDGS LTD UNSPONS ADR	P	2014-01-13	2014-11-18
PUBLICLY TRADED SECURITIES	P		

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)
0		261	-261
2,128		2,428	-300
12,158		13,819	-1,661
0		238	-238

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	
			-261
			-300
			-1,661
			-238

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 1585 BROADWAY 39TH FL NEW YORK, NY 10036	BOARD CHAIR 0 5	0	0	0
MARILYN BOOKER 1290 AVE OF THE AMERICAS NEW YORK, NY 10019	TRUSTEE 0 5	0	0	0
CHARLES CHASIN 1585 BROADWAY 24TH FL NEW YORK, NY 10036	TRUSTEE 0 5	0	0	0
BILL MCMAHON 2000 WESTCHESTER AVE 3RD FL PURCHASE, NY 10577	FINANCE CHAIR/TRUSTEE 0 5	0	0	0
SHELLEY O'CONNOR 2000 WESTCHESTER AVE 3RD FL PURCHASE, NY 10577	TRUSTEE THRU SEPTEMBER 2014 0 5	0	0	0
JEFF BRODSKY 1585 BROADWAY 40TH FL NEW YORK, NY 10036	TRUSTEE 0 5	0	0	0
MATT BERKE 1585 BROADWAY 5TH FL NEW YORK, NY 10036	TRUSTEE 0 5	0	0	0
KATHLEEN MCCABE 1585 BROADWAY 36TH FL NEW YORK, NY 10036	TRUSTEE 0 5	0	0	0
AUDREY CHOI 1585 BROADWAY 14TH FL NEW YORK, NY 10036	TRUSTEE 0 5	0	0	0
MARY LOU PETERS 1585 BROADWAY 3RD FL NEW YORK, NY 10036	TRUSTEE 0 5	0	0	0
JIM ROSENTHAL 1585 BROADWAY 40TH FL NEW YORK, NY 10036	TRUSTEE 0 5	0	0	0
C DAN EWELL 555 CALIFORNIA STREET STE 2200 SAN FRANCISCO, CA 94104	TRUSTEE 0 5	0	0	0
TOM NIDES 1585 BROADWAY 40TH FL NEW YORK, NY 10036	TRUSTEE 0 5	0	0	0
SUSAN REID 1585 BROADWAY 19TH FL NEW YORK, NY 10036	TRUSTEE AS OF JUNE 2014 0 5	0	0	0
ANDY SAPERSTEIN 1585 BROADWAY 39TH FL NEW YORK, NY 10036	TRUSTEE AS OF SEPTEMBER 2014 0 5	0	0	0
JOAN STEINBERG 1585 BROADWAY 23RD FL NEW YORK, NY 10036	PRESIDENT 10 0	0	0	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: MORGAN STANLEY FOUNDATION INC

EIN: 26-1226280

TY 2014 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	0	0
GE CAP CRP SER A DUE 4/7/14	0	0
HYDRO QUEBEC 2% DUE 6/30/16	74,987	76,437
JPM CHASE 2.6% DUE 1/15/16	73,004	76,286
TOYOTA MTR CRED 1% DUE 1/15/17	0	0
CONOCO PHIL 1.05% DUE 12/15/17	99,771	98,721
GE CAP CP SR A 2.9% DUE 1/9/17	75,461	77,612
GEN DYN GBL 1.146% DUE 5/15/13	99,376	98,991
PEPSICO INC 2.5% DUE 5/10/16	0	0
MANITOBA 1.3% DUE 4/3/17	174,648	176,124
PROV ALBERTA CAN 1%DUE 6/21/17	200,790	199,816
NIPPON TEL&TEL 1.4%DUE 7/18/17	149,798	149,559
APPLE INC .45% DUE 5/3/16	99,819	99,892
NYSE EURONXT GBL 2%DUE 10/5/17	74,588	75,639
EMC CORP 1.875% DUE 6/1/18	100,208	99,660
MICROSOFT 1.625% DUE 12/6/18	173,990	175,191
WELLS FARGO 5.125% DUE 9/15/16	0	0
CNOOC FIN2013L 1.125%DUE5/9/16	199,988	199,292
ROYAL BNK OF CAN1.5%DUE1/16/18	74,906	74,590
APPLE INC 0% DUE 5/5/17	100,000	99,650

Name of Bond	End of Year Book Value	End of Year Fair Market Value
J & J 1.125% DUE 11/21/17	99,921	99,702
WELLS FARGO 0.379% DUE 6/2/16	50,000	49,935
ABBEY NTL TREAS1.65%DUE9/29/17	99,901	99,705
AFRICAN DEV BK0.875%DUE5/15/17	149,579	149,610

TY 2014 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 PALLADIUM TRUST	9,994	13,561
ETFS PLATINUM TRUST	15,192	10,535
GREENHAVEN CONT CMDTY	69,357	56,464
ISHARES SILVER TRUST	18,272	9,714
ISHARES TR S&P SMCP600 INDX FD	324,528	593,226
MSIF EMERGING MARKETS INST	905,052	769,772
MSIF INTERNATIONAL EQUITY INST	2,087,946	1,843,545
MSIF U.S. LARGE GROWTH	1,151,224	2,256,762
POWERSHARES DB AGRICULTURE FD	69,744	64,963
POWERSHARES DB COMM TRK INC	62,095	47,048
SPDR GOLD TRUST	31,023	24,420
SPDR S&P 500 TRUST	2,744,494	4,787,027
SPDR S&P MIDCAP 400 ETF TRUST	876,915	1,545,280
AIA GROUP LTD SPON ADR	49,519	59,739
L'AIR LIQUIDE ADR	46,341	50,705
ALLIANZ SE ADR	45,462	52,891
ANHEUSER BUSCH INVEB SA SPON	36,188	40,660
ARM HOLDINGS PLC ADR	34,554	37,133
ATLAS COPCO AS ADR	28,643	28,169
BAIDU INC ADR	10,112	21,429
BANCO BILBAO ADR OPSDIV RHTS	261	0
BANCO BILBAO VIZ ARG SA ADR	24,926	24,545
BAYERISCHE MOTOREN WERKE AG	33,152	36,617
BG GROUP PLC	44,891	34,950
BUNGE LTD	27,679	33,546
CANADIAN NATIONAL RAILWAY CO	30,396	41,691
COCHLEAR LTD ADR	0	0
CSL LTD ADR	29,440	33,512
DASSAULT SYSTEMS SA ADR	55,347	57,706
DBS GROUP HOLDINGS LTD ADR	24,884	29,746

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FANUC CORPORATION ADR	47,339	49,279
FRESENIUS MEDICAL CARE AG & CO	23,691	25,404
FUCHS PETROLUB AG ADR	22,488	19,477
GAZPROM OAO ADR	0	0
HONG KONG EXCHANGES & CLEARING	18,691	26,209
ICICI BANK LTD	33,486	46,547
IMPERIAL OIL LTD	33,863	34,123
ITAU UNIBANCO HOLDING ADR	35,224	30,756
JGC CORP ADR	36,637	25,587
L'OREAL CO ADR	41,025	42,529
LINDE AG ADR	18,634	18,344
LOUIS VUITTON MOET HENNESSY	19,076	19,077
MITSUBISHI EST LTD TOKYO ADR	26,307	18,686
MONOTARO CO LTD ADR	9,204	8,184
MTN GROUP LTD SPONS ADR	29,098	28,777
NESTLE SA SPONS ADR	64,730	64,707
NOKIAN TYRES 0Y3 UNSPON ADR	0	0
NOVO NORDISK A/S ADR	33,796	37,242
PETROLEO BRA SA ADR	0	0
ROCHE HOLDINGS AG ADR	47,069	53,500
SANDS CHINA LTD ADR	33,098	20,978
SAP AG WALLDORF ADR	54,578	47,292
SASOL LIMITED SPONSORED ADR	13,715	11,543
SCHLUMBERGER LTD	31,737	34,933
SCHNEIDER ELEC SA ADR	36,456	34,786
SHIRE PLC ADR	15,498	18,491
SONOVA HLDG AG ADR	17,933	21,492
SVENSKA HANDELSBANKEN ADR	17,244	18,346
SWATCH GROUP AG	22,579	16,970
SYMRISE AG ADR	18,328	20,646

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYSMEX CORP ADR	34,300	50,645
TAIWAN SMCNDCTR MFG ADR	57,680	74,772
TESCO PLC SPONS ADR	0	0
TURKIYE GARANTI BANKASI ADR	34,696	28,068
UNICHARM CORP SPONSORED ADR	37,354	47,970
UNILEVER PLC ADR	19,176	18,459
WPP PLC ST HELIER ADR	45,168	55,485
XINYI GLASS HLDGS LTD ADR	6,399	4,482

TY 2014 Investments Government Obligations Schedule

Name:	MORGAN STANLEY FOUNDATION INC
EIN:	26-1226280
US Government Securities - End of Year Book Value:	387,734
US Government Securities - End of Year Fair Market Value:	375,973
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2014 Other Expenses Schedule

Name: MORGAN STANLEY FOUNDATION INC

EIN: 26-1226280

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODY FEES	1,466	1,466	0	0

TY 2014 Other Income Schedule

Name: MORGAN STANLEY FOUNDATION INC

EIN: 26-1226280

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
POWERSHARES DB AGRICULTURE FUND ORD INC		1,695	
POWERSHS DB COMM INDEX TRACK FD ORD INC		-18,104	