

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Securities Act of 1933  
Release No. 8615 / September 21, 2005

Securities Exchange Act of 1934  
Release No. 52482 / September 21, 2005

Administrative Proceeding  
File No. 3-11335

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In the Matter of	:	<b>ORDER APPROVING PLAN OF DISTRIBUTION AND APPOINTING AN ADMINISTRATOR</b>
MORGAN STANLEY DW, INC.,	:	
	:	
Respondent.	:	
	:	

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On August 12, 2005, the Commission published notice of the Plan of Distribution (“Plan”) proposed by the Division of Enforcement (“Division”) in this proceeding (Securities Act Release No. 8602). The Plan proposed that the \$50 million, consisting of \$25 million in disgorgement plus prejudgment interest and \$25 million in civil penalties, ordered to be paid by Morgan Stanley DW, Inc. (“Morgan Stanley DW”) be distributed to customers who purchased through Morgan Stanley DW shares of mutual funds that were part of two select programs, the Asset Retention Program or the Partners Program, during the period between January 1, 2000, and November 17, 2003.

The Commission received no comments in response to the publication of the Division’s proposed Plan.

The Division proposes that Jeffrey Plotkin be designated as Administrator of the Plan. The Division has requested that the Commission approve the Plan and appoint Mr. Plotkin as Administrator of the Plan.

Accordingly,

IT IS ORDERED that the Plan is approved; and

IT IS FURTHER ORDERED that Jeffrey Plotkin is appointed as Administrator of the Plan in accordance with the terms of the Plan.

For the Commission, by its Secretary, pursuant to delegated authority.

Jonathan G. Katz  
Secretary