

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	ECF Case
)	
v.)	Civil Action No.: 11-civ-6875 WHP
)	Hon. William H. Pauley III
MORGAN STANLEY,)	
)	
Defendant.)	
)	

**UNITED STATES' CERTIFICATE OF
COMPLIANCE WITH THE PROVISIONS OF THE
ANTITRUST PROCEDURES AND PENALTIES ACT**

Plaintiff, United States of America, hereby certifies that it has the complied with the provisions of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h), and states:

1. The proposed Final Judgment and Competitive Impact Statement were filed with the Court on September 30, 2011.
2. Pursuant to 15 U.S.C. § 16(b), the proposed Final Judgment and Competitive Impact Statement were published in the *Federal Register* on October 11, 2011. *See United States v. Morgan Stanley*, 76 Fed. Reg. 62843.
3. Pursuant to 15 U.S.C. § 16(b), the United States made copies of the Competitive Impact Statement, as well as copies of the Complaint and the proposed Final Judgment, available to any requesting party.
4. Pursuant to 15 U.S.C. § 16(c), a summary of the terms of the proposed Final Judgment and the Competitive Impact Statement were published in the *New York Post* beginning

- on October 25, 2011 and ending on October 31, 2011, as well as in *The Washington Times* from October 10, 2011 through October 14, 2011 and on October 17 and 18, 2011.
5. The 60-day period provided by 15 U.S.C. § 16(d) for the submission of public comments expired on December 30, 2011.
 6. The United States received two public comments on the proposed Final Judgment. Pursuant to 15 U.S.C. § 16(d), the comments received and the Response of Plaintiff United States to Public Comments on the Proposed Final Judgment were filed with the Court on March 6, 2012 and published in the *Federal Register* on March 14, 2012.
 7. Pursuant to 15 U.S.C. § 16(g), on March 16, 2012, Morgan Stanley filed with the Court a declaration describing communications by or on the behalf of Morgan Stanley relating to the proposed Final Judgment with officers or employees of the United States.
 8. Pursuant to 15 U.S.C. § 16(e) and the Stipulation as filed on October 3, 2011, the Court may enter the proposed Final Judgment after it determines that the proposed Final Judgment is in the public interest.
 9. Plaintiff's Competitive Impact Statement and Response to Public Comments demonstrate that the proposed Final Judgment satisfies the public interest standard of 15 U.S.C. § 16(e).
 10. Plaintiff requests that this Court enter the Final Judgment without further hearings and is authorized by counsel for Morgan Stanley to state that the defendant joins in this request.

Dated: March 19, 2012

Respectfully submitted,

FOR THE PLAINTIFF UNITED STATES:

/s/

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