

IN RE MORGAN STANLEY MORTGAGE PASS-
THROUGH CERTIFICATES LITIGATION,

MASTER FILE NO. 09-CV-2137-KBF
ECF Case

This Document Relates To:

ALL ACTIONS.

CLASS ACTION

PROOF OF CLAIM FORM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To be potentially eligible to recover as a Settlement Class Member based on your claims in the action entitled *In re Morgan Stanley Mortgage Pass-Through Certificates Litigation*, No. 09-cv-2137-KBF (the "Action"), you must complete and, on page 7 hereof, sign this Proof of Claim Form and Release ("Proof of Claim"). If you fail to file a properly addressed (as set forth in paragraph 4 below) Proof of Claim Form, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement.

2. The capitalized and defined terms used herein shall have the meanings set forth in the Stipulation and Agreement of Settlement (the "Stipulation"), unless otherwise noted.

3. Submission of this Proof of Claim Form, however, does not assure that you will share in the proceeds of the settlement of the Action.

4. **YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM POSTMARKED ON OR BEFORE JANUARY 15, 2015, ADDRESSED AS FOLLOWS:**

Morgan Stanley RMBS Settlement
P.O. Box 8040
San Rafael, CA 94912-8040

5. If you are a Settlement Class Member and you do not timely request exclusion in connection with the proposed settlement, you are bound by the terms of any judgment entered in the Action, including the releases provided therein, **WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.**

The Settlement Class is defined as all Persons who: (i) prior to December 2, 2008, purchased or otherwise acquired any of the 2006 Certificates¹ pursuant or traceable to the 2006 Offerings² and were damaged thereby; or (ii) prior to May 7, 2009, purchased or otherwise acquired any 2007 Certificates³ pursuant or traceable to the 2007 Offerings⁴ and were damaged thereby. Excluded from the Settlement Class are: (1) Defendants, originators of any loans underlying the Certificates, and Defendants' and originators' successors and assigns, and the directors and officers of such entities at all relevant times, as well as members of such Persons' immediate families and their legal representatives, heirs, successors or assigns, and any entity in which any excluded Person has or had a controlling interest, except that affiliates and entities in which such excluded Person has or had a controlling interest other than Investment Vehicles (which are excluded only to the extent provided for in the definition of Investment Vehicles) are excluded

1 "2006 Certificates" means those Certificates listed (by CUSIP) on Table A-1 to the Plan of Allocation, which is available on the Settlement website, www.MorganStanleyRMBSSettlement.com.

2 "2006 Offerings" means Morgan Stanley Mortgage Loan Trust 2006-4SL, Morgan Stanley Mortgage Loan Trust 2006-5AR, Morgan Stanley Mortgage Loan Trust 2006-6AR, Morgan Stanley Mortgage Loan Trust 2006-7, Morgan Stanley Mortgage Loan Trust 2006-8AR, Morgan Stanley Mortgage Loan Trust 2006-9AR, Morgan Stanley Mortgage Loan Trust 2006-10SL, Morgan Stanley Mortgage Loan Trust 2006-11, Morgan Stanley Mortgage Loan Trust 2006-12XS, Morgan Stanley Mortgage Loan Trust 2006-13ARX, Morgan Stanley Mortgage Loan Trust 2006-14SL, Morgan Stanley Mortgage Loan Trust 2006-15XS, and Morgan Stanley Mortgage Loan Trust 2006-16AX.

3 "2007 Certificates" means those Certificates listed (by CUSIP) on Table A-2 to the Plan of Allocation, which is available on the Settlement website, www.MorganStanleyRMBSSettlement.com.

4 "2007 Offerings" means Morgan Stanley Mortgage Loan Trust 2006-17XS, Morgan Stanley Mortgage Loan Trust 2007-1XS, Morgan Stanley Mortgage Loan Trust 2007-2AX, Morgan Stanley Mortgage Loan Trust 2007-3XS, Morgan Stanley Mortgage Loan Trust 2007-4SL, Morgan Stanley Mortgage Loan Trust 2007-5AX, Morgan Stanley Mortgage Loan Trust 2007-6XS, Morgan Stanley Mortgage Loan Trust 2007-7AX, Morgan Stanley Mortgage Loan Trust 2007-8XS, Morgan Stanley Mortgage Loan Trust 2007-9SL, Morgan Stanley Mortgage Loan Trust 2007-10XS, Morgan Stanley Mortgage Loan Trust 2007-11AR, Morgan Stanley Mortgage Loan Trust 2007-12, Morgan Stanley Mortgage Loan Trust 2007-13, Morgan Stanley Mortgage Loan Trust 2007-14AR, and Morgan Stanley Mortgage Loan Trust 2007-15AR. Morgan Stanley Mortgage Loan Trust 2006-17XS was issued in 2006, but is included in the definition of "2007 Offerings" consistent with the proceedings in the Action and the Settling Parties' litigation terminology.



from the Settlement Class only to the extent that such entities themselves had a proprietary (i.e., for their own account) interest in the Certificates and not to the extent that they held the Certificates in a fiduciary capacity or otherwise on behalf of any third-party client, account, fund, trust, or employee benefit plan that otherwise falls within the Settlement Class; and (2) Persons that have separately asserted or pursued against Defendants their claims concerning any of the Certificates, including by filing individual actions or privately entering into confidential tolling agreements with Defendants concerning any of the Certificates, as such Persons are identified on Appendix 1 to the Stipulation. Also excluded from the Settlement Class are any Persons who exclude themselves by filing a valid request for exclusion in accordance with the requirements set forth in the Notice.

If you are NOT a Settlement Class Member (as defined in the Notice of Pendency of Class Action and Proposed Settlement and Final Approval Hearing (“Notice”)) DO NOT submit a Proof of Claim Form.

II. CLAIMANT IDENTIFICATION

If you held the Certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased the Certificate(s) but they were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

Use Part I of this form entitled “CLAIMANT IDENTIFICATION” to identify each purchaser of record (“nominee”), if different from the beneficial purchaser which forms the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE CERTIFICATE(S) UPON WHICH THIS CLAIM IS BASED.**

All joint purchasers must sign the Proof of Claim Form. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. CLAIM FORM

Use Part II and/or III of the Proof of Claim Form entitled “Schedule of Transactions” to supply all required details of your transaction(s) in the 2006 Certificates and 2007 Certificates, including any information concerning the exchange of one class or classes of Certificates for another class or classes of Certificates. If you need more space to list your transactions, make a copy of the applicable page. Additional copies of the schedules can also be found on the Settlement website, www.MorganStanleyRMBSsettlement.com. Sign and print or type your name on each additional schedule.

On the schedules, provide all of the requested information with respect to **all** of your purchases, acquisitions and sales of the 2006 Certificates and 2007 Certificates, whether such transactions resulted in a profit or a loss. You must provide **all** 2006 Certificate purchases/acquisitions that occurred prior to December 2, 2008, **all** 2007 Certificate purchases/acquisitions that occurred prior to May 7, 2009 and **all** sales and exchanges of both Certificates that occur up to the date of claim submission. Failure to report all such transactions may result in the rejection of your claim.

If any of your Certificates were exchanged, you must also complete and return a separate form entitled “Schedule of Exchanged Certificates” with your Proof of Claim Form submission. The form for exchanged Certificates can be found on the Case Documents tab of the Settlement website, www.MorganStanleyRMBSsettlement.com. You will need to provide the CUSIP for each Certificate exchanged, date of exchange, price, total purchase price and face value for each certificate received in the exchange.

List each transaction separately, and accurately, providing the month, day, and year for each.

Copies of broker confirmations or other documentation of your Certificates should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim Form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at (888) 283-7957 to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



Official
Office
Use
Only

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

*In re Morgan Stanley Mortgage Pass-Through
Certificates Litigation*

Master File No. 09-cv-2137-KBF

PROOF OF CLAIM FORM AND RELEASE

Please Type or Print in the Boxes Below
Do NOT use Red Ink, Pencil, or Staples

**Must Be Postmarked
No Later Than
January 15, 2015**

MSTANLEY



PART I: CLAIMANT IDENTIFICATION

Last Name

M.I.

First Name

Last Name (Co-Beneficial Owner)

M.I.

First Name (Co-Beneficial Owner)

IRA Joint Tenancy Employee Individual Other _____ (specify)

Company Name (Beneficial Owner - If Claimant is not an Individual) or Custodian Name if an IRA

Trustee/Asset Manager/Nominee/Record Owner's Name (If Different from Beneficial Owner Listed Above)

Account#/Fund# (Not Necessary for Individual Filers)

Social Security Number

or

Taxpayer Identification Number

Telephone Number (Primary Daytime)

Telephone Number (Alternate)

Email Address

MAILING INFORMATION

Address

Address

City

State

Zip Code

Foreign Province

Foreign Postal Code

Foreign Country Name/Abbreviation

FOR CLAIMS
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FOR CLAIMS
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PART IV. SUBMISSION TO JURISDICTION OF COURT

I (We) submit this Proof of Claim under the terms of the Stipulation and Agreement of Settlement, dated as of September 5, 2014 (“Stipulation”), described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my (our) claim as a Settlement Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or acquisitions of the Certificates and know of no other Person having done so on my (our) behalf.

PART V. RELEASE AND ACKNOWLEDGMENT

DEFINITIONS:

“Defendants” means Morgan Stanley Capital I Inc.; Morgan Stanley Mortgage Capital Inc.; Morgan Stanley Mortgage Capital Holdings LLC; Morgan Stanley & Co. Incorporated; Morgan Stanley; David R. Warren; Anthony B. Tufariello; William J. Forsell; and Steven S. Stern.

“Effective Date” means the first day following the day on which the Settlement contemplated by the Stipulation shall become effective as set forth in ¶36 of the Stipulation.

“Individual Defendants” means David R. Warren, Anthony B. Tufariello, William J. Forsell, and Steven S. Stern.

“Order and Final Judgment” means the order(s) and final judgment(s) to be entered in this Action pursuant to ¶34 of the Stipulation substantially in the form of Exhibit B attached to the Stipulation.

“Released Claims” shall collectively mean all claims (including “Unknown Claims” as defined below), demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown, contingent or absolute, mature or immature, discoverable or undiscoverable, whether concealed or hidden, suspected or unsuspected, which now exist, or heretofore have existed, have been asserted or could have been asserted under federal, state, common or foreign law or otherwise, by Lead Plaintiffs or any Settlement Class Member against Defendants based upon or arising out of both (a) the allegations, facts, transactions, events, occurrences, disclosures, statements, representations, acts, omissions or failures to act which were, could have been, or could in the future be alleged in the Action, and (b) the purchase or other acquisition of the Certificates by Lead Plaintiffs or any Settlement Class Member. Released Claims shall not include claims to enforce the Settlement or derivative claims, including contractual claims, belonging to the issuing trusts. Nothing herein shall be construed to suggest or imply that any derivative claims exist or have merit.

“Released Parties” means: (i) the Defendants; and (ii) the Defendants’ current and former officers, directors, agents, parents, affiliates, subsidiaries, successors, predecessors, assigns, assignees, employees, and attorneys, in their respective capacities as such.

“Released Parties’ Claims” means any and all claims and causes of action of every nature and description, whether known or Unknown, whether arising under federal, state, common or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims against the Defendants in the Action, except for claims relating to the enforcement of the Settlement, against Plaintiffs, Lead Counsel, or any other Settlement Class Member.

“Settlement” means the Stipulation and the settlement contained within the Stipulation.

“Settlement Class Member” or “Member of the Settlement Class” means a Person that is a Member of the Settlement Class and that does not exclude himself, herself or itself by timely filing a request for exclusion in accordance with the requirements set forth in the Notice.

“Stipulation” means the Stipulation and Agreement of Settlement.

“Unknown Claims” means any and all Released Claims that Plaintiffs and/or any Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties, and any Released Parties’ Claims that the Released Parties do not know or suspect to exist in his, her or its favor, which if known by him, her or it might have affected his, her or its settlement with and release of the Released Parties (or Plaintiffs, as appropriate), or might have affected his, her or its decision not to object to this Settlement or not exclude himself, herself or itself from the Settlement Class. With respect to any and all Released Claims and Released Parties’ Claims, the parties stipulate and agree that, upon the Effective Date, Plaintiffs and Defendants shall expressly waive, and each Settlement Class Member and Released Party shall be deemed to have waived, and by operation of the Order and Final Judgment shall have expressly waived, to the fullest extent permitted by law, any and all provisions, rights and benefits conferred by Cal. Civ. Code § 1542, and any law of any state or territory of the United States, or principle of common law, or the law of any foreign jurisdiction, that is similar, comparable or equivalent to Cal. Civ. Code § 1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Plaintiffs and Settlement Class Members may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Plaintiffs shall expressly, and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Order and Final Judgment shall have, fully, finally and forever settled and released any and all Released Claims, known or Unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including conduct which is negligent, reckless, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs and Defendants acknowledge, and Settlement Class Members and Released Parties by law and operation of the Order and Final Judgment shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Released Claims and Released Parties’ Claims was separately bargained for and was a material element of the Settlement.



1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish, dismiss, and discharge all of my (our) Released Claims, including Unknown Claims (as described in the accompanying Notice), against each and all of the Released Parties, with prejudice and on the merits, as of the Effective Date defined in the Stipulation.
2. This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.
3. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
4. I (We) hereby warrant and represent that I (we) have included all requested information about all of my (our) transactions in the Certificates, as well as the Certificates held by me (us) as of the claim submission date.
5. I (We) hereby warrant and represent that I am (we are) not excluded from the Settlement Class, as defined in the Notice.
6. The number(s) shown on this form is (are) the correct SSN/TIN(s).

I (WE) CERTIFY THAT I AM (WE ARE) NOT SUBJECT TO BACKUP WITHHOLDING UNDER THE PROVISIONS OF SECTION 3406(a)(1)(C) OF THE INTERNAL REVENUE CODE.

NOTE: IF YOU HAVE BEEN NOTIFIED BY THE INTERNAL REVENUE SERVICE THAT YOU ARE SUBJECT TO BACKUP WITHHOLDING, PLEASE STRIKE OUT THE LANGUAGE THAT YOU ARE NOT SUBJECT TO BACKUP WITHHOLDING IN THE CERTIFICATION ABOVE AND FILL THE CIRCLE.

I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

 (Sign your name here)

 (Sign your name here)

 (Type or print your name here)

 (Type or print your name here)

 (Capacity of person(s) signing, e.g.,
 Beneficial Purchaser, Executor or Administrator)

 (Capacity of person(s) signing, e.g.,
 Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
 THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

- | | |
|--|---|
| <ol style="list-style-type: none"> 1. Please sign the above RELEASE AND ACKNOWLEDGMENT. 2. If this Proof of Claim is being made on behalf of joint claimants, then both must sign. 3. Remember to attach copies of supporting documentation, if available. 4. Do not send originals of Certificates as they will not be returned. 5. Keep a copy of your claim form and all supporting documentation for your records. | <ol style="list-style-type: none"> 6. If you desire an acknowledgment of receipt of your Proof of Claim Form, please send it via USPS Certified Mail, Return Receipt Requested. 7. If you move, please send your new address via email to classact@gilardi.com or mail to:
 <div style="text-align: center; margin-left: 100px;"> Morgan Stanley RMBS Settlement
 P.O. Box 8040
 San Rafael, CA 94912-8040 </div> 8. Do not use red pen or highlighter on the Proof of Claim Form or supporting documentation. |
|--|---|

**THIS PROOF OF CLAIM FORM AND RELEASE MUST BE POSTMARKED NO LATER THAN JANUARY 15, 2015
 AND MUST BE MAILED TO:**

Morgan Stanley RMBS Settlement
 P.O. Box 8040
 San Rafael, CA 94912-8040





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