

BEFORE THE SECURITIES COMMISSIONER
FOR THE STATE OF DELAWARE

IN THE MATTER OF:)
GEORGE G. COUGHLIN, III)
(C.R.D. No. 2648008),)
ARGIE ECONOMOU)
(C.R.D. No. 75322), and) Case No. 02-2-6
MORGAN STANLEY DW)
(C.R.D. No. 7556),)
Respondents.)

CONSENT ORDER

WHEREAS, the Division of Securities has filed an administrative complaint against Morgan Stanley DW, Inc. ("Morgan Stanley"), Argie Economou, and George G. Coughlin, III alleging that they engaged in certain conduct in violation of the Delaware Securities Act; and

WHEREAS, the Respondents have cooperated with the Division of Securities and the Respondents and the Division of Securities wish to settle this matter amicably;


NOW THEREFORE, IT IS HEREBY ORDERED, PURSUANT TO THE CONSENT OF THE DIVISION, MORGAN STANLEY, ARGIE ECONOMOU, AND GEORGE G. COUGHLIN, III, AS FOLLOWS:

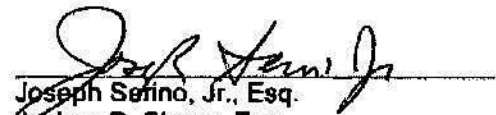
(1) Morgan Stanley shall pay a fine to the State of Delaware in the amount of \$50,000.00. Morgan Stanley shall satisfy its obligation to pay that fine by delivering to the Delaware Division of Securities, within thirty days of the date of this order, a check, drawn on good and sufficient funds, made payable to the "State of Delaware" in the amount of \$50,000.00.

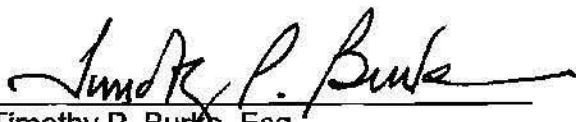
(2) Morgan Stanley shall make a payment to _____
Morgan Stanley shall satisfy its obligation to make a payment to Mr. and Mrs. _____
by delivering to the Delaware Division of Securities, within thirty days of the date of this
order, a check, drawn on good and sufficient funds, made payable to "
_____ and _____" in the amount of \$850,000.00. The Division of
Securities shall deliver that check to Mr. and Mrs. _____ within a reasonable period
of time.

(3) The Respondents neither admit nor deny the allegations in the Division's
complaint.

(4) The Division of Securities' complaint against Morgan Stanley, Argie
Economou, and George G. Coughlin, III is dismissed with prejudice.


Peter O. Jamison, III
Deputy Attorney General
Department of Justice
State Office Bldg., 5th Floor
820 N. French Street
Wilmington, DE 19801
(302) 577-8940
Counsel for the Division of Securities


Joseph B. Simon, Jr., Esq.
Joshua B. Simon, Esq.
Kirkland & Ellis LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022
Counsel for Respondent Morgan Stanley DW, Inc.



Timothy P. Burke, Esq.
Corin R. Swift, Esq.
Bingham McCutchen, LLP
150 Federal Street
Boston, MA 02110
Counsel for Respondent Argie Economou

Theodore A. Krebsbach, Esq.
Victor A. Machcinski, Esq.
Krebsbach & Snyder, P.C.
55 Broadway, Suite 1600
New York, NY 10006
Counsel for Respondent George G. Coughlin, III

IT IS SO ORDERED this day of , 2005.

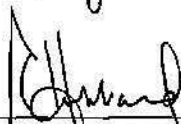
Richard W. Hubbard
Administrative Hearing Officer

Timothy P. Burke, Esq.
Corin R. Swift, Esq.
Bingham McCutchen, LLP
150 Federal Street
Boston, MA 02110
Counsel for Respondent Argie Economou



Theodore A. Krebspach, Esq.
Victor A. Machcinski, Esq.
Krebsbach & Snyder, P.C.
55 Broadway, Suite 1600
New York, NY 10006
Counsel for Respondent George G. Coughlin, III

IT IS SO ORDERED this 31st day of August, 2005.



Richard W. Hubbard
Administrative Hearing Officer