

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

Joanne Augst-Johnson, Nancy Reeves,)
Debra Shaw, Jan Tyler, Cheryl Giustiniano,)
Laurie Blackburn, Erna Tarantino,)
and Elizabeth Reinke,) Case No. 1:06-cv-01142 (RWR)
)
On behalf of themselves and all others similarly)
situated,) CLASS ACTION
)
Plaintiffs,)
)
v.)
)
Morgan Stanley & Co. Incorporated, formerly)
known as Morgan Stanley DW Inc.,)
)
Defendant.)

SETTLEMENT AGREEMENT

TABLE OF CONTENTS

I. INTRODUCTION 1

II. NATURE AND RESOLUTION OF THE CASE 1

III. GENERAL TERMS OF THE SETTLEMENT AGREEMENT 5

A. Definitions..... 5

B. Duration of the Settlement..... 9

C. Cooperation 9

D. Persons Covered by this Settlement Agreement 9

IV. COURT APPROVAL/NOTICE AND FAIRNESS HEARING 10

A. Jurisdiction and Venue 10

B. Preliminary Approval 10

C. Notice and Settlement Hearing 11

V. RELEASE/BAR OF CLAIMS 15

A. Class Member Release 15

B. Named Plaintiff Release 15

VI. NO ADMISSION, NO DETERMINATION..... 17

VII. PROGRAMMATIC RELIEF 18

A. Communications..... 18

B. Branch Management/Mobility..... 19

C. Account Distribution..... 20

D. Development Opportunities..... 26

E. Complaint Process and Training 27

F. Appointments. 28

G. General Non-Discrimination Provisions..... 31

VIII. MONETARY RELIEF 32

A. Settlement Fund. 32

B. Administration by Trustee. 33

**C. Claims Filing Procedures for Settlement of Claims of Named
 Plaintiffs and Class Members. 34**

D. Allocation Formula. 35

E. Non-Admissibility of Fact of Award (or Non-Award). 38

F. Tax Treatment..... 38

G.	Morgan Stanley Has No Further Obligation, Liability or Responsibility.	41
IX.	MONITORING	42
A.	Data Collection	42
B.	Monitoring System	42
C.	Reports	43
D.	Meetings	43
X.	ENFORCEMENT	43
A.	No Third Parties	43
B.	Dispute Resolution	43
XI.	CONFIDENTIALITY	43
A.	Documents and Information Produced by Morgan Stanley and Class Counsel	43
B.	Return or Disposal of Confidential Documents and Information	44
XII.	ATTORNEYS' FEES AND EXPENSES OF CLASS COUNSEL	45
XIII.	GOVERNING LAW	46
XIV.	OTHER CONDITIONS OF SETTLEMENT	46
A.	Exhibits	46
B.	Notices to Counsel	46
C.	Failure to Insist on Strict Compliance	47
D.	Settlement Agreement Binding	47
E.	No Drafting Presumption	47
F.	Dispute As To Meaning of Agreement Terms	47
G.	Interpretation of Terms	48
H.	Paragraph and Section Headings	48
I.	Counterparts	48
J.	Agreement Binding	48

I. INTRODUCTION

Subject to approval by the United States District Court for the District of Columbia (the “Court”), this Settlement Agreement (“Settlement Agreement,” “Settlement” or “Agreement”) sets forth the full and final terms by which the Named Plaintiffs, on behalf of themselves and members of the Class defined herein, and Defendant Morgan Stanley & Co. Incorporated, formerly known as Morgan Stanley DW Inc. (“Morgan Stanley,” “Defendant,” “Firm” or “Company”)¹ have settled and resolved all claims that have been raised in the Amended Complaint filed by the Named Plaintiffs in April 2007. This Action and Settlement applies to women Financial Advisors and Registered Financial Advisor Trainees in the Global Wealth Management Group of Morgan Stanley (“MS-GWMG”) and its predecessor(s).

II. NATURE AND RESOLUTION OF THE CASE

A. Beginning in early 2005, Joanne Augst-Johnson, Nancy Reeves, Debra Shaw, Jan Tyler, Cheryl Giustiniano, Laurie Blackburn, Erna Tarantino, and Elizabeth Reinke (“Named Plaintiffs”) retained Class Counsel to investigate claims of sex discrimination at MS-GWMG. These Named Plaintiffs each filed a charge of discrimination with the Equal Employment Opportunity Commission (“EEOC”), alleging, among other things, that MS-GWMG discriminated against them and a class of similarly situated persons throughout the United States on the basis of their sex in several aspects of their employment.

¹ Since the Complaint was filed in June 2006, Morgan Stanley DW Inc. merged into Morgan Stanley & Co. Incorporated. The Named Plaintiffs and Class Members all work or worked as Financial Advisors or Registered Financial Advisor Trainees in what is now referred to as the Global Wealth Management Group.

