

## Special Purpose Acquisition Companies

To facilitate the process that Special Purpose Acquisition Companies (“SPACs”) undergo, **The Cotto Wealth Management Group at Morgan Stanley** offers the Sponsors a wide array of services through the Firm’s platforms to assist your SPAC through its entire life cycle.

### Services and Capabilities

#### Operating Business Accounts

Morgan Stanley clients have access to a suite of cash management solutions – an attractive alternative to your traditional bank.

- Direct Deposit
- Deposit Checks & Unlimited Check Writing
- Morgan Stanley Cards from American Express
- Bank Deposit Program
- Online Services & Mobile App

These solutions, through the Active Assets Account, allow you to manage your everyday finances alongside your longer-term investments.

#### Individual Advisory

Gain access to the intellectual capital and resources of our Firm to aid in managing your personal finances.

- Lending Solutions
- 10b5-1s, Collars & Prepaid Forwards
- Trust, Estate & Legacy Planning
- Investment Management
- Family Wealth Advisory Services

#### Morgan Stanley at Work

Our end-to-end offering provides workplace financial solutions to attract, foster, and retain top talent.

- Equity Solutions (*ESPP, ESOP, Block Trading, Company 401k*)
- Financial Wellness (*Coaching, Tools, and Personal Finance Planning*)
- Retirement Solutions (*Investment Guidance & Education*)

#### Custody Investments

We provide comprehensive custody services to help ensure our clients’ trust proceeds are secure and compliant with trust documents.

Our services include a complete offering of 2A-7 qualified investments:

- US Treasury Bills (*Domestic and Offshore*)
- Institutional Treasury Money Market Funds
- Cash Alternatives (*Bank Deposit Products*)

#### Corporate Cash

Our investment philosophy is conservative with emphasis on the objectives of capital preservation, liquidity and safety. We work together with our clients to develop customized solutions informed by their liquidity goals and risk guidelines. Our team’s transparency and proactive service are augmented by our efficient execution, clearing, and reporting.

#### Investment Banking

To combat the most critical challenge in the SPAC management business cycle, selecting an appropriate partner, Morgan Stanley’s team of Investment Banking professionals can leverage the Firm’s vast network of relationships, with a goal of making the offering a success.

Our services continue past the offering stage – we are eager to continue fostering the relationship with support services, such as debt financing and underwriting.

## The Cotto Wealth Management Group at Morgan Stanley



**James Cotto**

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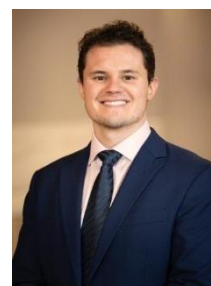
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HAVE QUESTIONS?

Visit [advisor.morganstanley.com/the-cotto-wealth-management-group](https://advisor.morganstanley.com/the-cotto-wealth-management-group) to learn more or email us at:

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Morgan Stanley Smith Barney LLC offers a wide array of brokerage and advisory services to its clients, each of which may create a different type of relationship with different obligations to you. Please visit us at <http://www.morganstanleyindividual.com> or consult with your Financial Advisor to understand these differences.

The investments listed may not be appropriate for all investors. Morgan Stanley Smith Barney LLC recommends that investors independently evaluate particular investments, and encourages investors to seek the advice of a financial advisor. The appropriateness of a particular investment will depend upon an investor's individual circumstances and objectives.

**Investors should carefully consider the investment objectives and risks as well as charges and expenses of a mutual fund before investing. To obtain a prospectus, contact your Financial Advisor or visit the fund company's website. The prospectus contains this and other important information about the mutual fund. Read the prospectus carefully before investing.**

**Treasury and Government Money Market:** You could lose money by investing in the Fund. Although the Fund seeks to preserve your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor has no legal obligation to provide financial support to the Fund, and you should not expect that the sponsor will provide financial support to the Fund at any time.

You could lose money in Money Market Funds. Although MMFs classified as government funds (i.e., MMFs that invest 99.5% of total assets in cash and/or securities backed by the U.S. government) and retail funds (i.e., MMFs open to natural person investors only) seek to preserve value at \$1.00 per share, they cannot guarantee they will do so. The price of other MMFs will fluctuate and when you sell shares they may be worth more or less than originally paid. MMFs may impose a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for purchases, withdrawals, check writing or ATM debits. A MMF investment is not insured or guaranteed by the Federal Deposit Insurance Corporation or other government agency.

Clients executing a 10b5-1 Plan should keep the following important considerations in mind: (1) 10b5-1 Plans should be approved by the compliance officer or general counsel of the company; (2) A 10b5-1 Plan may require a cessation of trading activities at times when lockups may be necessary to the company (i.e. secondary offerings, pooling transactions, etc.); (3) A 10b5-1 Plan does not generally alter the regulatory requirements (e.g. Rule 144, Section 16, Section 13D) that may otherwise be applicable; (4) 10b5-1 Plans that are modified or terminated early may weaken or lose the benefit of the affirmative defense; (5) Public disclosure of 10b5-1 Plans (e.g., via press release) may be appropriate for some insiders; (6) Most companies will permit 10b5-1 Plans to be implemented only during open window periods; and (7) Morgan Stanley Smith Barney, as well as some issuers, imposes a mandatory waiting period between the execution of the 10b5-1 Plan and the first sale pursuant to the 10b5-1 Plan.

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The Active Assets Account is a brokerage account offered through Morgan Stanley Smith Barney LLC.

Alternative investments often are speculative and include a high degree of risk. Investors could lose all or a substantial amount of their investment. Alternative investments are appropriate only for eligible, long-term investors who are willing to forgo liquidity and put capital at risk for an indefinite period of time. They may be highly illiquid and can engage in leverage and other speculative practices that may increase the volatility and risk of loss. Alternative Investments typically have higher fees than traditional investments. Investors should carefully review and consider potential risks before investing.

The Morgan Stanley Mobile App is currently available for iPhone® and iPad® from the App Store™ and Android™ on Google Play™. Standard messaging and data rates from your provider may apply.

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Morgan Stanley Smith Barney LLC does not accept appointments nor will it act as a trustee but it will provide access to trust services through an appropriate third-party corporate trustee.

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