Morgan Stanley

Technology Documentation Recovery Pilot

Request for Proposal For Discussion Purposes Only

Application Development Department

July 15, 2004

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1 Introduction

1.1 Background and Objectives

Until September 11th, 2001, Morgan Stanley's Individual Investor Group (IIG) division maintained offices at several World Trade Center locations. These offices were home to the majority of departments and product areas that comprise the IIG and the primary headquarters of the former Dean Witter business - including both Client Support Services (CSS) and the former Information Technology (IT). The amount of data, records and other documentation lost was widespread and severe. Since that time, IIG has reorganized its businesses and consolidated CSS and IT into what is now called Client and Technology Services (CTS) which includes the Application Development Department (ADD). As a part of the overall CTS document recovery initiative, ADD is now initiating a project to recreate the application development documentation, and is seeking outside technical documentation tools and assistance.

The goal of the ADD Documentation Recovery Project (ADDDRP) is the re-creation of technical documentation that will be used to:

- facilitate production support;
- perform impact analysis to systems and processes when either changes; and
- Facilitate system redesign and/or replacement.

Additionally, documentation must be re-created and subsequently updated through the use of automated tools in multiple environments (e.g. mainframe, client/server, and web).

1.2 Purpose of this document

This Request for Proposal (RFP) document is being provided to solicit bids for professional assistance to complete the documentation of the application development systems and processes. The first phase will involve a Beta Pilot effort covering a single application. Depending on the outcome of this effort, Morgan Stanley will decide whether or not to continue the engagement. This RFP also provides general information about the ADDDRP and detailed information about its objectives and expected results. Morgan Stanley's Application Development Department will evaluate the responses to this RFP. If your company has questions regarding this RFP please contact:

Ralph Mavis Morgan Stanley 75 Varick Street, 7th Floor New York, NY 10003 Tel: 917-237-7109

E-mail: Ralph.mavis@morganstanley.com

It is each service provider's responsibility to ask about and/or clarify any aspect of the RFP that they do not fully understand.

Thank you in advance for participating in the RFP process and for your timely response. A timetable for the selection process is detailed further in the document.

1.3 Pre-existing business

It is a condition of your response that any rights to pre-existing business, or rights under any existent contract with any member of the Morgan Stanley, are identified in your response to this proposal and that you should identify any cost savings or benefits that may be associated with any consolidation or amalgamation of such contracts with the goods and/or services that are the subject of this Request For Proposal.

1.4 Reciprocal trading

Bidders are to inform Morgan Stanley in their response document of any current or past (last 2 years) trading relationship (sales and purchases) between the respective organisations on a group or individual company basis.

1.5 General Conditions

This RFP is not an offer to enter into a contract. This RFP is a description of Morgan Stanley's requirements and questions about your company articulated in a structured manner, which will allow us to evaluate all the responses we receive and make an informed decision in the best interests of the company. This RFP represents Morgan Stanley's definition of specific needs and requirements and invites you to submit a Proposal addressing them. The issuance of an RFP, your preparation and submission of a Proposal and our subsequent receipt and evaluation of your Proposal does not commit the company to award a contract to you or anyone, even if all the requirements in the RFP are met. Only a written contract, signed by an authorized officer of the company, will obligate Morgan Stanley in accordance with its terms and conditions. Morgan Stanley specifically reserves the right to accept or reject any Proposals submitted in response to this RFP and to enter into discussions and/or negotiations with any one or more prospective suppliers at the same time and/or at any time, if such decision or actions are considered to be in the best interests of the company.

Morgan Stanley shall not, in any way, be liable for any costs incurred by you in preparing or discussing the RFP, the Proposal or any other response. You understand and agree that your Proposal will be considered an offer to do business with the company, in accordance with the provisions of your Proposal, and which shall be binding for a period of ninety (90) days from the due date.

You shall indemnify and hold Morgan Stanley harmless from and against any charges, claims, damages, costs, judgments, decrees, losses, expenses (including reasonable attorney's fees), penalties and liabilities of any kind or nature whatsoever which may be sustained or suffered or secured against Morgan Stanley based upon, relating to, or arising out of your response to this RFP.

2 Selection Process and Timetable

2.1 Approach

Morgan Stanley is issuing this RFP to select a service provider who possesses strong capabilities in leveraging automated tools for documenting Mainframe, Client/Sever and Web applications. The tools we are planning to use are:

- Revolve for mainframe applications.
- · Cast for Client Server and Web applications.
- Mega for Context Maps.
- ERWIN for database modelling.

The vendor will provide their services away from Morgan Stanley's site at a site of their choosing approved by Morgan Stanley. A project management presence will be required on-site at the 75 Varick Street offices of Morgan Stanley to support the effort. This presence is to be specified in the proposal.

Morgan Stanley Application Development Department will review your proposal and choose a partner based upon the overall value proposition of each service provider, which includes the service provider's cost model, Morgan Stanley's confidence in the service provider's ability to deliver, and the service provider's project management efficiency with controls appropriate to an off site project of this type.

Phased Approach:

Morgan Stanley has decided to segment the entire effort into two (2) phases:

Phase I:

Beta Pilot for 1099

Phase II:

Document Recreation Project

You are bidding on both phases of this effort; however, treat each phase independently for cost and resource estimates.

Phase I:

Beta Pilot

The Beta Pilot will focus on the 1099 Application area for completion. The objective of the select vendor will be to develop a comprehensive and efficient management model, establish an efficient process and demonstrate success in each of the key areas detailed in the sections to follow.

Upon completion and presentation of the Beta Pilot, Morgan Stanley will review the project and decide whether or not to proceed with Phase II.

Phase II:

Document Recreation Project

Complete the mainframe documentation recreation effort.

2.2 Timetable of Events

Key Milestones in the overall process would include:

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- 1. Beta Pilot Service Provider evaluation Kick-off
- 2. Presentation of Results to Morgan Stanley Management
- 3. Decision on service provider.
- 4. Beta Pilot start.
- 5. Scope Checkpoint.
- 6. Go/No-Go Decision for DRP.

Event	Targeted end date
Send RFP document to candidates	7/31/2004
Receive Proposals for evaluation	8/15/2004
Evaluation and Clarification of Proposals Period .Confirm preferred Service Provider Complete contract negotiation of Terms & Conditions.	8/31/2004
Begin Beta Pilot	9/6/2004
Scope Checkpoint	9/24/2004
Go/No Go decision for Phase II	TBD

2.3 Confidentiality

The information contained in this RFP is given to candidates in confidence and may only be used for the purposes outlined. No information within this document may be released to another party without prior consent of Morgan Stanley and subject to non-disclosure agreement (see attached) being signed.

Responses to the RFP form an important part of the selection process and Service Providers should be aware that any representations are likely to be incorporated into any final contract executed with Morgan Stanley.

This document is issued on the understanding that no charge will be made by the candidate for constructing a response to the RFP or providing any other information requested. A Service Provider will not necessarily be selected on the basis of the responses submitted, nor is any obligation to select implied in this invitation or by the receipt of the RFP.

2.4 Rights to Information Contained in Proposals

All submitted proposals will be considered the property of Morgan Stanley.

2.5 Selection Criteria

All proposals must contain sufficient information relative to how the Service Provider proposes to accomplish the tasks described. Morgan Stanley will select a Service Provider based on the



responses to this RFP, each Service Provider's response to questions and capabilities of each of the respondents.

It should be noted that Morgan Stanley expects our Insurance Carrier to cover all reasonable and customary costs associated with this Document Recreation Project. Bid information may be shared with the Insurance Carrier(s) in advance of engagement in order to establish coverage for all listed expenses.

In the event the Insurance Carrier(s) deny any part of your bid, we will attempt to resolve the issues in advance, but will be forced to incorporate the findings in the overall evaluation.

RFP Submission:

A hardcopy and an electronic copy must both be sent. Five (5) copies of each must be delivered no later than 5:00 PM (EST) on 8/15/2004 to the RFP contact.

While evaluating all proposal responses Morgan Stanley may contact the Service Providers to ask specific questions. It is intended that these discussion might take place during the period of 8/15/2004 - 8/31/2004. The Service Providers may be asked to come to Morgan Stanley's location in New York, NY to discuss their responses and answer further questions.

2.6 Exceptions to the RFP

Exceptions to the requirements contained herein must be specifically explained and will be evaluated as part of the response. If there is a question regarding a possible exception, contact Morgan Stanley's Application Development Department prior to submitting your company's response.

3 Proposal Deliverables:

3.1 Requirement Outputs

The Service Provider will be responsible for delivering applicable outputs to meet the Technical Document Requirements included in Appendix 1. We ask that you provide us with:

- A one or two-page step-by-step description of how you are going to approach the DRP. This should be very operational in nature showing concrete actions your company will take to get the project started and keep it moving.
- A one-page example of a high level implementation timeline. This should include a project management model to fit the scope of the project and maintain a coordinating presence at the Morgan Stanley site at 75 Varick Street in New York City or any other site to which CTS operation my move.
- ➤ If required, the Service Provider will arrange to meet with Application Development Department representatives to obtain inputs for the estimated timeline.
- Example outputs and statistics from your prior projects for each of the requirements in Appendix 1. The example outputs must indicate if the output was produced by an automated tool or produced manually. If produced by a tool, indicate if the tool required customization to process the output.
- > Service providers will be required to sign-off on examples of representative output generated by Morgan Stanley to make sure that they understand what is required for the project.
- ➤ All deliverables must adhere to Morgan Stanley documentation standards and fit the taxonomy of the Content Management System.
- Precise mapping of requirements to deliverables.
- Specify cost and time for each documentation activity identified in the requirements. These include:
 - o Project Setup build Revolve/Cast projects
 - o JCL and Proc Analysis
 - o Utilities Manual
 - Context Map
 - Logical and Physical Data Model
 - o Data Dictionary
 - o Other

3.2 Documentation Tools

We require the use of the four tools, Revolve, Mega, ERWIN, and CAST. Service providers should demonstrate experience in using these tools or a plan to show how their staff will come up to speed with them at no cost to Morgan Stanley. The Beta Pilot project will focus on the 1099 mainframe system. For this system please provide us with:

- Overview of your prior projects for large organizations, preferably in the Financial Services industry, where you have used these tools to document mainframe applications. Include the following:
 - o Purpose of the project
 - Number of applications analyzed

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- Lines of code analyzed
- o Example of output from the approved tools (Revolve, Mega, ERWIN, and CAST)
- o Number of users
- Resources required and duration of the engagement. If not all resources were used for the entire duration, please specify by role, the duration of their involvement.
- Examples from your prior projects for large organizations illustrating the transition from your documentation management deliverables to continuous technical documentation environment managed within the organization. Include the following:
 - Initial development and training time
 - o Ongoing use, maintenance and support efforts
 - Effects on processes and procedures
 - Overview of the tools' security and controls
 - Overview of disaster recovery and backup methodologies.

3.3 Business and Operations Expertise

The Service Provider's delivery team will be interacting with users in the Application Development Department who have a high understanding of the applications and the business. The Service Provider must clearly demonstrate their expertise in brokerage and asset gathering business and operations.

3.4 Technology Documentation Staffing Plan

We expect the Service Provider to staff the Project with professionals capable of managing and executing this large effort. Your bid will consist of a Staffing Plan to complete the Document Recreation Project as described within this document. Provide a staffing plan that contains:

- A description of each project position, including their level within your organization;
- An organization chart illustrating how resources will be deployed and where they will be located. Also map service provider project management resources to two Morgan Stanley managers.
- Pricing information for each level of consultant listed in your staffing plan. If you currently have a discounted pricing policy in place with Morgan Stanley, please provide it to us as an incremental column. In addition, we would like to see the total expected monthly spend (hours X rates roll up).
- ldentify any third party vendors you plan to use for the project.
- Key Staff Members should not be replaced without prior approval from Morgan Stanley Application Development Department Project Sponsor, Stan Rubenstein. It would be expected that any replacements be able to perform at levels dictated in your response to this RFP.
- Service Providers should submit names of each consultant and provide resumes showing experience with the approved tools. The consultants should be made available for interviews in person or for those who will work offshore, phone interviews with key Morgan Stanley employees.

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3.5 Offshore Considerations

We expect the service provider to identify risks and mitigation strategies for the DRP effort related to offshore activities. Please identify risks and mitigation plans in detail including the following:

- How you can establish connectivity between offshore sites and Morgan Stanley IIG Technology.
- ➤ Identify data and network security risks that affect the direct electronic transfer of data and documents. Attach a description of your data and network security provisions.
- ➤ Describe physical risks presented by location such as infrastructure, power, and light. Identify recent outages, their duration, and mitigation processes you have in place to prevent downtime. Provide a copy of your Business Continuity Plan (BCP) illustrating your recovery procedures and risk mitigation strategy.
- Specify risks presented by the time zone difference. List service provider staff availability at offshore sights during Eastern Standard Time (EST) business hours 9 to 5 Monday through Friday and staff availability during holidays not recognized in the US.
- ➤ Identify resource and skills risks. Describe the pool of resources (labor pool) from which you can draw additional resources skilled in the use of the approved tools.
- List any risks not identified here that you as an offshore service provider have encountered in the past and how you company mitigated these risks.

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4 Contractual Framework

4.1 Morgan Stanley Master Consulting Agreement

Overall Terms and Conditions should conform to or fall under the existing Morgan Stanley Master Consulting Agreement. (MORGAN STANLEY NOTE: Specify for each Service Provider which Contract they should work under)