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*February 15, 2022*

Eric Grossman
Chief Legal Officer, Morgan Stanley
1585 Broadway
New York, NY 10036

Ramona E. Romero
Vice President and General Counsel, Princeton University
New South Building, Fourth Floor
Princeton, NJ 08544

Dear Mr. Grossman and Ms. Romero:

I write on behalf of the Project on Fair Representation, a not-for-profit legal defense foundation that believes that racial and ethnic classifications are unconstitutional, unfair, and harmful.

It has come to our attention that Morgan Stanley and various prestigious colleges and universities, including Princeton, have been promoting an internship program at Morgan Stanley that explicitly excludes applicants on the basis of race, ethnicity, and sexual orientation. According to Morgan Stanley's website, among the "skills and qualifications" for this internship is a requirement that the applicant be "a Black, Hispanic, Native American, and/or LGBTQ+ freshman undergraduate student."

While the program proclaims to serve laudable goals—ensuring that Morgan Stanley's "clients benefit from the widest range of insights, experiences and perspectives" and that the firm "attract[s] and retains[s] top candidates from all backgrounds through a focus on recruitment, career development and individual advancement"—the use of race, ethnicity, and sexual orientation discrimination to advance these goals is blatantly illegal and immoral. It must stop immediately.

Under the Civil Rights Act of 1866—now codified at 42 U.S.C. § 1981—federal law prohibits all forms of racial discrimination in private contracting. As the late Justice Ginsburg once explained, section 1981 is a "'sweeping' law designed to 'break down *all* discrimination between black men and white men' regarding 'basic

civil rights.'"[1] The internship program's ham-fisted restriction to only certain favored racial and ethnic groups is incompatible with this requirement.

In addition, while it is unclear whether interns will be compensated or whether this program is designed to provide a path to employment, if either is the case, then it likely also violates Title VII of the Civil Rights Act of 1964, which prohibits race, sex, and sexual orientation discrimination in employment in all but the rarest circumstances. Colleges and universities assisting in these efforts may also be liable as third parties. Similarly, colleges and universities like Princeton that accept federal funding are also subject to Title VI, which prohibits discrimination on the basis of race and ethnicity not only in admissions and financial aid but also with respect to academic programs and training opportunities.

The program's existence also reflects a broader dysfunction at Morgan Stanley, Princeton, and any other colleges and universities participating in this recruitment program. I do not know whether you personally reviewed this program before it was made public, but certainly someone in your offices did. It is difficult to understand how these programs passed internal legal review in light of the clear statutory prohibitions discussed above.

I'm sure that you have felt pressure to ignore such legal prohibitions as many policymakers have argued that "equity" or "parity" demands that we use race and sex discrimination to undo past injustices or to achieve some kind of "ideal" representational balance. But as you must know, claims that "this kind of discrimination is good, actually," will not hold up in court. If the entities you serve really believe that race and sex discrimination are necessary, you should seek to amend the laws prohibiting these practices rather than engaging in blatant violations of their requirements.

More fundamentally, there simply is no case for "good" discrimination on the basis of race. As the Supreme Court has noted, "[d]istinctions between citizens solely because of their ancestry are by their very nature odious to a free people."[2] We all

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[1] *Comcast Corp. v. Nat'/Ass'n of Afr. Am.-OwnedMedia,* 140 S. Ct. 1009, 1020 (2020) (Ginsburg, J., concurring) (quoting *Jones v. Alfred H Mayer Co.,* 392 U.S. 409,432 (1968)) (emphasis in original).

[2] *Rice v. Cayetano,* 528 U.S. 495, 517 (2000) (quoting *Hirabayashi v. United States*, 320 U.S. 81, 100 (1943)).

want to undo the lingering harms caused by past racial discrimination and violence, but, as Chief Justice Roberts has noted, using racial discrimination to undo racial discrimination doesn't work; rather, "the way to stop discrimination on the basis of race is to stop discriminating on the basis of race."[3]

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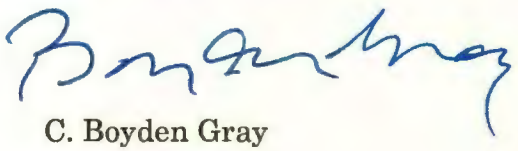
Morgan Stanley and Princeton are leading institutions in our culture. What you do matters not only because it affects the individuals involved, but also because you set an influential example for others. Pandering to activists with "diversity, equity, and inclusion" initiatives like this internship program is actively harming and racializing our already divided country while doing nothing to remedy the injustices wrought by racist and sexist discrimination in the past.

This is illegal, and you would be well advised to take note and change course now.

Sincerely yours,



C. Boyden Gray

[3] *Parents Involved in Cmty. Sch. v. Seattle Sch. Dist. No. 1*, 551 U.S. 701, 748 (2007) (Opinion of Roberts, C.J.).