

BLUEPRINT

2000

086197/180  
**363a**

Please complete in typescript,  
or in bold black capitals.

**Annual Return**

CHFP010

**Company Number**

2164628

**Company Name in full**

MORGAN STANLEY &amp; CO. LIMITED

**Date of this return**

The information in this return is made up  
to

Day		Month		Year			
3	0	1	1	2	0	0	6

**Date of next return**

If you wish to make your next return to a  
date earlier than the anniversary of this  
return please show the date here.

Companies House will then send a form  
at the appropriate time.

Day		Month		Year			

**Registered Office**

Show here the address at the date of  
this return.

Legal &amp; Compliance Department, LNCS/5, 25 Cabot

Square, Canary Wharf

Any change of  
registered office **must**  
be notified on form  
287.

Post town

London

County / Region

UK Postcode

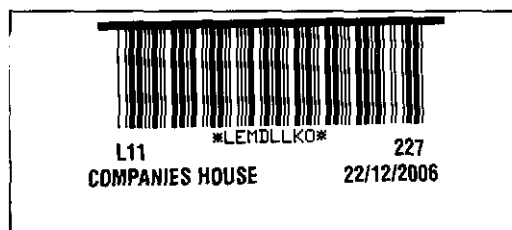
E14 4QA

**Principal business activities**

Show trade classification code number(s)  
for the principal activity or activities.

6523

If the code number cannot be determined,  
give a brief description of principal  
activity.



When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ****DX 33050 Cardiff**

for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

**Register of members**

If the register of members is not kept at the registered office, state here where it is kept.

Legal &amp; Compliance Department, LNCS/5, 25 Cabot

Square, Canary Wharf

Post town London

County / Region UK Postcode E14 4QA

**Register of Debenture holders**

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

Post town

County / Region UK Postcode

**Company type**

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

<input type="checkbox"/>
<input checked="" type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Please tick the appropriate box

**Company Secretary**

(Please photocopy this area to provide details of joint secretaries).

\* Voluntary details.

Name

\* Style / Title

Forename(s)

Surname

Address ††

Post town

County / Region

Country

Details of a new company secretary must be notified on form 288a.

Jonathan Watson

Haile

Walnut Tree Cottage, Plough Lane

Ewhurst

Surrey

UK Postcode GU6 7SG

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

### Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

### Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

Post town

County / Region

UK Postcode

### Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

☐  
☐  
☐  
☐  
☐  
☐  
☐

Please tick the appropriate box

### Company Secretary

(Please photocopy this area to provide details of joint secretaries).

\* Voluntary details.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Name

\* Style / Title

Mr

Forename(s)

Richard Scott

Surname

Rosenthal

Address ††

19 Heath Drive

Post town

London

County / Region

UK Postcode

NW3 7SL

Country

England

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Details of a new company secretary must be notified on form 288a.

**Directors***Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Name**

\* Style / Title

Day Month Year  
Date of birth 1 9 0 8 1 9 6 1

Forename(s) Gavin Lee

Surname MacDonald

☐**Address** ††

The Grove Stud, Chedburgh Road

Post town Chevington

County / Region Suffolk

UK Postcode IP29 5QT

Country United Kingdom

Nationality British

**Business occupation** Investment Banker

\* Voluntary details.

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Name**

\* Style / Title

Day Month Year  
Date of birth 2 5 0 2 1 9 6 1

Forename(s) Franck Robert

Surname Petitgas

☐**Address** ††

14 Thurloe Square, South Kensington

Post town London

County / Region

UK Postcode SW7 2SX

Country United Kingdom

Nationality French

**Business occupation** Banker

**Directors***Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Name**

\* Style / Title

Day Month Year  
 Date of birth 0 5 0 7 1 9 6 0

Forename(s) Simon Christopher Townsend

Surname Robey

☐

Address †† 37 Highbury Place

Post town LONDON

County / Region UK Postcode N5 1QP

Country Nationality British

Business occupation Investment Banker

\* Voluntary details.

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Name**

\* Style / Title

Day Month Year  
 Date of birth 3 0 0 7 1 9 5 5

Forename(s) Richard Scott

Surname Rosenthal

☐

Address †† 19 Heath Drive

Post town London

County / Region UK Postcode NW3 7SL

Country England Nationality US Citizen

Business occupation Lawyer

**Directors***Please list directors in alphabetical order.***Details of new directors must be notified on form 288a**

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Name**

\* Style / Title

Mr

Date of birth

Day		Month		Year	
3	0	1	2	1	9
				5	6

Forename(s) Michael, Alexandre

Surname Zaoui

☐
**Address ††**

3 The Vale

Post town London

County / Region

UK Postcode SW3 6AG

Country England

Nationality French

**Business occupation** Managing Director

\* Voluntary details.

**Directors** In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Name**

\* Style / Title

Date of birth

Day		Month		Year	

Forename(s)

Surname

☐
**Address ††**

Post town

County / Region

UK Postcode

Country

Nationality

**Business occupation**

BLUEPRINT

2000

**Issued share capital**

Enter details of all the shares in issue at the date of this return.

**Class**  
(e.g. Ordinary/Preference)**Number of shares issued****Aggregate Nominal Value**

(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)

See attached schedule		
<b>Totals</b>		

**List of past and present shareholders**

(use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period

☒

on paper

in another format

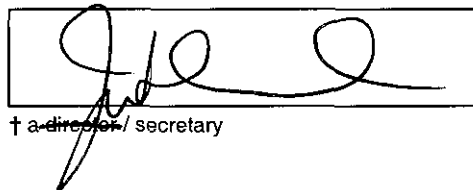
A list of changes is enclosed

☐☐

A full list of shareholders is enclosed

☒☐**Certificate**

I certify that the information given in this return is true to the best of my knowledge and belief.

**Signed**

**Date**

19/12/2006

† Please delete as appropriate.

† a director / secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

This return includes

4

continuation sheets.

(enter number)

Lisa Marvin (LN-CS 05), Morgan Stanley, 25 Cabot

Square, London, E14 4QA, United Kingdom

Tel

DX number

DX exchange

BLUEPRINT

2000



**Issued share capital**  
**Schedule to form 363a**

CHFP010

**Company Number** | 2164628

**Company Name in full** | MORGAN STANLEY & CO. LIMITED

**Currency** | US Dollar

## Issued share capital

Enter details of all the shares in issue at the date of this return.

**Class**  
(e.g. Ordinary/Preference)

Number of shares  
issued

**Aggregate Nominal Value**  
(i.e. Number of shares issued multiplied by nominal value per share, or total amount of stock)

| Non-cumulative Preference

440,000,000

US\$440,000,000.0  
000

ORDINARY (\$)

1,001,000

US\$1,001,000.000  
0

**Totals**

441,001,000

441,001,000.0000

# List of past and present shareholders

## Schedule to form 363a

CHFP010

Company Number | 2164628

Company Name in full | MORGAN STANLEY &amp; CO. LIMITED

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
  - The company's first annual return following the incorporation;
  - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Shares or amount of stock transferred (if appropriate) Date of registration of transfer
<b>Name</b> MORGAN STANLEY STRATEGIC FUNDING LIMITED  <b>Address</b> 25 Cabot Square, Canary Wharf, London, England  <b>UK postcode</b>   E14 4QA	US\$1.00 Non-cumulative Preference          Shares Held 440,000,000		
<b>Name</b>   <b>Address</b>    <b>UK postcode</b>			
<b>Name</b>   <b>Address</b>    <b>UK postcode</b>			

# List of past and present shareholders

## Schedule to form 363a

CHFP010

Company Number 2164628

Company Name in full MORGAN STANLEY &amp; CO. LIMITED

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
  - The company's first annual return following the incorporation;
  - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Shares or amount of stock transferred (if appropriate)		
	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred	Date of registration of transfer
<b>Name</b> MSL INCORPORATED  <b>Address</b> Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, USA  <b>UK postcode</b> DE 19801	US\$1.00 ORDINARY (\$)          Shares Held 1		
<b>Name</b> MORGAN STANLEY UK GROUP  <b>Address</b> Legal & Compliance Department, LNCS/5, 25 Cabot Square, Canary Wharf, London  <b>UK postcode</b> E14 4QA	US\$1.00 ORDINARY (\$)          Shares Held 1,000,999		
<b>Name</b>   <b>Address</b>          <b>UK postcode</b>			