

BLUEPRINT

2000

082181/300

363a

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number

2164628

Company Name in full

MORGAN STANLEY & 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
						5

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 DEPARTMENT, 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.

A31
COMPANIES HOUSE

ASGXZBML

161
29/12/2005

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 & 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

☐☒☐☐☐☐☐

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

Forename(s)

Jonathan Watson

Surname

Haile

Address ††

Walnut Tree Cottage, Plough Lane

Post town

Ewhurst

County / Region

Surrey

UK Postcode

GU6 7SG

Country

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.

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	1
		0	1
		1	9
		6	3
	Forename(s)	Robert Alan	
	Surname	Bradway	
<input type="checkbox"/>	Address ††	42 Kensington Square	
	Post town	London	
	County / Region		UK Postcode
			W8 5HP
	Country	England	Nationality
			American
	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	0	5
		1	0
		1	9
		6	2
	Forename(s)	Paulo Alexandre Goncalves Cartucho de Carvalho	
	Surname	Pereira	
<input type="checkbox"/>	Address ††	14 Ladbroke Road	
	Post town	London	
	County / Region		UK Postcode
			W11 3NJ
	Country	United Kingdom	Nationality
			Portuguese
	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.

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Name * Style / Title _____

Date of birth Day Month Year
 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 Mr

Date of birth Day Month Year
 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	
		Day	Month
		Year	
Date of birth		3	0
		1	2
		1	9
		5	6
Forename(s)	Michael, Alexandre		
Surname	Zaoui		
<input type="checkbox"/> 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.

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Name	* Style / Title		
		Day	Month
		Year	
Date of birth			
Forename(s)			
Surname			
<input type="checkbox"/> Address ††			
Post town			
County / Region		UK Postcode	
Country		Nationality	
Business occupation			

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		
Totals		

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

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on paper

in another format

A list of changes is enclosed

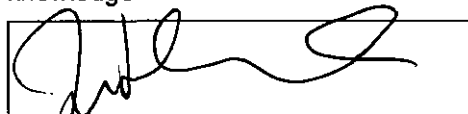
☐☐

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

13/12/05

† 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 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 | Pounds Sterling

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)

REDEEMABLE	0	£0.00
Totals	0	0.00

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	40,000,000	US\$40,000,000.00
ORDINARY (\$)	1,001,000	US\$1,001,000.00
Totals	41,001,000	41,001,000.00

List of past and present shareholders
Schedule to form 363a

CHFP010

Company Number | 2164628

Company Name in full | MORGAN STANLEY & 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	Shares or amount of stock transferred <i>(if appropriate)</i>	Class and number of shares or amount of stock transferred	Date of registration of transfer
Name MORGAN STANLEY DEAN WITTER TRUSTEE LIMITED Address 25 CABOT SQUARE, LONDON UK postcode E14 4QA	US\$1.00 Non-cumulative Preference <div style="text-align: right;">Shares Held 40,000,000</div>			
Name Address UK postcode				
Name Address UK postcode				

List of past and present shareholders

Schedule to form 363a

CHFP010

Company Number | 2164628

Company Name in full | MORGAN STANLEY & 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	Date of registration of transfer
Name MSL INCORPORATED Address Corporation Trust Center, 1209 Orange Street, Wilmington, United States of America UK postcode DE 19801	US\$1.00 ORDINARY (\$) Shares Held 1	Shares or amount of stock transferred (if appropriate)	
Name MORGAN STANLEY UK GROUP Address LEGAL DEPARTMENT, 25 CABOT SQUARE, CANARY WHARF, LONDON UK postcode E14 4QA	US\$1.00 ORDINARY (\$) Shares Held 1,000,999		
Name Address UK postcode			