

Registration No. 4091675

**Registered Office:
25 Cabot Square
Canary Wharf
London E14 4QA**

MSDW MALLARD INVESTMENTS LIMITED

Report and Accounts

30 November 2005



MSDW MALLARD INVESTMENTS LIMITED

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MSDW MALLARD INVESTMENTS LIMITED

DIRECTORS' REPORT

The Directors present their report and accounts for the year ended 30 November 2005.

RESULTS AND DIVIDENDS

The profit for the year, after tax, was \$4,469,000 (2004: \$3,000 loss). During the year, no dividends were paid (2004: \$nil). \$4,469,000 (2004:\$3,000) will be carried to reserves.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of MSDW Mallard Investments Limited (the "Company") is to act as an intermediate holding company.

The Company's ultimate parent undertaking and controlling entity is Morgan Stanley which, together with the Company and its other subsidiary undertakings, form the Morgan Stanley Group (the "Group").

The profit and loss account for the year is set out on page 4. Both the level of business during the year and the financial position at the end of the year were satisfactory. No significant change in the Company's principal business activity is expected.

DIRECTORS

The following Directors held office throughout the year:

S I Merry

L A Nash

M C Slingo

DIRECTORS' INTERESTS

The Directors had no disclosable interests in the share and loan capital of any Group company at the beginning of the year or at the end of the year.

AUDITORS

The Company has in place an elective regime to dispense with the need to hold annual general meetings, lay reports and accounts before the shareholders at a general meeting, and the requirement to re-appoint the auditors, Deloitte & Touche LLP, annually.

MSDW MALLARD INVESTMENTS LIMITED

DIRECTORS' REPORT

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the Directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for that period. In preparing those accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board on 23 February 2006



Director MATTHEW SLINGS

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MSDW MALLARD INVESTMENTS LIMITED

We have audited the financial statements of MSDW Mallard Investments Limited for the year ended 30 November 2005 which comprise the profit and loss account, balance sheet and related notes 1 to 14. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditors

As described in the Statement of Directors' responsibilities, the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom company law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the Directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

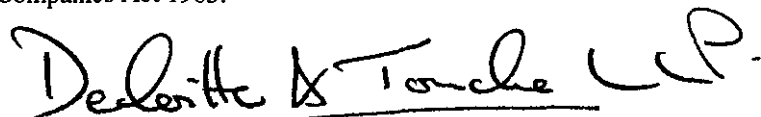
Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

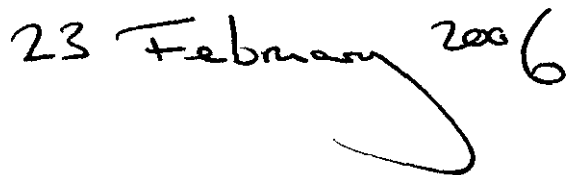
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 30 November 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP, London
Chartered Accountants and Registered Auditors



MSDW MALLARD INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT Year ended 30 November 2005

	Note	2005 \$'000	2004 \$'000
Administrative expenses		<u>(7)</u>	<u>(6)</u>
OPERATING LOSS	2	(7)	(6)
Income from shares in Group undertakings		55,999	74,114
Other interest receivable and similar income	5	16	3
Interest payable and similar charges	6	<u>(51,539)</u>	<u>(74,114)</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		4,469	(3)
Tax on profit/(loss) on ordinary activities	7	<u>-</u>	<u>-</u>
PROFIT/(LOSS) RETAINED FOR THE FINANCIAL YEAR	12	<u><u>4,469</u></u>	<u><u>(3)</u></u>

All operations were continuing in the current and prior year.

There were no recognised gains or losses during the current or prior year other than those disclosed above. Accordingly no statement of total recognised gains and losses has been prepared.

A reconciliation of the movement in shareholders' funds has been prepared in note 12 to the accounts.

The notes on page 6 to 11 form an integral part of the accounts.

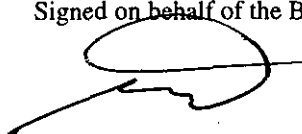
MSDW MALLARD INVESTMENTS LIMITED

BALANCE SHEET 30 November 2005

	Note	2005 \$'000	2004 \$'000
FIXED ASSETS			
Investments	8	1,215,000	1,215,000
CURRENT ASSETS			
Debtors	9	43,629	5,892
Cash at bank		61	494
		<u>43,690</u>	<u>6,386</u>
CREDITORS : AMOUNTS FALLING DUE WITHIN ONE YEAR			
Other creditors	10	<u>(1,039,225)</u>	<u>(1,006,390)</u>
NET CURRENT LIABILITIES		<u>(995,535)</u>	<u>(1,000,004)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>219,465</u>	<u>214,996</u>
CAPITAL AND RESERVES			
Called up share capital	11	215,200	215,200
Profit and loss account	12	4,265	(204)
EQUITY SHAREHOLDERS' FUNDS		<u>219,465</u>	<u>214,996</u>

These accounts were approved by the Board on 23 February 2006

Signed on behalf of the Board



Director MATTHEW SUNGA

The notes on pages 6 to 11 form an integral part of the accounts.

NOTES TO THE ACCOUNTS
Year ended 30 November 2005

1. ACCOUNTING POLICIES

a) Accounting convention

The accounts are prepared under the historical cost convention, and in accordance with applicable United Kingdom company law and accounting standards.

The Company is not required to prepare consolidated accounts by virtue of the exemption under section 228 of the Companies Act 1985. The results of the Company are included within the accounts of Morgan Stanley International Limited a company registered in England and Wales, which will prepare consolidated accounts for the year to 30 November 2005. The accounts therefore present information about the Company as an individual entity and not about its group.

b) Functional currency

The accounts are prepared in US dollars, the currency of the primary economic environment in which the Company operates.

All currency amounts in the Directors' Report, the Accounts and the Notes to the Accounts are rounded to the nearest thousand US dollars.

c) Foreign currencies

All monetary assets and liabilities denominated in currencies other than US dollars are translated into US dollars at the rates ruling at the balance sheet date. Transactions in currencies other than US dollars are recorded at the rates ruling at the dates of the transactions. All other translation differences are taken through the profit and loss account.

d) Fixed asset investments

Fixed asset investments are stated at cost, less provision for any impairment.

e) Repurchase and resale agreements and securities borrowing and lending

In the course of financing its business and as part of its activities, the Company enters into arrangements which involve the sale of securities with agreements to repurchase, the purchase of securities with resale agreements, the lending of securities with collateral received and the borrowing of securities with collateral given. Cash balances and accrued interest arising under repurchase agreements and securities lending arrangements are recorded as liabilities and the related securities, where owned by the Company, are included in financial instruments at fair value. Cash balances and accrued interest arising under resale agreements and securities borrowing arrangements are recorded as debtors. Although many securities lending and borrowing and repurchase and resale activities are transacted under master netting agreements, such receivables and payables with the same counterparty are shown gross on the balance sheet.

f) Taxation

UK corporation tax is provided at amounts expected to be paid / recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Full provision has been made for deferred tax assets and liabilities arising from timing differences. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

MSDW MALLARD INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS

Year ended 30 November 2005

g) Netting

All assets and liabilities have been disclosed gross unless the Company's ability to insist on net settlement is assured beyond doubt.

h) Cash flow statement

The Company's ultimate parent undertaking produces a cash flow statement. Accordingly, the Company, which is a wholly owned subsidiary, has elected to avail itself of the exemption provided in FRS 1 (Revised 1996) Cash Flow Statements and not produce a cash flow statement.

2. OPERATING LOSS

	2005 \$'000	2004 \$'000
Operating loss is stated after charging :		
Auditors' remuneration - audit fees	<u>7</u>	<u>6</u>

3. SEGMENTAL REPORTING

The Directors are of the opinion that it would be seriously prejudicial to the interests of the Company to give separate disclosure in respect of each geographical market within which it operates. The Company has only one class of business, as described in the Directors' Report.

4. STAFF COSTS

The Company employed no staff during the year (2004: nil).

The Directors did not receive any remuneration for their qualifying services to the Company during the year (2004: \$nil).

5. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

	2005 \$'000	2004 \$'000
Interest receivable from Group undertakings	<u>16</u>	<u>3</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2005 \$'000	2004 \$'000
Interest payable to Group undertakings	23,305	-
Interest on repurchase agreements	<u>28,234</u>	<u>74,114</u>
	<u>51,539</u>	<u>74,114</u>

NOTES TO THE ACCOUNTS
Year ended 30 November 2005

7. TAX ON LOSS ON ORDINARY ACTIVITIES

Analysis of charge in the year

	2005	2004
	\$'000	\$'000
UK corporation tax at 30% (2004: – 30%)		
- Current year	-	-
Tax on profit on ordinary activities	<u>-</u>	<u>-</u>

Factors affecting the tax charge for the year

The current year UK taxation charge is higher than that resulting from applying the standard UK corporation tax rate of 30% (2004:30%). The main differences are explained below:

	2005	2004
	\$'000	\$'000
Profit/(loss) on ordinary activities before tax	<u>4,469</u>	<u>(3)</u>
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2004: 30%)	1,341	(1)
Effects of:		
Group relief surrendered for nil consideration	15,459	21,235
Income not subject to UK taxes	(16,800)	(22,234)
Current tax charge for the year	<u>-</u>	<u>-</u>

MSDW MALLARD INVESTMENTS LIMITED

NOTES TO THE ACCOUNTS Year ended 30 November 2005

8. FIXED ASSET INVESTMENTS

	Subsidiary undertakings \$'000
Cost	
At 1 December 2004	<u>1,215,000</u>
At 30 November 2005	<u>1,215,000</u>
Net book value	
At 30 November 2004	<u>1,215,000</u>
At 30 November 2005	<u>1,215,000</u>

Details of the investments in which the Company holds more than 20% of the nominal value of any class of share capital, or investments with a book value greater than 20% of the Company's own assets at 30 November 2005, are as follows:

Name of Company	Country of incorporation	Holding	Type of shares held	Proportion of voting rights	Nature of business
Haddington Investments Limited	Cayman Islands	100%	A & B Memberships	100%	Financial services
Carysforth Investments Limited	Cayman Islands	100%	A & B Memberships	100%	Financial services

The Company is accounting for this transaction in accordance with its substance as a financing arrangement and a corresponding liability is included in Note 10.

9. DEBTORS

	2005 \$'000	2004 \$'000
Debtors :		
External counterparties	43,460	5,723
Other amounts due from Group undertakings	<u>169</u>	<u>169</u>
	<u>43,629</u>	<u>5,892</u>

NOTES TO THE ACCOUNTS
Year ended 30 November 2005

10. OTHER CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2005	2004
	\$'000	\$'000
Creditors:		
Securities sold under agreements to repurchase and cash collateral on stocks loaned:		
External counterparties	-	1,006,390
Amount due to Group undertakings	1,039,225	-
	<u>1,039,225</u>	<u>1,006,390</u>

The amount owing under sale and repurchase agreements has been secured on the fixed asset investment holdings in subsidiary undertakings (refer Note 8).

11. CALLED UP SHARE CAPITAL

	2005	2004
	Number	Number
Authorised:		
Equity shares		
216,000,000 ordinary shares of \$1 each	216,000,000	216,000,000
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
	2005	2004
	\$'000	\$'000
Allotted and fully paid:		
Equity shares		
215,200,000 ordinary shares of \$1 each	215,200	215,200
1 ordinary shares of £1 each	-	-
	<u>215,200</u>	<u>215,200</u>

All ordinary shares are recorded at the rates of exchange ruling at the date the shares were paid up.

All shares rank pari passu in all material respects.

NOTES TO THE ACCOUNTS

Year ended 30 November 2005

12. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Called up share capital \$'000	Profit and loss account \$'000	Total \$'000
At 1 December 2003	215,200	(201)	214,999
Loss for the year	-	(3)	(3)
At 1 December 2004	215,200	(204)	214,996
Profit for the year	-	4,469	4,469
At 30 November 2005	<u>215,200</u>	<u>4,265</u>	<u>219,465</u>

13. RELATED PARTY TRANSACTIONS

The Company is exempt from the requirement to disclose transactions with fellow Group undertakings under paragraph 3(c) of FRS 8 Related Party Disclosures. There were no other related party transactions requiring disclosure.

14. PARENT UNDERTAKINGS

The ultimate parent undertaking and controlling entity and the largest group of which the Company is a member and for which group accounts are prepared is Morgan Stanley. Morgan Stanley is incorporated in Delaware, the United States of America and copies of its accounts can be obtained from 25 Cabot Square, Canary Wharf, London E14 4QA.

The parent undertaking of the smallest group of companies for which group accounts are drawn up and of which the Company is a member is Morgan Stanley International Limited which is registered in England and Wales. Copies of its accounts can be obtained from the Registrar of Companies for England and Wales, Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.