

Registered number: 05699624

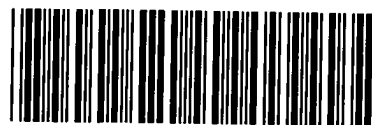
Registered office:
20 Bank Street
Canary Wharf
London E14 4AD

MORGAN STANLEY COOPER INVESTMENTS LIMITED

Report and financial statements

31 December 2014

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MORGAN STANLEY COOPER INVESTMENTS LIMITED

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MORGAN STANLEY COOPER INVESTMENTS LIMITED

STRATEGIC REPORT

The Directors present their Strategic report for Morgan Stanley Cooper Investments Limited (the "Company") for the year ended 31 December 2014.

PRINCIPAL ACTIVITY

The principal activity of the Company is to enter into financing transactions and investments.

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

There have not been any significant changes in the Company's principal activity in the year under review and no significant change in the Company's principal activity is expected.

BUSINESS REVIEW

During 2014, global market and economic conditions displayed a continued but choppy improvement from 2013, characterised by continued global central bank accommodations, low inflation, geopolitical tensions, and sharply lower oil prices during the final months of the year. The United States ("US") economy, which started 2014 with a weather impacted first quarter decline in gross domestic product ("GDP"), ended the year with annualised GDP growth. The Eurozone economy, by contrast, stalled in the second quarter before showing some signs of improvement in the second half of the year, as the annexation of the Crimea region in Ukraine by Russia and conflict in Eastern Ukraine raised anxiety and tensions which weighed on regional economies. In the United Kingdom ("UK"), GDP growth continued to accelerate, while the Japanese economy saw substantial volatility surrounding a national sales tax hike, resulting in a GDP growth rate near zero for all of 2014. In China, the government continued reforms to change the structure of the Chinese economy, accepting a somewhat less rapid growth pace as deleveraging is pursued, but targeted easing measures by the Chinese central bank supported a gain in real GDP in 2014.

The profit and loss account is set out on page 8. The profit for the year after tax was \$927,000, compared to a profit in the prior year of \$958,000. The decrease is attributable to the Company generating interest income \$23,000 lower than the prior year on amounts due from another Morgan Stanley Group undertaking and incurring expenses \$8,000 higher than the prior year.

The balance sheet is set out on page 9. The Company's net assets at the end of the year were \$41,419,000 compared to \$40,492,000 at the prior year end. This movement is primarily attributable to interest income earned during the year on amounts due from another Morgan Stanley Group undertaking.

The performance of the Company is included in the results of the Morgan Stanley Group which are disclosed in the Morgan Stanley Group's Annual Report on Form 10-K to the US Securities and Exchange Commission. The Morgan Stanley Group manages its key performance indicators on a global basis but in consideration of individual legal entities. For this reason, the Company's Directors believe that providing further performance indicators for the Company itself would not enhance an understanding of the development, performance or position of the business of the Company.

The risk management section below sets out the Company's and the Morgan Stanley Group's policies for the management of liquidity and cash flow risk and other significant business risks.

Risk management

Risk is an inherent part of the Company's business activity. The Morgan Stanley Group seeks to identify, assess, monitor and manage each of the various types of risk involved in its business activities, in accordance with defined policies and procedures. The Company's own risk management policy framework leverages the risk management policies and procedures of the Morgan Stanley Group.

MORGAN STANLEY COOPER INVESTMENTS LIMITED

STRATEGIC REPORT

Risk management (continued)

Credit risk

Credit risk refers to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to the Company. Credit risk includes the risk that economic, social and political conditions and events in a foreign country will adversely affect an obligor's ability and willingness to fulfil their obligations.

Credit risk management policies and procedures for the Company are consistent with those of the Morgan Stanley Group and include escalation to appropriate senior management personnel.

Credit risk exposure is managed on a global basis and in consideration of each significant legal entity within the Morgan Stanley Group. The credit risk management policies and procedures establish the framework for identifying, measuring, monitoring and controlling credit risk whilst ensuring transparency of material credit risks, ensuring compliance with established limits and escalating risk concentrations to appropriate senior management.

Liquidity and funding risk

Liquidity and funding risk refers to the risk that the Company will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets. Liquidity and funding risk also encompasses the Company's ability to meet its financial obligations without experiencing significant business disruption or reputational damage that may threaten its viability as a going concern.

The Morgan Stanley Group's senior management establishes the liquidity and funding policies of the Morgan Stanley Group and the liquidity risk management policies and procedures conducted within the Company are consistent with those of the Morgan Stanley Group. The primary goal of the Morgan Stanley Group's liquidity and funding risk management framework is to ensure that the Morgan Stanley Group, including the Company, have access to adequate funding across a wide range of market conditions. The framework is designed to enable the Morgan Stanley Group to fulfil its financial obligations and support the execution of the Company's business strategies.

The Company continues to actively manage its capital and liquidity position to ensure adequate resources are available to support its activities, to enable it to withstand market stresses.

Operational risk

Operational risk refers to the risk of loss, or of damage to the Company's reputation, resulting from inadequate or failed processes, people and systems or from external events. This definition includes legal, regulatory and compliance risks but excludes strategic risk. Operational risk relates to the following risk event categories as defined by Basel II: internal fraud; external fraud; employment practices and workplace safety; clients, products and business practices; business disruption and system failure; damage to physical assets; and execution, delivery and process management.

The Company is exposed to legal, regulatory and compliance risks, which include the risk of legal or regulatory sanctions, material financial loss; such as fines, penalties, judgements, damages and/ or settlements or loss to reputation the Company may suffer as a result of a failure to comply with laws, regulations, rules, self-regulatory organisation standards and codes of conduct applicable to business activities. Legal risk also includes contractual and commercial risks in the event that a counterparty's performance obligations will be unenforceable.

MORGAN STANLEY COOPER INVESTMENTS LIMITED

STRATEGIC REPORT

Risk management (continued)

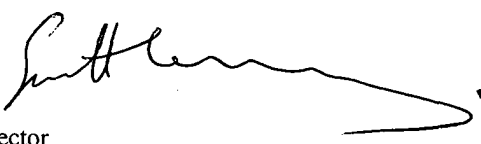
Operational risk (continued)

The Company has established procedures designed to foster compliance with applicable statutory and regulatory requirements. The Company, principally through the Morgan Stanley Group's Legal and Compliance Division, also has established procedures that are designed to require that the Morgan Stanley Group's policies relating to business conduct, ethics and practices are followed globally. In connection with its businesses, the Company continuously develops various procedures addressing issues such as regulatory capital requirements, sales and trading practices, new products, information barriers, potential conflicts of interest, structured transactions, use and safekeeping of customer funds and securities, lending and credit granting, anti-money laundering, privacy and recordkeeping. In addition, the Company has established procedures to mitigate the risk that a counterparty's performance obligations will be unenforceable, including consideration of counterparty legal authority and capacity, adequacy of legal documentation, the permissibility of a transaction under applicable law and whether applicable bankruptcy or insolvency laws limit or alter contractual remedies. The legal and regulatory focus on the financial services industry presents a continuing business challenge for the Company.

Culture, values and conduct of employees

All of the Morgan Stanley Group's employees have accountability for risk management. The Morgan Stanley Group strives to establish a culture of effective risk management through its defined core values, governance framework, management oversight, training and development programs, policies, procedures, and defined roles and responsibilities within the Morgan Stanley Group. The actions and conduct of each employee are essential to risk management. The Morgan Stanley Group's Code of Conduct (the "Code") has been established to provide a framework and standards for employee conduct that further reinforces the Morgan Stanley Group's commitment to integrity and high ethical standards. Every new hire and every employee annually must certify to their understanding of and adherence to the Code. The employee annual review process includes evaluation of adherence to the Code. The Global Incentive Compensation Discretion Policy sets forth standards that specifically provide that managers must consider whether the employee effectively managed and supervised the risk control practices of his/her employee reports during the performance year. The Morgan Stanley Group has several mutually reinforcing processes to identify incidents of employee conduct that may have an impact on the employment status, current year compensation or prior year compensation. The Morgan Stanley Group's clawback and cancellation provisions permit recovery of deferred incentive compensation where, for example, an employee's act or omission (included with respect to direct supervisory responsibilities) causes a restatement of the Morgan Stanley Group's consolidated financial results, constitutes a violation of the Morgan Stanley Group's global risk management principles, policies and standards, or causes a loss of revenue associated with a position on which the employee was paid and the employee operated outside of internal control policies.

Approved by the Board and signed on its behalf by **SCOTT MERRY**



Director

25 AUGUST 2015

MORGAN STANLEY COOPER INVESTMENTS LIMITED

DIRECTORS' REPORT

The Directors present their report and financial statements (which comprise the profit and loss account, the balance sheet, and the related notes, 1 to 12) for the Company for the year ended 31 December 2014.

RESULTS AND DIVIDENDS

The profit for the year, after tax, was \$927,000 (2013: \$958,000 profit after tax).

During the year no dividends were paid or proposed (2013: \$nil).

RISK MANAGEMENT AND FUTURE DEVELOPMENTS

Information regarding risk management and future developments has been included in the Strategic report.

DIRECTORS

The following Directors held office throughout the year and to the date of approval of this report:

J. E. Iragorri Rizo

S. I. Merry

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Directors' and Officers' Liability Insurance is taken out by Morgan Stanley, the Company's ultimate parent undertaking, for the benefit of the Directors and Officers of the Company.

DIRECTORS' INDEMNITY

Qualifying third party indemnity provisions (as defined in section 234 of the Companies Act 2006) were in force during the year and up to and including the date of the Directors' report for the benefit of the Directors of the Company.

POST BALANCE SHEET EVENTS

There have been no significant events since the balance sheet date.

AUDITOR

Deloitte LLP have expressed their willingness to continue in office as auditor of the Company and, under sections 485 to 488 of the Companies Act 2006, will be deemed to be re-appointed.

Statement as to disclosure of information to the auditor

Each of the persons who are Directors of the Company at the date when this report is approved confirms that:

- so far as each of the Directors is aware, there is no relevant audit information (being information needed by the Company's auditor in connection with preparing their report) of which the Company's auditor is unaware; and
- each of the Directors has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

MORGAN STANLEY COOPER INVESTMENTS LIMITED

DIRECTORS' REPORT

CHANGE IN ACCOUNTING FRAMEWORK

The Company meets the definition of a qualifying entity under Financial Reporting Standard ("FRS") 100 *Application of Financial Reporting Requirements* and from 1 January 2015, will change its accounting framework to FRS 101 *Reduced Disclosure Framework* ("FRS 101"). Although there will be changes to the presentation of the financial statements and disclosure under the new framework, there is not expected to be a significant impact on net assets of the Company as a result of the transition to FRS 101.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

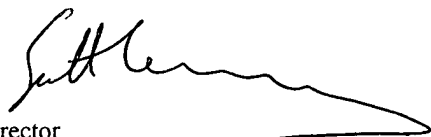
Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (UK accounting standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Board and signed on its behalf by

SCOTT MERRY


Director

25 AUGUST 2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORGAN STANLEY COOPER INVESTMENTS LIMITED

We have audited the financial statements of Morgan Stanley Cooper Investments Limited for the year ended 31 December 2014 which comprise the profit and loss account, the balance sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

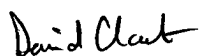
In our opinion the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MORGAN STANLEY COOPER INVESTMENTS LIMITED (CONTINUED)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



David Claxton, ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Glasgow, United Kingdom

27 August 2015

MORGAN STANLEY COOPER INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT **Year ended 31 December 2014**

| | Note | 2014 \$'000 | 2013 \$'000 |
|--|-------------|------------------------------|------------------------------|
| Interest income | 2 | 935 | 958 |
| Other expense | 3 | (8) | - |
| | | <hr/> | <hr/> |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 927 | 958 |
| Tax on profit on ordinary activities | 5 | - | - |
| | | <hr/> | <hr/> |
| PROFIT FOR THE FINANCIAL YEAR | | 927 | 958 |

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 is disclosed in note 8 to the financial statements.

The notes on pages 10 to 14 form an integral part of the financial statements.

MORGAN STANLEY COOPER INVESTMENTS LIMITED*Registered number: 05699624***BALANCE SHEET****As at 31 December 2014**

| | Note | 2014 \$'000 | 2013 \$'000 |
|-----------------------------|------|----------------|----------------|
| CURRENT ASSETS | | | |
| Debtors | 6 | 41,419 | 40,492 |
| NET CURRENT ASSETS | | <u>41,419</u> | <u>40,492</u> |
| NET ASSETS | | <u>41,419</u> | <u>40,492</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 7 | 285,000 | 285,000 |
| Profit and loss account | 8 | (243,581) | (244,508) |
| SHAREHOLDERS' FUNDS | | <u>41,419</u> | <u>40,492</u> |

These financial statements were approved by the Board and authorised for issue on **25 AUGUST 2015**

Signed on behalf of the Board


Director

SCOTT NEELY

The notes on pages 10 to 14 form an integral part of the financial statements.

MORGAN STANLEY COOPER INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2014

1. ACCOUNTING POLICIES

The Company's principal accounting policies are summarised below and have been applied consistently throughout the current and prior year.

a. Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable UK company law and accounting standards.

b. The going concern assumption

The Company's business activities, together with the factors likely to affect its future development, performance and position, are reflected in the Strategic report on pages 1 to 3.

As set out in the Strategic report, retaining sufficient liquidity and capital to withstand market pressures remains central to the Morgan Stanley Group's and the Company's strategy.

Taking all of these factors into consideration, the Directors believe it is reasonable to assume that the Company will have access to adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual reports and financial statements.

c. Functional currency

Items included in the financial statements are measured and presented in US dollars, the currency of the primary economic environment in which the Company operates.

All currency amounts in the financial statements, Directors' report and Strategic report are rounded to the nearest thousand US dollars.

d. 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 prevailing at the dates of the transactions. All translation differences are taken through the profit and loss account and are presented in 'Other income' or 'Other expense'.

e. Recognition of income and expense

Interest income and expense

Interest income and interest expense are recognised on an accruals basis within 'Interest income' and 'Interest expense' in the profit and loss account.

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.

g. Cash flow statement

The Company's ultimate parent undertaking produces consolidated financial statements in which the Company is included and which are publicly available. 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 present a cash flow statement.

MORGAN STANLEY COOPER INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2014

2. INTEREST INCOME

| | 2014 \$'000 | 2013 \$'000 |
|---|----------------|----------------|
| Interest income from loans to Morgan Stanley Group undertakings | 935 | 958 |

3. OTHER EXPENSE

| | 2014 \$'000 | 2013 \$'000 |
|---|----------------|----------------|
| Auditor's remuneration: | | |
| Fees payable to the Company's auditor for the audit of the Company's financial statements | 8 | - |

The Company employed no staff during the year (2013: nil).

In the prior year, the fee for the audit of the Company's financial statements of \$8,000 was borne by another Morgan Stanley Group undertaking.

4. DIRECTORS' BENEFITS

The Company paid no remuneration to its Directors during the current or prior year. The charges in respect of Directors' qualifying services to the Company have been borne by another Morgan Stanley Group undertaking. The amount of remuneration received by Directors in respect of their qualifying services is disclosed below:

| | 2014 \$'000 | 2013 \$'000 |
|---|----------------|----------------|
| Total remuneration of all Directors: | | |
| Aggregate remuneration | 17 | 6 |
| Long term incentive schemes | 6 | 8 |
| | 23 | 14 |

Directors' remuneration has been calculated as the sum of cash, bonuses, and benefits in kind.

All Directors who are employees of the Morgan Stanley Group are eligible for shares and share options of the parent company, Morgan Stanley, awarded under the Morgan Stanley Group's equity-based long term incentive schemes. In accordance with Schedule 5 paragraph 1(3)(a) of The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, the above disclosures include neither the value of shares awarded, nor the gains made on exercise of share options. During the year under these incentive schemes, no Directors exercised share options (2013: none) and two Directors received deferred stock unit awards in respect of qualifying services (2013: two).

MORGAN STANLEY COOPER INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2014

4. DIRECTORS' BENEFITS (CONTINUED)

The value of assets (other than shares or share options) awarded under other long term incentive schemes has been included in the above disclosures when the awards vest, which is generally within three years from the date of the award.

There are two Directors to whom retirement benefits are accruing under a money purchase scheme (2013: three). One Director has retirement benefits accruing under a defined benefit scheme (2013: one).

The Company has not provided any loans or other credit advances to its Directors during the year.

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

Analysis of expense in the year

| | 2014 \$'000 | 2013 \$'000 |
|---|----------------|----------------|
| UK corporation tax at 21.49% (2013: 23.25%) | | |
| - Current year | - | - |
| Tax on profit on ordinary activities | - | - |

Factors affecting the current tax expense for the year

The current year UK taxation charge is lower (2013: lower) than that resulting from applying the average standard UK corporation tax rate for the year of 21.49% (2013: 23.25%). The main differences are explained below:

| | 2014 \$'000 | 2013 \$'000 |
|---|----------------|----------------|
| Profit on ordinary activities before tax | 927 | 958 |
| Profit on ordinary activities multiplied by the average standard rate of corporation tax in the UK of 21.49% (2013: 23.25%) | 199 | 223 |
| Effects of: | | |
| Group relief received for no cash consideration | (199) | (223) |
| Current tax expense for the year | - | - |

Finance Act 2013 enacted a reduction to the UK corporation tax rate to 21% with effect from 1 April 2014. This reduction in the tax rate did not impact the current tax charge in 2014 as the Company received group relief for no cash consideration.

Finance Act 2013 also enacted a reduction to the UK corporation tax rate to 20% with effect from 1 April 2015. This reduction in the rate may impact the current tax charge in future years.

MORGAN STANLEY COOPER INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2014

6. DEBTORS

| | 2014 \$'000 | 2013 \$'000 |
|--|----------------|----------------|
| Amounts due from Morgan Stanley Group undertakings | 41,419 | 40,492 |

7. CALLED UP SHARE CAPITAL

| | 2014 \$'000 | 2013 \$'000 |
|---|----------------|----------------|
| Allotted and fully paid: | | |
| 285,000,000 ordinary shares of \$1 each | 285,000 | 285,000 |
| 1 ordinary share of £1 | - | - |
| | <u>285,000</u> | <u>285,000</u> |

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

8. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

| | Called up share capital \$'000 | Profit and loss account \$'000 | Total \$'000 |
|-------------------------------|--------------------------------------|---|-----------------|
| At 1 January 2013 | 285,000 | (245,466) | 39,534 |
| Profit for the financial year | - | 958 | 958 |
| At 1 January 2014 | 285,000 | (244,508) | 40,492 |
| Profit for the financial year | - | 927 | 927 |
| At 31 December 2014 | <u>285,000</u> | <u>(243,581)</u> | <u>41,419</u> |

9. SEGMENTAL REPORTING

The Company has only one class of business as described in the Strategic report and operates in one geographic market, Europe, Middle East and Africa ("EMEA").

10. COMMITMENTS AND CONTINGENCIES

In 2011, the Company, as part of the sale of Oersted Investments LLP (the "Partnership"), provided an indemnity (in the legal form of a covenant to pay) to the purchaser relating to the pre-sale losses incurred by the Partnership (the "Indemnity"). The maximum amount payable under the Indemnity has been capped at \$23,061,000. It is considered not probable that a payment will have to be made pursuant to the Indemnity.

MORGAN STANLEY COOPER INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **Year ended 31 December 2014**

11. RELATED PARTY TRANSACTIONS

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

12. PARENT UNDERTAKINGS

The ultimate parent undertaking and controlling entity and the largest group of which the Company is a member and for which group financial statements are prepared is Morgan Stanley. Morgan Stanley is incorporated in the state of Delaware, the United States of America and copies of its financial statements can be obtained from www.morganstanley.com/investorrelations.

The Company's immediate controlling party is Morgan Stanley Longcross Limited which is registered in England and Wales. Copies of its financial statements can be obtained from the Registrar of Companies for England and Wales, Companies House, Crown Way, Cardiff CF14 3UZ.

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