

Registered Number: 4091663

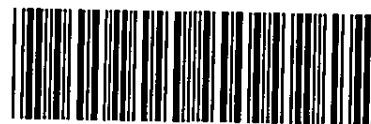
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MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

Report and financial statements

31 December 2012

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MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

CONTENTS	PAGE
Directors' report	1
Independent auditor's report	7
Profit and loss account	9
Balance sheet	10
Notes to the financial statements	11

MORGAN STANLEY MONTGOMERIE 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 16) for Morgan Stanley Montgomerie Investments Limited (the "Company") for the year ended 31 December 2012

RESULTS AND DIVIDENDS

The loss for the year, after tax, was \$24,545,000 (2011 \$121,379,000 profit after tax)

During the year no dividends were paid to the ordinary shareholders (2011 \$650,367,000)

PRINCIPAL ACTIVITY

The principal activity of 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 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 2012, global market and economic conditions have remained challenging with continuing concerns about the ongoing European sovereign debt crisis, lack of robust economic recovery in the United States ("US") and other developed markets and slowing economic growth in emerging markets. These on-going conditions present difficulties and uncertainty for the business outlook that may adversely impact the financial performance of the Company in the future

The profit and loss account for the year is set out on page 9. The loss for the year amounts to \$24,545,000, a reduction of \$145,924,000 from the profit generated in the prior year. This movement was primarily driven by a decrease in net interest income on intercompany balances as the majority of loans with other Morgan Stanley Group undertakings were recalled during the prior year to fund a reduction in the Company's capital and the payment of interim dividends. There was also an increase in interest expense in the year driven by interest payable on the intercompany loan from other Morgan Stanley Group subsidiary undertakings. This loan was taken out to facilitate the purchase of other Morgan Stanley group undertakings from the Company's parent. The Company has received full group relief and has therefore not accrued any corporation tax charge in the year (2011 \$nil)

The balance sheet for the Company is set out on page 10. Net liabilities at the end of the year were \$24,441,000 compared to net assets of \$104,000 at the end of the prior year. During the year, the Company increased its investments in subsidiary undertakings by \$1,689,764,000. This was financed through an intercompany loan from another Morgan Stanley Group undertaking.

As noted above, the Company is in a net liability position. The net liability position is due to amounts owing to fellow Morgan Stanley Group undertakings within the next 12 months, the demand for repayment of which is wholly within the control of the Morgan Stanley Group. As discussed in the Risk Management section below and in note 1(b) to the Company financial statements, the Company operates within the global liquidity management framework of the Morgan Stanley Group and relies on this framework to provide sufficient liquidity to meet its obligations.

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

DIRECTORS' REPORT

BUSINESS REVIEW (CONTINUED)

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 United States 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 both Morgan Stanley's and the Company's business activity and is managed within the context of the broader Morgan Stanley Group's business activities. The Morgan Stanley Group seeks to identify, assess, monitor and manage each of the various types of risk involved in its activities on a global basis, in accordance with defined policies and procedures and in consideration of the individual legal entities.

Market risk

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, implied volatilities (the price volatility of the underlying instrument imputed from option prices), correlations or other market factors, such as liquidity, will result in losses for a position or portfolio.

The Morgan Stanley Group manages the market risk associated with its trading activities on a global basis, at both a trading division and an individual product level, which includes consideration of market risk for each individual legal entity.

Credit risk

Credit risk refers to the risk of loss arising when a borrower, counterparty or issuer does not meet its obligations.

The Morgan Stanley Group manages credit risk exposure on a global consolidated basis as well as giving consideration to individual legal entities. It does this by ensuring transparency of material credit risks, ensuring compliance with established limits, approving material extensions of credit, escalating risk concentrations to appropriate senior management and mitigating credit risk through the use of collateral and other arrangements.

Liquidity and capital resources

Liquidity and funding risk refers to the risk that the Company will be unable to meet its funding obligations in a timely manner. Liquidity risk stems from the potential risk that the Company will be unable to obtain necessary funding through borrowing money at favourable interest rates or maturity terms, or selling assets in a timely manner and at a reasonable price.

The Morgan Stanley Group's senior management establishes the overall 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 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 Company to fulfil its financial obligations and support the execution of the Company's business strategies.

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

DIRECTORS' REPORT

BUSINESS REVIEW (CONTINUED)

Liquidity and capital resources (continued)

Morgan Stanley continues to actively manage its capital and liquidity position to ensure adequate resources are available to support the activities of the Morgan Stanley Group, including the Company, to enable the Morgan Stanley Group to withstand market stresses, and to meet regulatory stress testing requirements proposed by regulators globally. The Morgan Stanley Group uses Liquidity Stress Tests to model liquidity outflows across multiple scenarios over a range of time horizons. These scenarios contain various combinations of idiosyncratic and systemic stress events.

On 21 June 2012, Moody's Investor Services announced the conclusion of an industry-wide reassessment and revised ratings for 15 global capital markets banks. The Morgan Stanley Group's long- and short-term debt ratings were lowered two notches to Baa1/P-2 from A2/P-1, and a negative outlook was assigned.

While certain aspects of a credit ratings downgrade are quantifiable pursuant to contractual provisions, the impact it will have on the Morgan Stanley Group's business and results of operation in future periods is inherently uncertain and will depend on a number of inter-related factors, including among others, the magnitude of the downgrade, individual client behaviour and future mitigating actions the Morgan Stanley Group may take. The liquidity impact of additional collateral requirements is included in the Morgan Stanley Group's Liquidity Stress Tests.

Operational risk

Operational risk refers to the risk of financial or other loss, or damage to the Company's or the Morgan Stanley Group's reputation resulting from inadequate or failed internal processes, people, resources, systems or from other external events (e.g. fraud, legal and compliance risks, damage to physical assets, etc.). Legal, regulatory and compliance risk is included in the scope of operational risk and is discussed below under "Legal, regulatory and compliance risk".

The Morgan Stanley Group has established an operational risk management process that operates on a global and regional basis to identify, measure, monitor and control risk. Effective operational risk management is essential to reducing the impact of operational risk incidents and mitigating legal, regulatory, and reputational risks.

Legal, regulatory and compliance risk

Legal risk includes the risk of exposure to fines, penalties, judgements, damages and/or settlements in connection with regulatory or legal actions as a result of non-compliance with applicable legal or regulatory requirements and standards or litigation. Legal risk also includes contractual and commercial risk such as the risk that a counterparty's performance obligations will be unenforceable. The Morgan Stanley Group is generally subject to extensive regulation in the different jurisdictions in which it conducts its business. In the current environment of rapid and possibly transformational regulatory change, the Morgan Stanley Group also views regulatory change as a component of legal risk.

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

DIRECTORS' REPORT

BUSINESS REVIEW (continued)

Risk management (continued)

Legal and regulatory risk (continued)

The Morgan Stanley Group has established procedures based on legal and regulatory requirements on a worldwide basis that are designed to foster compliance with applicable statutory and regulatory requirements. The Morgan Stanley Group principally through the 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 Morgan Stanley Group has and 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 Morgan Stanley Group 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 Morgan Stanley Group.

Significant changes in the way that major financial services institutions are regulated are occurring in the United Kingdom ("UK"), Europe, the US and worldwide. The reforms being discussed and, in some cases already implemented, include several that contemplate comprehensive restructuring of the regulation of the financial services industry. Such measures will likely lead to stricter regulation of financial institutions generally, and heightened prudential requirements for systemically important firms in particular. Such measures could include taxation of financial transactions, liabilities and employee compensation as well as reforms of the over-the-counter ("OTC") derivatives markets such as mandated exchange trading and clearing, position limits, margin, capital and registration requirements. Changes in tax legislation in the UK and worldwide, such as taxation of financial transactions, liabilities and employees compensation, are also possible.

Many of these reforms if enacted, may materially affect the Company's and the Morgan Stanley Group's business, financial condition, results of operations and cash flows in the future.

DIRECTORS

The following Directors held office throughout the year and to the date of approval of this report (except where otherwise shown)

P K M Falk	(resigned 14 September 2012)
S I Merry	
J E Iragorri Rizo	(appointed 16 August 2012)
R M Taylor	(resigned 14 June 2012)

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

DIRECTORS' REPORT

DIRECTORS' 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

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

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

POLICY AND PRACTICE ON PAYMENT OF CREDITORS

It is the Company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the Company and its suppliers, providing that all trading terms and conditions have been complied with

As at 31 December 2012 the Company had no trade creditors (2011: nil)

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 MONTGOMERIE INVESTMENTS LIMITED

DIRECTORS' REPORT

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom 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 judgments 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



Director
S. Merry
15 August 2013

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

We have audited the financial statements of Morgan Stanley Montgomerie Investments Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes 1 to 16. 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. 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 2012 and of its loss 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 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 MONTGOMERIE 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

Dawn Johnston

Dawn Johnston FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Glasgow United Kingdom

16 August 2013

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 31 December 2012

	Note	2012 \$'000	2011 \$'000
Net gains on fixed asset investments			
- Subsidiary undertakings	2	-	8
Interest income	3	2	135,906
Interest expense	4	(24,547)	(10,789)
Other expense	5	-	(3,746)
(LOSS)/ PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(24,545)	121,379
Tax on (loss)/ profit on ordinary activities	7	-	-
(LOSS)/ PROFIT FOR THE FINANCIAL YEAR		(24,545)	121,379

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' deficit is disclosed in note 13 to the financial statements

The notes on pages 11 to 19 form an integral part of the financial statements

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

Registered number 4091663

BALANCE SHEET

As at 31 December 2012

	Note	2012 \$'000	2011 \$'000
FIXED ASSETS			
Investments			
- Subsidiary and associated undertakings	8	1,689,764	-
CURRENT ASSETS			
Loans and receivables			
- Debtors	9	106	181
		106	181
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
Financial liabilities at amortised cost	10	(1,714,311)	-
Other creditors	11	-	(77)
		(1,714,205)	104
NET CURRENT (LIABILITIES)/ ASSETS			
		(24,441)	104
NET (LIABILITIES)/ ASSETS			
		(24,441)	104
CAPITAL AND RESERVES			
Called up share capital	12	100	100
Profit and loss account	13	(24,541)	4
		(24,441)	104
SHAREHOLDERS' (DEFICIT)/ FUNDS			
		(24,441)	104

These financial statements were approved by the Board and authorised for issue on 15 August 2013

Signed on behalf of the Board

Director

S. Merry

The notes on pages 11 to 19 form an integral part of the financial statements

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

1. ACCOUNTING POLICIES

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

a) Basis of preparation

The financial statements are prepared under the historical cost convention, modified by the inclusion of financial instruments at fair value as described in note 1(e) below, and in accordance with applicable United Kingdom company law and accounting standards

The Company is not required to prepare consolidated financial statements by virtue of the exemption under section 400 of the Companies Act 2006. The results of the Company are included within the financial statements of Morgan Stanley & Co International plc, a company registered in England and Wales, which will prepare consolidated financial statements for the year to 31 December 2012. The financial statements therefore present information about the Company as an individual entity and not about its group.

The Company's UK parent undertaking, Morgan Stanley International Limited, presents information in accordance with Financial Reporting Standard ("FRS") 29 *Financial instruments: Disclosures* ("FRS 29"). Accordingly, the Company is exempt from the disclosure requirements of FRS 29.

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 Business Review section of the Directors' report on pages 1 to 4.

As set out in the Directors' report, retaining sufficient liquidity and capital to withstand market pressures remains central to the Morgan Stanley Group's and the Company's strategy. Although the Company is in a net liability position, the Company is performing in line with expectations and the net liability position is due to amounts owing to fellow Morgan Stanley Group undertakings within the next 12 months, the demand for repayment of which is wholly within the control of the Morgan Stanley Group.

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 report 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 and Directors' 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. Exchange differences recognised in the profit and loss account are presented in 'Other income' or 'Other expense', except where noted in 1(e) below.

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

1. ACCOUNTING POLICIES (CONTINUED)

e) Financial instruments

The Company classifies its financial assets into the following categories on initial recognition investments in subsidiary undertakings and loans and receivables

The Company classifies its financial liabilities into the following categories on initial recognition financial liabilities at amortised cost

More information regarding these classifications is included below

i) Investments in subsidiary undertakings

Investments in subsidiary undertakings outside the scope of FRS 26 *Financial instruments: Recognition and measurement* ("FRS 26") are recorded within 'Investments in subsidiary undertakings' and are stated at cost, less provision for any impairment. Interest (recognised on an accruals basis), dividend income (recognised when the Company's right to receive payment is established), impairment losses, reversals of impairment losses, and foreign exchange differences on monetary investments are all reported in the profit and loss account in 'Net gains on fixed asset investments in subsidiary undertakings'

On disposal of an investment in a subsidiary undertaking, the cumulative gain or loss is reclassified to the profit and loss account and reported in 'Gain/ (loss) on disposal of subsidiary undertakings'

ii) Loans and receivables and financial liabilities at amortised cost

Financial assets classified as loans and receivables are initially recognised on settlement date at fair value (see note 1(f) below) and subsequently measured at amortised cost less allowance for impairment. Interest is recognised in the profit and loss account in 'Interest income', using the effective interest rate method as described below. Transaction costs that are directly attributable to the acquisition of the financial asset are added to or deducted from the fair value on initial recognition. Impairment losses and reversals of impairment losses on financial assets classified as loans and receivables are recognised in the profit and loss account in 'Other expense'

Financial liabilities held at amortised cost are initially recognised on settlement date at fair value (see note 1(f) below) and subsequently measured at amortised cost. Interest is recognised in the profit and loss account in 'Interest expense' using the effective interest rate method as described below. Transaction costs that are directly attributable to the issue of the financial liability are added to or deducted from the fair value on initial recognition.

The effective interest rate method is a method of calculating the amortised cost of a financial asset or financial liability (or a group of financial assets or financial liabilities) and of allocating the interest income or interest expense over the expected life of the financial asset or financial liability. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or financial liability (or, where appropriate a shorter period) to the carrying amount of the financial asset or financial liability. The effective interest rate is established on initial recognition of the financial asset and financial liability. The calculation of the effective interest rate includes all fees and commissions paid or received, transaction costs, and discounts or premiums that are an integral part of the effective interest rate. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability.

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

1. ACCOUNTING POLICIES (CONTINUED)

f) Fair value of financial instruments

Fair value measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants at the measurement date.

The fair value of a financial instrument on initial recognition is the transaction price (i.e. the fair value of the consideration given or received).

g) Derecognition of financial assets and liabilities

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or where it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or they expire.

h) Impairment of financial assets

At each balance sheet date, an assessment is made as to whether there is any objective evidence of impairment in the value of financial assets classified as either available-for-sale, fixed asset investments, other fixed asset investments or loans and receivables. Impairment losses are recognised if an event has occurred which will have an adverse impact on the expected future cash flows of an asset and the expected impact can be reliably estimated.

Impairment losses on fixed asset investments in subsidiary undertakings are measured as the difference between cost and the current estimated recoverable amount. When the cost is less than the recoverable amount, an impairment is recognised within the profit and loss account in 'Net gains/ (losses) on fixed asset investments in subsidiary undertakings' and is reflected against the carrying amount of the impaired asset on the balance sheet.

Impairment losses on loans and receivables carried at amortised cost are measured as the difference between the carrying amount of the financial asset and the present value of estimated cash flows discounted at the asset's original effective interest rate. Such impairment losses are recognised in the profit and loss account within 'Other expense' and are recognised against the carrying amount of the impaired asset on the balance sheet. Interest on the impaired asset continues to be accrued on the reduced carrying amount based on the original effective interest rate of the asset.

i) 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.

j) 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 MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

2. NET GAINS ON FIXED ASSET INVESTMENTS

	2012	2011
	\$'000	\$'000
Income from investments in subsidiary undertakings	<u>-</u>	<u>8</u>

3. INTEREST INCOME

	2012	2011
	\$'000	\$'000
Interest income from loans to Morgan Stanley Group undertakings	<u>2</u>	<u>135 906</u>

4. INTEREST EXPENSE

	2012	2011
	\$'000	\$'000
Interest expense on loans from Morgan Stanley Group undertakings	<u>24,547</u>	<u>10 789</u>

5. OTHER EXPENSE

	2012	2011
	\$'000	\$'000
Foreign exchange losses	<u>-</u>	<u>3 746</u>

The Company employed no staff during the year (2011 \$nil)

The fees for the audit of the Company's statutory accounts of \$8,000 (2011 \$8 000) have been borne by another Morgan Stanley Group undertaking in both the current and prior year

6. DIRECTORS' BENEFITS

The Directors did not receive any remuneration for their qualifying services to the Company during the year (2011 \$nil)

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

7. TAX ON (LOSS)/ PROFIT ON ORDINARY ACTIVITIES

Analysis of expense/ (benefit) in the year

	2012 \$'000	2011 \$'000
UK corporation tax at 24.50% (2011: 26.49%)		
- Current year	-	-
Tax on (loss)/ profit on ordinary activities	-	-

Factors affecting the tax expense/ (benefit) for the year

The current year UK taxation expense/ (benefit) is lower than that resulting from applying the average standard UK corporation tax rate for the year of 24.50% (2011: 26.49%). The main differences are explained below:

	2012 \$'000	2011 \$'000
(Loss)/ Profit on ordinary activities before tax	(24,545)	121,379
(Loss)/ Profit on ordinary activities multiplied by the average standard rate of corporation tax in the UK of 24.50% (2011: 26.49%)	(6,014)	32,153
Effects of:		
Tax exempt income	-	(2)
Group relief surrendered/ (received) for nil consideration	6,014	(32,151)
Current tax expense/ (benefit) for the year	-	-

Finance Act 2011 enacted a reduction to the UK corporation tax rate to 25% with effect from April 2012. Finance Act 2012 increased the reduction by a further 1%. The combined reduction in the rate to 24% from April 2012 did not impact the current tax charge in 2012 as the Company surrendered group relief for no cash consideration.

Finance Act 2012 also enacted an additional reduction of 1% in the UK corporation tax rate to 23% with effect from April 2013. This further reduction in the tax rate may impact the current tax charge in 2013.

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

8. FIXED ASSET INVESTMENTS

Fixed asset investments in subsidiary undertakings

	Subsidiary undertakings \$'000
Cost	
At 1 January 2012	-
Additions	1,689,764
At 31 December 2012	<u>1,689,764</u>
Net book value	
At 31 December 2011	<u>-</u>
At 31 December 2012	<u>1,689,764</u>

On 30 May 2012, the Company purchased the following shareholdings from its immediate parent

- 100,000 A shares of €1 each and 300,000 B shares of €1 each in Morgan Stanley Langtree Investments B V for a total consideration of \$266 520,000
- 1 B Class ordinary share of \$1 in Carysforth Investments Limited for a total consideration of \$1
- 1 Ordinary share of £1 and 296,200,000 ordinary shares of \$1 each in Morgan Stanley Mallard Investments Limited for a total consideration of \$340,226,000
- 100,001 Ordinary shares of \$1 in Morgan Stanley Medway Investments Limited for a total consideration of \$100,000
- 1 000 Class A share of \$25 each and 42 Class B shares of \$25 each in Morgan Stanley Weaver S à r l for a total consideration of \$1,069,100 000
- 1 Ordinary share of £1 and 100,000 ordinary shares of \$1 each in Morgan Stanley Raleigh Investments Limited for a total consideration of \$102,000
- 18,000 Class A ordinary shares of \$1 each in Ramey S à r l for a total consideration of \$20,000
- 17,217 Ordinary shares of \$1 each in Morgan Stanley Equity Derivative Services (Luxembourg) S à r l for a total consideration of \$13 695,000

The Company funded the above transactions by borrowing \$1 689,764,000 from another Morgan Stanley Group undertaking

Ramey S à r l was placed into liquidation on 19 December 2012

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

8. FIXED ASSET INVESTMENTS (CONTINUED)

Subsidiaries and significant holdings

Details of the investments in which the Company holds more than 20% of the nominal value of any class of share capital, and investments with a book value greater than 20% of the Company's own assets at 31 December 2012, are as follows

Name of company	Country of incorporation	Type of shares held	Proportion of shares held	Proportion of voting rights	Nature of business
Morgan Stanley Equity Derivative Services (Luxembourg) S à r l	Luxemburg	Ordinary	100%	100%	Financial services
Morgan Stanley Langtree Investments B V	The Netherlands	Class A & B	100%	100%	Financial services
Morgan Stanley Mallard Investments Limited	England and Wales	Ordinary	100%	100%	Holding company
Morgan Stanley Medway Investments Limited	England and Wales	Ordinary	100%	100%	Holding company
Morgan Stanley Raleigh Investments Limited	England and Wales	Ordinary	100%	100%	Holding company
Morgan Stanley Weaver S à r l	Luxembourg	Class A & B	100%	100%	Financial services
Ramey S à r l	Luxembourg	Class A	100%	100%	Financial services
Morgan Stanley Millbrae Investments B V	The Netherlands	Preference*	100%	33%	Financial services
Morgan Stanley Millbrae Investments B V	The Netherlands	Class A*	100%	67%	Financial services
Morgan Stanley Cadzand III Limited	Cayman Islands	A* & B* Ordinary	100%	100%	Holding company
Morgan Stanley Oostburg B V	The Netherlands	Ordinary*	100%	100%	Financial services
Morgan Stanley Oostburg & Partners S e c s	Luxembourg	General Partnership Interest*	100%	20%	Financing Partnership
Morgan Stanley Oostburg & Partners S e c s	Luxembourg	A Limited Partnerships Interest*	100%	3 81%	Financing partnership
Morgan Stanley Oostburg and Partners S e c s	Luxembourg	B Limited Partnerships Interest*	100%	76 19%	Financing partnership

An * denotes shareholdings attributed to the Company which are not all held directly by the Company

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

9. DEBTORS

	2012 \$'000	2011 \$'000
Debtors classified within loans and receivables at amortised cost		
Amounts due from Morgan Stanley Group undertakings	<u>106</u>	<u>181</u>

10. FINANCIAL LIABILITIES AT AMORTISED COST

	2012 \$'000	2011 \$'000
Financial liabilities at amortised cost falling due within one year		
Amounts owing to Morgan Stanley Group undertakings	<u>1,714,311</u>	<u>-</u>

Preference shares

	2012 Number	2011 Number	2012 \$'000	2011 \$'000
Allotted and fully paid preference shares of \$1 each, classified as financial liabilities				
At 1 January	-	5,000	-	5
Cancelled in the year	-	(5 000)	-	(5)
At 31 December	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total share capital and accrued dividends classified within liabilities			<u>-</u>	<u>-</u>

11. OTHER CREDITORS

	2012 \$'000	2011 \$'000
Amounts falling due within one year		
Corporation tax payable	<u>-</u>	<u>77</u>

12. CALLED UP SHARE CAPITAL

	2012 \$'000	2011 \$'000
Allotted and fully paid:		
100,000 ordinary shares of \$1 each	100	100
1 ordinary share of £1	<u>-</u>	<u>-</u>
	<u>100</u>	<u>100</u>

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

MORGAN STANLEY MONTGOMERIE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

13. RECONCILIATION OF SHAREHOLDERS' FUNDS/ (DEFICIT) AND MOVEMENTS ON RESERVES

	Called up share capital \$'000	Share premium account \$'000	Profit and loss account \$'000	Total \$'000
At 1 January 2011	1,585,149	14,851	528,992	2,128,992
Profit for the year	-	-	121,379	121,379
Dividends	-	-	(650,367)	(650,367)
Redemption of shares	(1,585,049)	(14,851)	-	(1,599,900)
At 1 January 2012	100	-	4	104
Loss for the year	-	-	(24,545)	(24,545)
At 31 December 2012	100	-	(24 541)	(24 441)

14. SEGMENTAL REPORTING

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

15. 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.

16. 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 Turnberry Limited, which is registered in England and Wales. Copies of the 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.