

VICTORIA PEAK INTERNATIONAL FINANCE LIMITED

To the Distributors of the Notes:

Bank of Communications Co., Ltd. Hong Kong Branch	ICEA Securities Ltd.
CITIC Ka Wah Bank Limited	Chong Hing Bank Limited
Core Pacific-Yamaichi International (H.K.) Limited	MEVAS Bank Limited
Dah Sing Bank, Limited	Public Bank (Hong Kong) Limited
	Wing Hang Bank, Ltd.
	Wing Lung Bank Limited

Octave Notes Series 19

USD Credit-Linked Secured Callable Step-up Fixed Rate Notes due 2011 and extendable to 2014 (ISIN: XS0315036987) ("Tranche A Notes")

HKD Credit-Linked Secured Callable Step-up Fixed Rate Notes due 2011 and extendable to 2014 (ISIN: XS0315037449) ("Tranche B Notes")

(each a "Tranche" and the notes of any or all Tranches, the "Notes") issued by Victoria Peak International Finance Limited pursuant to its Retail Note Programme (the "Programme")

We refer to our notice to distributors of the Notes informing you of recent credit events which have occurred in relation to the Underlying Securities for the Notes.

We are now in a position to provide you with further written information on the consequences of those credit events. As previously, although we are under no obligation to provide information in respect of the Notes or the Underlying Securities beyond that specified in the Offering Documents, in the present exceptional circumstances we believe it may be helpful to write to all Distributors to provide this further information.

As at the date of this notice, the Underlying Securities for the Notes consist of Series 2007-32 Floating Rate Notes due 2011 extendable to 2014 issued by Morgan Stanley ACES SPC acting for the account of the Series 2007-32 Segregated Portfolio (the "**Underlying Securities**"). The Underlying Securities are Synthetic CDO Securities referenced to 121 Reference Entities, as defined and further described in the Private Placement Memorandum Supplement of the Underlying Securities dated 9 August 2007 (the "**PPMS**").

Since the issue date of the Underlying Securities, Credit Events have occurred in respect of:

- Federal Home Loan Mortgage Corporation;
- Federal National Mortgage Association;
- Lehman Brothers Holdings Inc.;
- Washington Mutual, Inc.

Whilst these are not Companies under the Notes, they are Reference Entities under the Underlying Securities. We have set out in Part A of the Annex below the following information in relation to the loss calculations in respect of the Underlying Securities following the occurrence of the Credit Events referred to above: the Reference Entity Notional Amount which applies to each Reference Entity and, in respect of each of the Credit Events referred to above, the Weighted Average Final Price, the Reference Value and the Loss Amount.

As of the date of this notice, the occurrence of these Credit Events has not resulted in an Underlying Securities Default Event or a Mandatory Redemption Event in relation to the Notes. The Issuer can give no assurance as to whether an Underlying Securities Default Event or a Mandatory Redemption Event will or will not occur in relation to the Notes in the future.

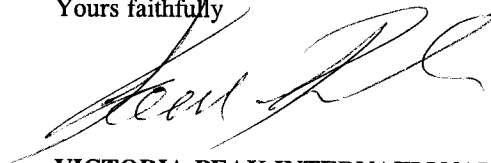
The Aggregate Loss Amount as at the date hereof, being the sum of the Loss Amounts determined in respect of each of the Credit Events which have occurred in relation to the Underlying Securities since the issue date of the Underlying Securities, is USD45,036,750. The remaining threshold amount of the Underlying Securities (also sometimes referred to as the remaining subordination) after taking into account the occurrence of the Credit Events in respect of the above Reference Entities and the related loss calculations is USD155,811,150 (being the difference between the Lower Threshold Amount of USD200,847,900 and the Aggregate Loss Amount of USD45,036,750). For your convenience, we have set out in Part B of the Annex below the Lower Threshold Amount for the Underlying Securities (which is extracted from the PPMS for the Underlying Securities) and the current Aggregate Loss Amount.

We attach a set of Frequently Asked Questions in relation to the contents of this notice which will be posted on the following website: www.morganstanley.com/octavenotes. We would encourage you to provide the information contained in this notice and the Frequently Asked Questions to your customers who invested in the Notes.

If you have any questions or queries regarding this notice or the Notes, please consult your own legal, tax, accountancy or other professional adviser as you may see fit.

Capitalised terms used but not otherwise defined in this notice or otherwise specified shall have the meanings ascribed thereto in the Issue Prospectus relating to the Notes dated 25 June 2007 or the PPMS.

Yours faithfully



VICTORIA PEAK INTERNATIONAL FINANCE LIMITED

BY:

Kareem Robinson

8 December 2008

Director

OCTAVE NOTES SERIES 19

ANNEX TO NOTICE TO DISTRIBUTORS DATED 8 DECEMBER 2008

Part A

Reference Entity Notional Amount, Weighted Average Final Price, Reference Value and Loss Amount for each Reference Entity referred to above

Reference Entity	Reference Entity Notional Amount (USD)	Weighted Average Final Price	Reference Value (USD)	Loss Amount (USD)
Federal National Mortgage Association (Subordinated)	33,000,000	99.90%	32,967,000	33,000
Federal Home Loan Mortgage Corporation (Subordinated)	33,000,000	98.00%	32,340,000	660,000
Lehman Brothers Holdings Inc.	33,000,000	8.625%	2,846,250	30,153,750
Washington Mutual, Inc.	33,000,000	57.00%	18,810,000	14,190,000

Part B

Lower Threshold Amount, Aggregate Loss Amount and remaining threshold amount in respect of the Underlying Securities as at the date of this notice

Lower Threshold Amount (USD)	Aggregate Loss Amount (USD)	Remaining threshold amount (USD)
200,847,900	45,036,750	155,811,150