

SUPPLEMENTARY BASE PROSPECTUS DATED 28 JANUARY 2008

This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser.

Pinnacle Performance Limited

(Incorporated with limited liability in the Cayman Islands)

U.S.\$5,000,000,000 Structured Note Programme

Arranger

MORGAN STANLEY ASIA (SINGAPORE) PTE.

A copy of this Supplementary Base Prospectus has been lodged with the Monetary Authority of Singapore (the “**Authority**”) on 28 January 2008 under section 241(1) of the Securities and Futures Act, Chapter 289 of Singapore (“**SFA**”). The Authority assumes no responsibility for the contents of this Supplementary Base Prospectus. Lodgment of this Supplementary Base Prospectus with the Authority does not imply that the SFA, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the structured notes being offered for investment.

This Supplementary Base Prospectus is supplemental to the base prospectus (the “**Original Base Prospectus**”) dated 7 August 2006 in relation to the U.S.\$5,000,000,000 Structured Note Programme of Pinnacle Performance Limited, which was registered by the Authority on 7 August 2006, as supplemented by the Supplementary Base Prospectuses which were lodged with the Authority on 24 April 2007 and 13 August 2007 (the “**Initial Supplementary Base Prospectuses**”), and the Original Base Prospectus as supplemented by the Initial Supplementary Base Prospectus, the “**Base Prospectus**”).

Terms defined and references construed in the Base Prospectus shall have the same meaning and construction in this Supplementary Base Prospectus. This Supplementary Base Prospectus should be read and construed in conjunction, and as one document, with the Base Prospectus.

The Base Prospectus is hereby amended on and with effect from the date of this Supplementary Base Prospectus as follows:

DESCRIPTION OF THE ISSUER IN THE BASE PROSPECTUS

The paragraph headed “Management” in the section headed “Description of the Issuer” in Part 1 of the Base Prospectus as replaced by the section headed “Description of the Issuer in the Base Prospectus” in the Supplementary Base Prospectus dated 13 August 2007 shall be deleted in its entirety and replaced with the following:

“Management

The directors of the Issuer, their respective business addresses and other principal activities with effect from the respective date below are:

<u>Name</u>	<u>Address</u>	<u>Occupation</u>	<u>Date of appointment</u>
Christopher Ruark	Le Masurier House, La Rue Le Masurier, St Helier, Jersey, Channel Islands	Administrator	23 May 2007
Daniel Rewalt	Le Masurier House, La Rue Le Masurier, St Helier, Jersey, Channel Islands	Administrator	6 June 2007
Mark Hill (Alternate Director to Christopher Ruark).....	Le Masurier House, La Rue Le Masurier, St Helier, Jersey, Channel Islands	Administrator	21 September 2007

Each of the directors of the Issuer is entitled to be reimbursed for costs and expenses properly and reasonably incurred in connection with his duties.”