

SUPPLEMENTARY BASE PROSPECTUS DATED 24 APRIL 2007

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 DEAN WITTER ASIA (SINGAPORE) PTE

A copy of this Supplementary Base Prospectus has been lodged with and registered by the Monetary Authority of Singapore (the “**Authority**”) on 24 April 2007 under section 241(1A) of the Securities and Futures Act, Chapter 289 of Singapore (“**SFA**”). The Authority assumes no responsibility for the contents of this Base Prospectus. Registration of this Supplementary Base Prospectus by 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 “**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. No other supplementary or replacement base prospectus to the Base Prospectus has been lodged with the Authority.

This Supplementary Base Prospectus describes the modifications to the Base Prospectus to include the details in relation to the change of name of Morgan Stanley & Co. International Limited to Morgan Stanley & Co. International plc.

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:

1. CHANGE OF NAME

(a) Save for the references in the Relevant Paragraph, all references to “Morgan Stanley & Co. International Limited” in the Base Prospectus shall be deleted and replaced with “Morgan Stanley & Co. International plc”. For the avoidance of doubt, the Determination Agent, Forward Counterparty, Dealer and Market Agent shall be Morgan Stanley & Co. International plc, unless otherwise stated in the Applicable Pricing Statement.

(b) All references to “MSIL” in the Base Prospectus shall be deleted and replaced with “MSIplc”.

2. CHANGE OF FORWARD COUNTERPARTY DESCRIPTION

The paragraph describing the Forward Counterparty in the Section “Overview of Parties to the Programme - The Swap Counterparty, the Forward Counterparty and the Swap Guarantor” in Part 1 of the Base Prospectus is deleted and replaced with the following (the “**Relevant Paragraph**”):

“Morgan Stanley & Co. International Limited (“MSIL”) was incorporated under the law of England and Wales on 28 October 1986 and has its registered offices at 25 Cabot Square, Canary Wharf, London E14 4QA. On 13 April 2007, MSIL was re-registered as a public limited company and its name was changed from Morgan Stanley & Co. International Limited to Morgan Stanley & Co. International plc (“MSIplc”). MSIplc is a wholly-owned subsidiary of Morgan Stanley. The principal activity of MSIplc is the provision of financial services to corporations, governments, financial institutions and individual investors. It is authorised and regulated by the Financial Services Authority in the United Kingdom.”