

Morgan Stanley & Co. Incorporated

Consolidated Statement of Financial Condition

(Unaudited) May 31, 2004

Investments and services are offered through Morgan Stanley & Co. Incorporated.

Morgan Stanley

Morgan Stanley & Co. Incorporated

Consolidated Statement of Financial Condition

(Unaudited)

(In thousands of dollars, except share data)

May 31, 2004

Assets

Cash	\$ 96,697
Cash and securities deposited with clearing organizations or segregated under federal and other regulations (securities at fair value of \$26,880,768)	32,177,355
Financial instruments owned (\$39,395,484 was pledged to various parties):	
U.S. government and federal agency	28,369,582
Corporate and other debt	25,192,874
Corporate equities	10,853,288
Derivative contracts	4,634,151
Securities purchased under agreements to resell	89,207,757
Securities received as collateral	32,477,431
Securities borrowed	181,315,018
Receivables:	
Customers	24,667,711
Brokers, dealers and clearing organizations	10,934,161
Interest and dividends	1,285,255
Fees and other	1,001,065
Property, equipment and leasehold improvements, at cost (less accumulated depreciation and amortization of \$206,166)	87,476
Other assets	272,840
Total assets	<u>\$442,572,661</u>

Liabilities and Stockholder's Equity

Short-term borrowings:	
Affiliates	\$ 22,449,291
Other	603,905
Financial instruments sold, not yet purchased:	
U.S. government and federal agency	41,276,287
Corporate and other debt	4,937,300
Corporate equities	5,650,543
Derivative contracts	7,496,568
Securities sold under agreements to repurchase	123,953,553
Obligation to return securities received as collateral	32,477,429
Securities loaned	101,762,368
Payables:	
Customers	69,063,647
Brokers, dealers and clearing organizations	18,208,605
Interest and dividends	1,387,622
Other liabilities and accrued expenses	3,394,449
	<u>432,661,567</u>
Subordinated liabilities	<u>4,549,500</u>
Stockholder's equity:	
Common stock (\$25 par value, 1,000 shares authorized, issued and outstanding)	25
Paid-in capital	260,922
Retained earnings	5,100,647
Total stockholder's equity	<u>5,361,594</u>
Total liabilities and stockholder's equity	<u>\$442,572,661</u>

See Notes to Consolidated Statement of Financial Condition.

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Notes to Consolidated Statement of Financial Condition

(Unaudited)

(In thousands of dollars, except where noted)

May 31, 2004

NOTE 1 -

Introduction and Basis of Presentation

The Company

Morgan Stanley & Co. Incorporated ("MS&Co."), together with its wholly owned subsidiaries, (the "Company") provides a wide range of financial and securities services. Its businesses include securities underwriting and distribution; financial advisory services, including advice on mergers and acquisitions, restructurings, real estate and project finance; sales, trading, financing and market-making activities in equity securities and related products and fixed income securities and related products including foreign exchange. The Company provides its products and services to a large and diversified group of clients and customers, including corporations, governments, financial institutions and individuals.

MS&Co. and certain of its subsidiaries are registered with the Securities and Exchange Commission ("SEC") as broker-dealers. MS&Co. is also registered as a futures commission merchant with the Commodity Futures Trading Commission ("CFTC"). The Company is a wholly owned subsidiary of Morgan Stanley (the "Parent").

Basis of Financial Information

The consolidated statement of financial condition is prepared in accordance with accounting principles generally accepted in the U.S., which require the Company to make estimates and assumptions regarding the valuations of certain financial instruments, the outcome of litigation and other matters that affect the consolidated statement of financial condition and related disclosures. The Company believes that the estimates utilized in the preparation of the consolidated statement of financial condition are prudent and reasonable. Actual results could differ materially from these estimates.

The consolidated statement of financial condition includes the accounts of MS&Co. and its wholly owned subsidiaries and other entities in which the Company has a controlling financial interest. The Company's policy is to consolidate all entities in which it owns more than 50% of the outstanding voting stock unless it does not control the entity. In accordance with Financial Accounting Standards Board ("FASB") Interpretation No. 46, "Consolidation of Variable Interest Entities" ("FIN 46"), as revised, the Company also consolidates any variable

interest entities for which it is the primary beneficiary. For investments in companies in which the Company has significant influence over operating and financial decisions (generally defined as owning a voting or economic interest of 20% to 50%), the Company applies the equity method of accounting. In those cases where the Company's investment is less than 20% and significant influence does not exist, such investments are carried at cost.

All material intercompany accounts and transactions have been eliminated in consolidation.

Related Party Transactions

The Company has transactions with the Parent and its affiliates, including leasing arrangements, the performance of administrative services and the execution of securities transactions with and on behalf of affiliates.

Receivables from affiliated companies as of May 31, 2004 are comprised of:

Securities purchased under agreements to resell ("reverse repurchase agreements")	\$54,917,198
Securities borrowed	24,561,139
Customers	988,972
Brokers, dealers and clearing organizations	6,389,103
Interest and dividends	669,165
Fees and other	111,078
	<u>\$87,636,655</u>

Payables to affiliated companies as of May 31, 2004 are comprised of:

Securities sold under agreements to repurchase ("repurchase agreements")	\$13,453,656
Securities loaned	48,071,900
Customers	1,290,262
Brokers, dealers and clearing organizations	14,350,876
Interest and dividends	707,380
Other liabilities and accrued expenses	91,238
	<u>\$77,965,312</u>

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NOTE 2 -

Summary of Significant Accounting Policies

Financial Instruments Used for Trading

Financial instruments owned and financial instruments sold, not yet purchased, which include cash and derivative products, are recorded at fair value in the consolidated statement of financial condition. Fair value is the amount at which financial instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The price transparency of the particular product will determine the degree of judgment involved in determining the fair value of the Company's financial instruments. Price transparency is affected by a wide variety of factors, including, for example, the type of product, whether it is a new product and not yet established in the marketplace, and the characteristics particular to the transaction. Products for which actively quoted prices or pricing parameters are available or for which fair value is derived from actively quoted prices or pricing parameters will generally have a higher degree of price transparency. By contrast, products that are thinly traded or not quoted will generally have reduced to no price transparency.

A substantial percentage of the fair value of the Company's financial instruments owned and financial instruments sold, not yet purchased, is based on observable market prices, observable market parameters, or is derived from such prices or parameters. The availability of observable market prices and pricing parameters can vary from product to product. Where available, observable market prices and pricing parameters in a product (or a related product) may be used to derive a price without requiring significant judgment. In certain markets, observable market prices or market parameters are not available for all products and fair value is determined using techniques appropriate for each particular product. These techniques may involve some degree of judgment.

The fair value of over-the-counter ("OTC") derivative contracts is derived primarily using pricing models, which may require multiple market input parameters. Where appropriate, valuation adjustments are made to account for credit quality and market liquidity. These adjustments are applied on a constant basis and are based upon observable market data where available. In the absence of observable market prices or parameters in an active market, observable prices or parameters of other comparable current market transactions, or other observable data supporting a fair value based on a pricing model at the inception of a contract, fair value is based on the

transaction price. The Company also uses pricing models to manage the risks introduced by OTC derivatives. Depending on the product and the terms of the transaction, the fair value of OTC derivative products can be modeled using a series of techniques, including closed form analytic formulae, such as the Black-Scholes option pricing model, simulation models or a combination thereof, applied consistently. In the case of more established derivative products, the pricing models used by the Company are widely accepted by the financial services industry. Pricing models take into account the contract terms, including the maturity, as well as market parameters such as interest rates, volatility and the creditworthiness of the counterparty.

Property, Equipment and Leasehold Improvements

Depreciation and amortization of property, equipment and leasehold improvements are provided principally by the straight-line method over the estimated useful life of the asset. Estimates of useful lives are 7 years for furniture and fixtures and 3 to 5 years for computer and communication equipment. Leasehold improvements are amortized over the lesser of the estimated useful life of the asset or, where applicable, the remaining term of the lease, but generally not exceeding 15 years.

Customer Transactions

Customers' securities transactions are recorded on a settlement date basis with related commission revenues and expenses recorded on trade date basis.

Investment Banking

Underwriting revenues and fees for mergers, acquisitions and advisory assignments are recorded when services for the transactions are determined to be completed, generally as set forth under the terms of the engagement. Transaction-related expenses, primarily consisting of legal, travel and other costs directly associated with the transaction, are deferred to match revenue recognition.

Income Taxes

Income tax expense is provided using the asset and liability method, under which deferred tax assets and liabilities are determined based upon the temporary differences between the financial statement and income tax bases of assets and liabilities, using currently enacted tax rates.

Foreign Currency Transactions

Non-U.S. dollar denominated assets and liabilities are translated at period end rates of exchange.

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Securitization Activities

The Company engages in securitization activities related to residential mortgage loans, U.S. agency collateralized mortgage obligations, municipal bonds and other types of financial assets. The Company may retain interests in the securitized financial assets as one or more tranches of the securitization and rights to any excess cash flows remaining after payments to investors in the securitization trusts of their contractual rate of return. The exposure to credit losses from securitized financial assets is limited to the Company's retained interest in securitized financial assets. The gain or loss on the sale of financial assets depends in part on the previous carrying amount of the assets involved in the transfer allocated between the assets sold and the retained interests based upon their respective fair values at the date of sale. To obtain fair values, observable market prices are used if available. However, observable market prices are generally not available for retained interests, so the Company estimates fair value based on the present value of expected future cash flows using its best estimates of the key assumptions, including forecasted credit losses, payment rates, forward yield curves and discount rates commensurate with the risks involved.

NOTE 3 -**Securities Financing and Securitization Transactions**

Securities purchased under agreements to resell ("reverse repurchase agreements") and Securities sold under agreements to repurchase ("repurchase agreements"), principally U.S. government and federal agency securities, are treated as financing transactions and are carried at the amounts at which the securities subsequently will be resold or reacquired as specified in the respective agreements; such amounts include accrued interest. Reverse repurchase and repurchase agreements are presented on a net-by-counterparty basis, when appropriate. The Company's policy is to take possession of securities purchased under agreements to resell. Securities borrowed and securities loaned are also treated as financing transactions and are carried at the amounts of cash collateral advanced and received in connection with the transactions.

The Company pledges its financial instruments owned to collateralize repurchase agreements and other securities financing. Pledged securities that can be sold or repledged by the secured party are identified as financial instruments owned (pledged to various parties) on the consolidated statement of financial condition. The carrying value and classification of securities owned by the Company that have been loaned or pledged to counterparties where those parties do not have the right to sell or repledge the collateral were as follows:

May 31, 2004

Financial instruments owned:	
U.S. government and federal agency	\$10,642,000
Corporate and other debt	5,761,000
Corporate equities	6,337,000
Total	<u>\$22,740,000</u>

The Company enters into reverse repurchase agreements, repurchase agreements, securities borrowed and securities loaned transactions to, among other things, finance the Company's inventory positions, acquire securities to cover short positions and settle other securities obligations and to accommodate customers' needs. The Company also engages in securities financing transactions for customers through margin lending. Under these agreements and transactions, the Company either receives or provides collateral, including U.S. government and agency securities, other sovereign government obligations, corporate and other debt, and corporate equities. The Company receives collateral in the form of securities in connection with reverse repurchase agreements, securities borrowed transactions and customer margin loans. In many cases, the Company is permitted to sell or repledge these securities held as collateral and use the securities to secure repurchase agreements, to enter into securities lending transactions or for the delivery to counterparties to cover short positions. At May 31, 2004, the fair value of securities received as collateral where the Company is permitted to sell or repledge the securities was \$468,300,000 and the fair value of the portion that has been sold or repledged was \$444,276,000.

On the consolidated statement of financial condition, the Company recognized the fair value of an asset for securities received as collateral (as opposed to cash received as collateral) in certain securities lending transactions, and a corresponding liability, obligation to return securities received as collateral.

The Company manages credit exposure arising from reverse repurchase agreements, repurchase agreements, securities borrowed transactions and securities loaned transactions by, in appropriate circumstances, entering into master netting agreements and collateral arrangements with counterparties that provide the Company, in the event of a customer default, the right to liquidate collateral and the right to offset a counterparty's rights and obligations. The Company also monitors the fair value of the underlying securities as compared with the related receivable or payable, including accrued interest, and, as necessary, requests additional collateral to ensure such transactions are adequately collateralized. Where deemed appropriate, the Company's agreements with third parties specify its rights to request additional collateral.

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Customer receivables generated from margin lending activity are collateralized by customer-owned securities held by the Company. For these transactions, the Company's collateral policies significantly limit the Company's credit exposure in the event of customer default. The Company may request additional margin collateral from customers, if appropriate, and

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Capital, as defined. As of May 31, 2004, the Company was in compliance with all restrictive covenants.

NOTE 5 - Subordinated Liabilities

Subordinated liabilities consist of a Cash Subordination Agreement and a Subordinated Revolving Credit Agreement with the Parent and a Subordinated Indenture ("Indenture") with Bank One Trust Company, as trustee, dated September 12, 1994, and modified as of November 28, 1995 and April 24, 1997.

The Cash Subordination Agreement is for \$2,500,000, bears interest at 6.55% per annum and has a maturity date of April 30, 2007. Additionally, \$1,700,000 is payable under the Company's \$5,000,000 Subordinated Revolving Credit Agreement which has a commitment termination date and maturity date of April 30, 2006 and April 30, 2007, respectively. Interest on this borrowing is payable at rates based upon the federal funds rate or the London Interbank Offered Rate.

The Indenture is comprised of the following:

Subordinated Notes	Maturity Date	Interest Rate	Amount
Series B	March 1, 2005	8.51%	\$243,000
Series E	June 1, 2006	7.28%	81,500
Series F	June 1, 2016	7.82%	25,000
Total			<u>\$349,500</u>

The Indenture contains restrictive covenants which require, among other things, that the Company maintain specified levels of Consolidated Tangible Net Worth and Net Capital, each as defined. As of May 31, 2004, the Company was in compliance with all restrictive covenants.

The estimated fair value of the Company's subordinated liabilities, based on rates available to the Company at May 31, 2004 for debt with similar terms and maturities, was approximately \$4,786,000.

NOTE 6 - Commitments and Contingencies

The Company has non-cancelable operating leases covering office space and equipment. At May 31, 2004, future minimum rental commitments under such leases were as follows:

Fiscal Year	Amount
2004	\$ 61,800
2005	121,009
2006	109,903
2007	85,926
2008	67,743
Thereafter	331,069
Total	<u>\$777,450</u>

Occupancy lease agreements, in addition to base rentals, generally provide for rent and operating expense escalations resulting from increased assessments for real estate taxes and other charges.

The Company had approximately \$2,660,703 of letters of credit outstanding at May 31, 2004 to satisfy various collateral requirements.

Financial instruments sold, not yet purchased represent obligations of the Company to deliver specified financial instruments at contracted prices, thereby creating commitments to purchase the financial instruments in the market at prevailing prices. Consequently, the Company's ultimate obligation to satisfy the sale of financial instruments sold, not yet purchased may exceed the amounts recognized in the consolidated statement of financial condition.

At May 31, 2004, the Company had commitments to enter into reverse repurchase and repurchase agreements of approximately \$25,425,591 and \$14,050,462, respectively.

In the normal course of business, the Company has been named from time to time as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with its activities as a diversified financial services institution. Certain of the legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. The Company also is involved, from time to time, in investigations and proceedings by governmental and self-regulatory agencies, certain of which may result in adverse judgments, fines or penalties. The number of these investigations and proceedings has increased in recent years with regard to many firms, including the Company. In some cases, the issuers that would otherwise be the primary defendants in such cases are bankrupt or otherwise in financial distress.

In view of the inherent difficulty of predicting the outcome of such matters, particularly in cases in which claimants seek substantial or indeterminate damages, the Company cannot predict with certainty the eventual loss or range of loss related

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to such matters. The Company is contesting liability and/or the amount of damages in each pending matter and believes, based on current knowledge and after consultation with counsel, that the outcome of each matter will not have a material adverse effect on the consolidated financial condition of the Company.

**NOTE 7 -
Trading Activities****Trading**

The Company's trading strategies rely on the integrated management of its client-driven and proprietary transactions, along with the hedging and financing of these positions. While trading activities are generated by client order flow, the Company also takes proprietary positions based on expectations of future market movements and conditions.

The Company manages its trading businesses by product groupings and therefore has established distinct trading divisions having responsibility for equity and fixed income (including foreign exchange) products. Because of the integrated nature of the markets for such products, each product area trades cash instruments as well as related derivative products (e.g., options, futures and forwards with respect to such underlying instruments).

The Company's trading portfolios are managed with a view toward the risk and profitability of the portfolios. The nature of the equities and fixed income activities conducted by the Company, including the use of derivative products in these businesses, and the market, credit and concentration risk management policies and procedures covering these activities are discussed below.

Equities

The Company makes markets and trades in the global secondary markets for equities and convertible debt and is a dealer in exchange traded and OTC equity options, exchange traded funds and index futures. The Company's activities as a dealer primarily are client-driven, with the objective of meeting clients' needs while earning a spread between the premiums paid or received on its contracts with clients and the cost of hedging such transactions in the cash or forward market or with other derivative transactions. The Company limits its market risk related to these contracts, which stems primarily from underlying equity/index price and volatility movements, by employing a variety of hedging strategies. The Company also takes proprietary positions in the global equity markets by using derivatives, most commonly futures and options, in

addition to cash positions, intending to profit from market price and volatility movements in the underlying equities or indices positioned.

The counterparties to the Company's equity transactions include commercial banks, investment banks, broker-dealers, investment funds and industrial companies.

Fixed Income

The Company makes markets and trades in fixed income securities and related products, including preferred stock, investment grade corporate debt, high-yield securities, U.S. government securities, municipal securities, and commercial paper, money market and other short-term securities. The Company also makes markets in, and acts as principal with respect to, mortgage-related and other asset-backed securities. In addition, the Company is a dealer in listed options on U.S. government bonds. The Company also takes positions in futures and options.

The Company also uses mortgage-backed forward agreements ("TBAs") in its role as a dealer in mortgage-backed securities and facilitates customer trades by taking positions in the TBA market. Typically, these positions are hedged by offsetting TBA contracts or underlying cash positions.

The Company is a market-maker in a number of foreign currencies. It actively trades currencies with its customers on a principal basis in the spot and forward markets earning a dealer spread. In connection with its market-making activities, the Company seeks to manage its market risk by entering into offsetting positions. The Company also takes proprietary positions in currencies to profit from market price and volatility movements in the currencies positioned.

The majority of the Company's foreign exchange business relates to major foreign currencies such as yen, euros, pound sterling, Swiss francs and Canadian dollars. The balance of the business covers a broad range of other currencies.

The counterparties to the Company's fixed income and foreign exchange transactions include investment advisors, commercial banks, insurance companies, investment banks, broker-dealers, investment funds and industrial companies.

Risk Management

The Company's risk management policies and related procedures are integrated with those of the Parent and its other consolidated subsidiaries. These policies and related procedures are administered on a coordinated global basis with

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consideration given to each subsidiary's, including the Company's, specific capital and regulatory requirements. For the discussion which follows, the term "Company" includes the Parent and its subsidiaries.

Risk management at the Company is a multi-faceted process with independent oversight that requires constant communication, judgment and knowledge of specialized products and markets. The Company's senior management takes an active role in the risk management process and has developed policies and procedures that require specific administrative and business functions to assist in the identification, assessment and control of various risks. In recognition of the increasingly varied and complex nature of the financial services business, the Company's risk management policies, procedures and methodologies are evolutionary in nature and are subject to ongoing review and modification. Many of the Company's risk management and control practices are subject to periodic review by the Company's Internal Audit Department as well as to interactions with various regulatory authorities.

The Management Committee, composed of the Company's most senior officers, establishes the overall risk management policies for the Company and reviews the Company's performance relative to these policies. The Management Committee has created several Risk Committees to assist it in monitoring and reviewing the Company's risk management practices. These Risk Committees, as well as other committees established to manage and monitor specific risks, review the risk monitoring and risk management policies and procedures relating to the Company's market and credit risk profile, sales practices, legal enforceability, and operational and systems risks. The Market Risk, Credit, Controllers, Treasury and Law and Compliance Departments, which are all independent of the Company's business units, assist senior management and the Risk Committees in monitoring and controlling the Company's risk profile. The Market Risk and Credit Departments have operational responsibility for measuring and monitoring aggregate market risk and credit risk, respectively, with respect to the Company's institutional securities trading activities and are responsible for risk policy development, risk analysis and risk reporting to senior management and the Risk Committees. In addition, the Internal Audit Department, which also reports to senior management, periodically examines and evaluates the Company's operations and control environment. The Company is committed to employing qualified personnel with appropriate expertise in each of its various administrative and business areas to implement effectively the Company's risk management and monitoring systems and processes.

Market Risk

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, volatilities, correlations or other market factors, such as liquidity, will result in losses for a position or portfolio.

The Company manages the market risk associated with its trading activities on a company-wide basis, on a trading division level and on an individual product basis. Aggregate market risk limits have been approved for the Company and for each major trading division. Additional market risk limits are assigned to trading desks and, as appropriate, products. Trading division risk managers, desk risk managers, traders and the Market Risk Department monitor market risk measures against limits in accordance with policies set by senior management.

The Market Risk Department independently reviews the Company's trading portfolios on a regular basis from a market risk perspective utilizing Value-at-Risk and other quantitative and qualitative risk measures and analyses. The Company's trading businesses and the Market Risk Department also use, as appropriate, measures such as sensitivity to changes in interest rates, prices, implied volatilities and time decay to monitor and report market risk exposures. Stress testing, which measures the impact on the value of existing portfolios of specified changes in market factors for certain products, is performed periodically and is reviewed by trading division risk managers, desk risk managers and the Market Risk Department. Reports summarizing material risk exposures are produced by the Market Risk Department and are disseminated to senior management.

Credit Risk

The Company's exposure to credit risk arises from the possibility that a customer or counterparty to a transaction might fail to perform under its contractual commitment, which could result in the Company incurring losses. The Company has credit guidelines that limit the Company's current and potential credit exposure to any one customer or counterparty and to aggregates of customers or counterparties by type of business activity. Specific credit risk limits based on these credit guidelines also are in place for each type of customer or counterparty (by rating category).

The Credit Department administers limits, monitors credit exposure, and periodically reviews the financial soundness of customers and counterparties. The Company manages the credit exposure relating to its trading activities in various ways, including entering into master netting agreements, collateral arrangements, and limiting the duration of exposure. Risk is

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mitigated in certain cases by closing out transactions, entering into risk reducing transactions, assigning transactions to other parties, or purchasing credit protection.

Concentration Risk

The Company is subject to concentration risk by holding large positions in certain types of securities or commitments to purchase securities of a single issuer, including sovereign governments and other entities, issuers located in a particular country or geographic area, public and private issuers involving developing countries or issuers engaged in a particular industry. Financial instruments owned by the Company include U.S. government and agency securities and securities issued by other sovereign governments, which, in the aggregate, represented approximately 6% of the Company's total assets at May 31, 2004. In addition, substantially all of the collateral held by the Company for reverse repurchase agreements or bonds borrowed, which together represented approximately 33% of the Company's total assets at May 31, 2004, consist of securities issued by the U.S. government, federal agencies or other sovereign government obligations. Positions taken and commitments made by the Company, including underwritings, often involve substantial amounts and significant exposure to individual issuers and businesses, including non-investment grade issuers. The Company seeks to limit concentration risk through the use of the systems and procedures described in the preceding discussions of risk management, market risk and credit risk.

Customer Activities

The Company's customer activities involve the execution, settlement and financing of various securities and commodities transactions on behalf of customers. Customer securities activities are transacted on either a cash or margin basis. Customer commodities activities, which include the execution of customer transactions in commodity futures transactions (including options on futures), are transacted on a margin basis.

The Company's customer activities may expose it to off-balance sheet credit risk. The Company may have to purchase or sell financial instruments at prevailing market prices in the event of the failure of a customer to settle a trade on its original terms or in the event cash and securities in customer margin accounts are not sufficient to fully cover customer losses. The Company seeks to control the risks associated with customer activities by requiring customers to maintain margin collateral in compliance with various regulations and Company compliant

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determined by external rating agencies or by equivalent ratings used by the Parent's Credit Risk Department:

(In millions of dollars)	AAA	AA	A ⁽¹⁾	BBB	Other Non Investment Grade	Total
Fixed income securities contracts (including forward contracts and options)	\$ 11	\$ -	\$ 4	\$ -	\$ -	\$ 15
Foreign exchange forward contracts	26	678	2,172	131	518	3,525
Equity securities contracts (including warrants and options)	994	-	-	-	100	1,094
Total	<u>\$1,031</u>	<u>\$678</u>	<u>\$2,176</u>	<u>\$131</u>	<u>\$618</u>	<u>\$4,634</u>
Percent of total	<u>22%</u>	<u>15%</u>	<u>47%</u>	<u>3%</u>	<u>13%</u>	<u>100%</u>

⁽¹⁾ Includes approximately \$1,995 of derivative transactions with affiliates.

NOTE 8 -**Variable Interest Entities**

In January 2003, the FASB issued FIN 46, which clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Statement of Financial Condition," to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties ("variable interest entities"). Variable interest entities ("VIEs") are required to be consolidated by their primary beneficiaries if they do not effectively disperse risks among parties involved. Under FIN 46, the primary beneficiary of a VIE is the party that absorbs a majority of the entity's expected losses, receives a majority of its expected residual returns, or both, as a result of holding variable interests. FIN 46 also requires new disclosures about VIEs.

The Company is involved with various entities in the normal course of business that may be deemed to be VIEs and may hold interests therein that may be considered variable interests. Transactions associated with these entities include asset- and mortgage-backed securitizations, credit-linked notes and other structured financings (including collateralized debt or bond obligations). The Company engages in these transactions principally to facilitate client needs and as a means of selling financial assets. The Company currently consolidates entities in which it has a controlling financial interest in accordance with accounting principles generally accepted in the U.S. For those entities deemed to be qualifying special purpose entities (as defined in Statement of Financial Accounting Standards ("SFAS") No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities"), the Company does not consolidate the entity.

On February 1, 2003, the Company adopted FIN 46 for VIEs created after January 31, 2003 and for VIEs in which the Company obtains an interest after January 31, 2003. In October 2003, the FASB deferred the effective date of FIN 46 for arrangements with VIEs existing prior to February 1, 2003 to fiscal periods ending after December 15, 2003. In December 2003, the FASB issued a revision of FIN 46 ("FIN 46R") to address certain technical corrections and implementation issues that have arisen. As of February 29, 2004, the Company adopted FIN 46 or FIN 46R for all of its variable interests. For these variable interests, the Company consolidated those VIEs (including financial asset-backed securitization, collateral debt obligation and credit-linked note entities) in which the Company was the primary beneficiary. In limited instances, the Company deconsolidated VIEs for which it was not the primary beneficiary as a result of the adoption of FIN 46R. As of May 31, 2004, the Company adopted FIN 46R for those variable interests that were previously accounted for under FIN 46. The effect of adopting FIN 46 and FIN 46R as of February 29, 2004 and May 31, 2004 did not have a material effect on the Company's condensed consolidated financial position.

At May 31, 2004, the aggregate size of VIEs, including financial asset-backed securitization, collateralized debt obligation and credit-linked note entities, for which the Company was the primary beneficiary of the entities was approximately \$1,632,186, which is the carrying amount of the consolidated assets recorded as financial instruments owned that are collateral for the entities' obligations. The nature and purpose of these entities that the Company consolidated were to issue a series of notes to investors that provide the investors a return based on the holdings of the entities. These transactions were executed to facilitate client investment objectives. Certain credit-linked note and certain financial asset-backed securitization transactions also were executed as a means of selling financial assets. The Company holds either the entire class or a majority of the class of subordinated notes or entered into a derivative instrument with the VIE and as a result bears the majority of the expected losses or receives a majority of the expected residual returns of the entities. The Company consolidates these entities, in accordance with its consolidation accounting policy, and as a result eliminates all intercompany transactions, including derivatives and other intercompany transactions such as fees received to underwrite the notes or to structure the transactions. The Company accounts for the assets held by the entities as financial instruments owned and the liabilities of the entities as financings. For those liabilities that include an embedded derivative, the Company has bifurcated such derivative in accordance with SFAS No. 133, as amended by SFAS No. 149. The beneficial interests of these

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consolidated entities are payable solely from the cash flows of the assets held by the VIE.

At May 31, 2004, the aggregate size of the entities for which the Company holds significant variable interests, was approximately \$1,670,419. The Company's variable interests associated with these entities, primarily credit-linked notes and financial asset-backed entities, were approximately \$743,353 consisting primarily of senior beneficial interests, which represent the Company's maximum exposure to loss at May 31, 2004. The Company may hedge the risks inherent in its variable interest holdings, thereby reducing its exposure to loss. The Company's maximum exposure to loss does not include the offsetting benefit of any financial instruments that the Company utilizes to hedge these risks.

NOTE 9 - Guarantees

FASB Interpretation No. 45 ("FIN 45"), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others," requires the Company to disclose information about its obligations under certain guarantee arrangements. FIN 45 defines guarantees as contracts and indemnification agreements that contingently require a guarantor to make payments to the guaranteed party based on changes in an underlying (such as an interest or foreign exchange rate, security or commodity price, an index or the occurrence or nonoccurrence of a specified event) related to an asset, liability or equity security of a guaranteed party. FIN 45 also defines guarantees as contracts that contingently require the guarantor to make payments to the guaranteed party based on another entity's failure to perform under an agreement as well as indirect guarantees of the indebtedness of others.

Derivative Contracts

Under FIN 45, certain derivative contracts meet the accounting definition of a guarantee, including certain written options and contingent forward contracts. Although the Company's derivative arrangements do not specifically identify whether the derivative counterparty retains the underlying asset, liability or equity security, the Company has disclosed information regarding all derivative contracts that could meet the FIN 45 definition of a guarantee. In order to provide information regarding the maximum potential amount of future payments that the Company could be required to make under certain derivative contracts, the notional amount of the contracts has been disclosed.

The Company records all derivative contracts at fair value. For this reason, the Company does not monitor its risk exposure to such derivative contracts based on derivative notional amounts; rather the Company manages its risk exposure on a fair value basis. Aggregate market risk limits have been established, and market risk measures are routinely monitored against these limits. The Company also manages its exposure to these derivative contracts through a variety of risk mitigation strategies, including, but not limited to, entering into offsetting economic hedge positions. The Company believes that the notional amounts of the derivative contracts generally overstate its exposure. For further discussion of the Company's derivative risk management activities see Note 7 to the Company's consolidated statement of financial condition.

Financial Guarantees to Third Parties

In connection with a funding transaction, the Company provides a financial guarantee to a third party of its affiliate's contractual obligation to repay. Such arrangement represents an obligation to make a payment to a third party if the counterparty fails to fulfill its obligation under a borrowing arrangement or other contractual obligation. The Company has the ability to offset any amount it is required to pay under the financial guarantee with an obligation owed to its affiliate's parent.

The table below summarizes certain information regarding these guarantees at May 31, 2004:

Type of Guarantee	Maximum Potential Payout/Notional Years to Maturity				Total	Carrying Amount	Collateral/Recourse
	Less than 1	1-3	3-5	Over 5			
Derivative contracts	\$11,466,625	\$1,988,332	\$122,934	\$ -	\$13,577,891	\$1,436,552	-
Financial guarantee	-	50	-	458,820	458,870	-	-

Exchange/Clearinghouse Member Guarantees

The Company is a member of various U.S. exchanges and clearinghouses that trade and clear securities and/or futures contracts. Associated with its membership, the Company may be required to pay a proportionate share of the financial obligations of another member who may default on its obligations to the exchange or the clearinghouse. While the rules governing different exchange or clearinghouse memberships vary, in general the Company's guarantee obligations would arise only if the exchange or clearinghouse had previously exhausted its resources. In addition, any such guarantee obligation would be apportioned among the other non-defaulting members of the exchange or clearinghouse. Any potential contingent liability under these membership agreements cannot be estimated. The Company has not recorded any contingent liability in the consolidated statement

Substantially all of the employees of the Company and its U.S. affiliates are covered by a non-contributory pension plan that is qualified under Section 401(a) of the Internal Revenue Code (the “Qualified Plan”). Unfunded supplemental plans (the “Supplemental Plans”) cover certain executives. These pension plans generally provide pension benefits that are based on each employee’s years of credited service and on compensation levels specified in the plans. For the Qualified Plan, the Company’s policy is to fund at least the amounts sufficient to meet minimum funding requirements under applicable employee benefit and tax regulations. Liabilities for benefits payable under the Supplemental Plans are determined in accordance with the terms of the Supplemental Plans.

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	Qualified Plan	Supplemental Plans
Reconciliation of benefit obligation:		
Benefit obligation at beginning of year	\$398,199	\$155,520
Service cost	31,395	5,498
Interest cost	25,686	9,189
Actuarial loss	61,855	18,656
Benefits paid	(7,193)	(4,314)
Curtailments	—	(14,697)
Plan amendment	(73,624)	(2,927)
Benefit obligation at end of year	<u>436,318</u>	<u>166,925</u>
Reconciliation of fair value of plan assets:		
Fair value of plan assets at beginning of year	349,860	—
Actual return on plan assets	61,152	—
Employer contributions	30,000	4,314
Benefits paid	(7,193)	(4,314)
Fair value of plan assets at end of year	<u>433,819</u>	<u>0</u>
Funded status:		
Funded status	(2,499)	(166,925)
Unrecognized prior - service cost	(72,207)	(1,213)
Unrecognized loss	166,354	24,784
Amount contributed to plan after measurement date	—	762
Net amount recognized	<u>\$91,648</u>	<u>\$(142,592)</u>

Postretirement Benefits

The Company has unfunded postretirement benefit plans that provide medical and life insurance for eligible retirees and dependents. At November 30, 2003, the Company's accrued postretirement benefit cost was \$68,508.

**NOTE 12 -
Income Taxes**

The Company is included in the consolidated federal income tax return filed by the Parent. Federal income taxes have been provided on a separate entity basis. The Company is included in the combined state and local income tax returns with the Parent and certain other subsidiaries of the Parent. State and local income taxes have been provided on separate entity income at the effective tax rate of the Company's combined filing group.

In accordance with the terms of the Tax Allocation Agreement with the Parent, all current and deferred taxes are offset with all other intercompany balances with the Parent. The Company and its affiliates are considering a change to their tax allocation methodology which could impact the allocation of certain state and local income taxes associated with unitary and combined tax filings. The impact to the Company has not yet been determined.

Deferred income taxes reflect the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities and are primarily attributable to employee benefit plan payables.

**NOTE 13 -
Regulatory Requirements**

MS&Co. is a registered broker-dealer and futures commission merchant and, accordingly, is subject to the Net Capital rules of the SEC, the CFTC and the New York Stock Exchange ("NYSE"). Under these rules, MS&Co. is required to maintain minimum Net Capital of not less than the greater of 2% of aggregate debit items arising from customer transactions, as defined, plus excess margin collateral on securities purchased under agreements to resell or 4% of funds required to be segregated for customers' regulated commodity accounts, as defined. The NYSE may require a member firm to reduce its business if net capital is less than 4% of such aggregate debit items and may prohibit a firm from expanding its business if net capital is less than 5% of such aggregate debit items. At May 31, 2004, MS&Co.'s Net Capital was \$2,856,893, which exceeded the minimum requirement by \$1,997,739 and included excess Net Capital of \$722,889 of MS Securities Services Inc., a broker-dealer and a guaranteed subsidiary of MS&Co.

Advances to the Parent and its affiliates, repayment of subordinated liabilities, dividend payments and other equity withdrawals are subject to certain notification and other provisions of the Net Capital rules of the SEC.

During the six month period ended May 31, 2004, MS&Co. performed the computations for the assets in the proprietary accounts of its introducing brokers (commonly referred to as "PAIB") in accordance with the customer reserve computation set forth under SEC Rule 15c3-3 (the Customer Reserve Formula).

Regulatory Developments

The SEC approved a rule on April 28, 2004 in response to industry requests to establish a voluntary framework for comprehensive, group-wide risk management procedures and consolidated supervision of certain financial services holding companies by the SEC. The framework is designed to minimize the duplicative regulatory burdens on U.S. securities firms resulting from the European Union ("EU") Directive (2002/87/EC) concerning the supplementary supervision of financial conglomerates active in the EU. The rule also would allow the Company to use an alternative method, based on mathematical models, to calculate net capital charges for market and derivatives-related credit risk. Under this rule, the SEC has the authority to regulate the holding company and any unregulated affiliate of a registered broker-dealer, including subjecting the holding company to capital requirements

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generally consistent with the standards of the Basel Committee on Banking Supervision ("Basel II"). The Company currently expects to apply to the SEC later this year for permission to operate under the rule.

The Company continues to work with its regulators to understand and assess the impact of the rule and Basel II capital standards. Many important elements of the new regulations are still being finalized. The Company cannot fully predict the impact that these changes will have on its businesses; however, compliance with consolidated supervision and the imposition of revised capital standards are likely to impose additional costs and affect decisions with respect to raising and using capital.

Morgan Stanley Principal Locations

New York

(World Headquarters)
1585 Broadway
New York, New York 10036
Telephone: (212) 761-4000
Fax: (212) 761-0086

Amsterdam

Rembrandt Tower, 11th Floor
Amstelplein 1, 1096 HA Amsterdam
The Netherlands
Telephone: (31 20) 462-1300
Fax: (31 20) 462-1310

Atlanta

Pinnacle Building
3455 Peachtree Road Northeast
Atlanta, Georgia 30326
Telephone: (404) 949-4100
Fax: Varies by Division

Austin

6300 Bridgepoint Parkway
Suite 125
Austin, TX 78730
Telephone: (512) 478-7800
Fax: (512) 478-9672

Bangkok

9th Floor, Diethelm Tower A
93/1 Wireless Road
Bangkok 10330, Thailand
Telephone: (66 2) 627-3300
Fax: (66 2) 627-3311

Beijing

Room 2706
China World Tower II
China World Trade Center
No. 1 Jian Guo Man Wai Dajie
Beijing 100004
People's Republic of China
Telephone: (86 10) 6505-8383
Fax: (86 10) 6505-8220/1

Boston

Two International Place, 23rd Floor
Boston, Massachusetts 02110
Telephone: (617) 856-8700
Fax: (617) 856-8019

Buenos Aires

Avenida Alicia Moreau de Justo 740
2do. Piso, Oficina 6
1107 — Buenos Aires, Argentina
Telephone: (54 11) 4349-0700
Fax: (54 11) 4349-0707

Chicago

440 South La Salle Street
Chicago, Illinois 60605
Telephone: (312) 706-4000
Fax: (312) 706-4710

Van Kampen Investments
1 Parkview Plaza
Oakbrook Terrace, IL 60181
Telephone: (630) 684-6000
Fax: (630) 684-5997

Frankfurt

Junghofstraße 13-15
60311 Frankfurt am Main, Germany
Telephone: (49 69) 2166-0
Fax: (49 69) 2166-2099

Geneva

12 Place de la Fusterie
1204 Geneva, Switzerland
Telephone: (41 22) 319-8000
Fax: (41 22) 319-8033

Hong Kong

30th Floor, 3 Exchange Square
Central, Hong Kong, SAR
Telephone: (85 2) 2848-5200
Fax: (85 2) 2845-1012

Houston

Chase Tower, 600 Travis, Suite 3700
Houston, Texas 77002-2993
Telephone: (713) 512-4400
Fax: (713) 512-4559

Johannesburg

1st Floor S.W. Wing
160 Jan Smuts Avenue
Rosebank, 2196
South Africa
Telephone: (27 11) 507-0800
Fax: (27 11) 507-0801

London

25 Cabot Square, Canary Wharf
London, E14 4QA England
Telephone: (44 20) 7425-8000
Fax: (44 20) 7425-8990

Los Angeles

1999 Avenue of the Stars, Suite 2400
Los Angeles, California 90067
Telephone: (310) 788-2000
Fax: (310) 788-2048

Luxembourg

6B, Route de Treves
L-2633 Senningerberg
Luxembourg
Telephone: (352) 346-461
Fax: (352) 3464-6363

Madrid

c/Servano 55
28006 Madrid, Spain
Telephone: (34 91) 700-7200
Fax: (34 91) 700-7299

Melbourne

Level 53
101 Collins Street
Melbourne, Victoria, 3000, Australia
Telephone: (613) 9256-8900
Fax: (613) 9256-8951

Menlo Park

3000 Sand Hill Road, Bldg. 4,
Suite 250
Menlo Park, CA 94025
Telephone: (650) 233-2500
Fax: (650) 233-2626

Mexico City

Andrés Bello 10, 8º Piso
Colonia Polanco
11560, Mexico, D.F.
Telephone: (525) 282-6700
Fax: (525) 282-9200

Milan

Palazzo Serbelloni
Corso Venezia, 16
20121 Milan, Italy
Telephone: (39 02) 760-351
Fax: (39 02) 783-057

Montreal

1000 de la Guachetieve
Suite 2402
Montreal, Quebec, Canada
H3B 4W5
Telephone: (514) 847-7400
Fax: (514) 847-7429

Moscow

Ducat Plaza II, 7 Gasheka Street,
Moscow 123056, Russia
Telephone: (7 501) 785-2200
Fax: (7 501) 785-2229

Mumbai

Forbes Building
Charanjit Rai Marg
Mumbai 400 001, India
Telephone: (91 22) 2209-6600
Fax: (91 22) 2209-6601/02

Paris

25 rue Balzac
75406 Paris Cedex 08
France
Telephone: (331) 5377-7000
Fax: (331) 5377-7099

Philadelphia

Morgan Stanley Investment
Management
1 Tower Bridge, Suite 1100
West Conshohocken, PA 19428-2899
Telephone: (610) 940-5000
Fax: (610) 260-7093

San Francisco

555 California Street, Suite 2200
San Francisco, California 94104
Telephone: (415) 576-2000
Fax: Varies by Division

Morgan Stanley Investments LP
580 California Street, Suite 2050
San Francisco, California 94104
Telephone: (415) 397-6565
Fax: (415) 397-6405

São Paulo

Edificio CBS
Av. Pres. Juscelino Kubitschek,
50-8º Andar
04543-000 São Paulo-SP
Brazil
Telephone: (55 11) 3048-6000
Fax: (55 11) 3048-6099

Seoul

19th Floor, Kwanghwamoon Building
211-1, 1-Ka, Sejongro, Chongro-Ku
Seoul 110-730, Korea
Telephone: (822) 399-4848
Fax: (822) 399-4827

Shanghai

Suite 700B, 7th Floor, West Wing
Shanghai Center
1376 Nan Jing Xi Lu
Shanghai 200040,
People's Republic of China
Telephone: (86 21) 6279-7150
Fax: (86 21) 6279-7157

Singapore

23 Church Street
#16-01 Capital Square
Singapore, 049481
Telephone: (65) 6834-6888
Fax: (65) 6834-6806

Stockholm

Hovslagargatan 5A
111 48 Stockholm, Sweden
Telephone: (46 8) 678-9600
Fax: (46 8) 678-9601

Sydney

Level 33, The Chifley Tower,
2 Chifley Square
Sydney, NSW 2000, Australia
Telephone: (612) 9770-1111
Fax: (612) 9770-1101

Taipei

22nd Floor, Taipei Metro
207 Tun Hwa South Road, Sec. 2
Taipei 106, Taiwan
Telephone: (88 62) 2730-2800
Fax: (88 62) 2730-2810

Tel Aviv

Millennium Tower
19th Floor
Tel Aviv, Israel 64739
Telephone: (972 3) 623-6320
Fax: (972 3) 623-6399

Tokyo

Yebisu Garden Place Tower
20-3, Ebisu 4-Chome
Shibuya-Ku, Tokyo 150-6008
Japan
Telephone: (813) 5424-5000
Fax: (813) 5424-5099

Toronto

BCE Place, 181 Bay Street
Suite 3700
Toronto, Ontario
Canada M5J 2T3
Telephone: (416) 943-8400
Fax: (416) 943-8444

Zurich

Bahnhofstrasse 92
CH-8023 Zurich, Switzerland
Telephone: (411) 220-9111
Fax: (411) 220-9800

