

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
ARS JEMN GP Inc. (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Morgan Stanley Hedge Fund Partners LP

Business or Residence Address (Number and Street, City, State, Zip Code)
1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director* General and/or Managing Partner

Full Name (Last name first, if individual)
Coes, R. Putnam III

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director* General and/or Managing Partner

Full Name (Last name first, if individual)
Hung, Yie-Hsin

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Ganesh, Ramalingam

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Koenig, Jason

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Forsell, William

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

* of the General Partner.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Rein, Walter E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Tannenbaum, Elliot

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Marmoll, Eric J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Langlois, Noel

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Maruffi, Lorraine

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Morgan Stanley HFP Investments Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Morgan Stanley ARS Funding Inc.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

* of the General Partner.

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)
Michael Feldschuh

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Morgan Stanley Hedge Fund Partners LP, 1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

Yes No

- 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
- 2. What is the minimum investment that will be accepted from any individual?\$1,000,000*
 * subject to the sole discretion of the General Partner to accept lesser or require greater amounts Yes No
- 3. Does the offering permit joint ownership of a single unit? Yes No
- 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Morgan Stanley & Co. Incorporated

Business or Residence Address (Number and Street, City, State, Zip Code)

1221 Avenue of the Americas, 34th Floor, New York, NY 10020

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Morgan Stanley DW Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

221 Avenue of the Americas, 34th Floor, New York, NY 10020

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|--|-----------------------------|------------------------|
| Debt | \$0 _____ | \$0 _____ |
| Equity | \$0 _____ | \$0 _____ |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants)..... | \$0 _____ | \$0 _____ |
| Partnership Interests..... | \$1,000,000,000* _____ | \$13,400,000 _____ |
| Other (Specify _____) | \$0 _____ | \$0 _____ |
| Total | \$1,000,000,000 _____ | \$13,400,000 _____ |

* Together with certain affiliated funds investing in the Master Fund; capital commitments in excess of this amount may be accepted

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|--|---------------------|--|
| Accredited Investors | 3 | \$13,400,000 _____ |
| Non-accredited Investors | 0 | \$0 _____ |
| Total (for filings under Rule 504 only)..... | _____ | \$ _____ |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

| | Type of Security | Dollar Amount Sold |
|------------------------|---------------------|-----------------------|
| Type of offering | _____ | \$ _____ |
| Rule 505..... | _____ | \$ _____ |
| Regulation A..... | _____ | \$ _____ |
| Rule 504..... | _____ | \$ _____ |
| Total | _____ | \$ _____ |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | |
|---|---------------------|
| Transfer Agent's Fees | ■ \$0 _____ |
| Printing and Engraving Costs..... | ■ \$15,000*** _____ |
| Legal Fees..... | ■ \$77,000*** _____ |
| Accounting Fees | ■ \$40,000*** _____ |
| Engineering Fees..... | ■ \$0 _____ |
| Sales Commissions (specify finders' fees separately)..... | ■ \$0** _____ |
| Other Expenses (identify) | ■ \$10,000 _____ |
| Total..... | ■ \$142,000 _____ |

** Sales commissions will be paid by investors. / *** Estimate of offering and organization expenses.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$999,858,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| | Payments to Officers, Directors, & Affiliates | Payments To Others |
|--|--|-----------------------------|
| Salaries and fees | <input checked="" type="checkbox"/> \$20,000,000* | <input type="checkbox"/> \$ |
| Purchase of real estate | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Repayment of indebtedness | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Working capital | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Other (specify): Investments in the Master Fund | <input checked="" type="checkbox"/> \$979,858,000 | <input type="checkbox"/> \$ |
| | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| | <input type="checkbox"/> \$ | <input type="checkbox"/> \$ |
| Column Totals | <input checked="" type="checkbox"/> \$999,858,000 | <input type="checkbox"/> \$ |
| Total Payments Listed (columns totals added) | <input checked="" type="checkbox"/> \$ 999,858,000 | |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| | | |
|---|--|--------------------------------|
| Issuer (Print or Type) Leveraged Japan Equity Market Neutral Fund Onshore LP | Signature  | Date August 14, 2006 |
| Name of Signer (Print or Type) Robin Coromiti Noel Langlois | Title of Signer (Print or Type) Vice President of ARS JEMN GP Inc., the general partner of Leveraged Japan Equity Market Neutral Fund Onshore LP | |

* Estimate of 12 months' management fee assuming net asset value of the Fund equals the amount of the Aggregate Offering Price.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)