

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)
MS Capital Partners V GP L.P. (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MS Capital Partners Adviser Inc., 1585 Broadway, 39th floor, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner¹

Full Name (Last name first, if individual)
MSCP V GP Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MS Capital Partners Adviser Inc., 1585 Broadway, 39th floor, New York, New York 10036

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

Full Name (Last name first, if individual)
MS Capital Partners Adviser Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
1585 Broadway, 39th floor, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer² Director² General and/or Managing Partner

Full Name (Last name first, if individual)
Trevor, Stephen

Business or Residence Address (Number and Street, City, State, Zip Code)
1585 Broadway, 39th floor, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer² Director² General and/or Managing Partner

Full Name (Last name first, if individual)
Jones, Alan

Business or Residence Address (Number and Street, City, State, Zip Code)
1585 Broadway, 39th floor, New York, New York 10036

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director² General and/or Managing Partner

Full Name (Last name first, if individual)
Fry, Eric

Business or Residence Address (Number and Street, City, State, Zip Code)
1585 Broadway, 39th floor, New York, New York 10036

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)

¹ of the General Partner / ² of the general partner of the General Partner.

(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?
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$10,000,000 *
- * The General Partner has the discretion to accept capital commitments of lesser amounts. Yes No
3. Does the offering permit joint ownership of a single unit?
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)

1585 Broadway, New York, New York 10036

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 & Co. International PLC (not offering in the U.S.)

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

20 Bank Street, Canary Wharf, Floor 08, London E14 4AD

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	\$6,000,000,000 ¹ _____	\$101,000,000 ² _____
Other (Specify _____)	\$0 _____	\$0 _____
Total	\$6,000,000,000 ¹ _____	\$101,000,000 ² _____

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	2 ²	\$101,000,000 ² _____
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 offering	Type of Security	Dollar Amount Sold
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	<input checked="" type="checkbox"/>	\$ ¹ _____
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ ¹ _____
Legal Fees	<input type="checkbox"/>	\$ ¹ _____
Accounting Fees	<input type="checkbox"/>	\$ ¹ _____
Engineering Fees	<input type="checkbox"/>	\$0 _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$0 ³ _____
Other Expenses (identify)	<input type="checkbox"/>	\$ ³ _____
Total	<input type="checkbox"/>	\$3,500,000 ³ _____

¹ Together with one or more parallel funds that the General Partner may establish to accommodate the investment requirements of certain investors (collectively, the "Funds"); the General Partner will have the right in its sole discretion to direct that the capital contributions of one or more of the partners with respect to any investment be made through one or more alternative investment vehicles if so determined by the General Partner in light of legal, regulatory, tax or other issues / ² Does not include capital commitments to the parallel funds. / ³ The Funds will bear all legal and other expenses incurred in the formation of the Funds and the offering of the interests (other than any placement fees), up to an amount equal to \$3.5 million. Organizational expenses in excess of this amount, and any placement fees, will be paid by the Funds but borne by the Manager through a 100% offset against the Management Fee.

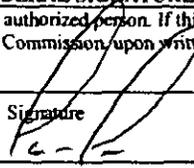
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- 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." \$5,996,500,000
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	\$ _____	\$ _____
Purchase of real estate	\$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities	\$ _____	\$ _____
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)	\$ _____	\$ _____
Repayment of indebtedness	\$ _____	\$ _____
Working capital	\$ _____	\$ _____
Other (specify): Investments and related costs	\$ _____	\$5,996,500,000
.....	\$ _____	\$ _____
.....	\$ _____	\$ _____
Column Totals	\$ _____	\$5,996,500,000
Total Payments Listed (columns totals added)	\$5,996,500,000	

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) Morgan Stanley Capital Partners V LP	Signature 	Date November 20, 2008
Name (Print or Type) Pratish S. Patel	Title (Print or Type) Vice President of MSCP V GP Inc., the general partner of MS Capital Partners V GP L.P., the general partner of Morgan Stanley Capital Partners V LP	

ATTENTION

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

END