

## VICTORIA PEAK INTERNATIONAL FINANCE LIMITED

To the Distributors of the Notes:

Bank of China (Hong Kong) Limited

Bank of Communications Co., Ltd. Hong Kong  
Branch

Chiyu Banking Corporation Limited

Core Pacific-Yamaichi International (H.K.)  
Limited

Fubon Bank (Hong Kong) Limited

ICEA Securities Ltd.

Chong Hing Bank Limited

Nanyang Commercial Bank, Limited

Shanghai Commercial Bank Limited

The Bank of East Asia, Limited

Wing Hang Bank, Ltd.

Wing Lung Bank Limited

### Octave Notes Series 7

**USD Credit-Linked Secured Callable Step-up Fixed Rate Notes due 2011  
(ISIN: XS0232216910) ("Tranche A Notes")**

**USD Credit-Linked Secured Callable Variable Rate Notes due 2011  
(ISIN: XS0232215862) ("Tranche B Notes")**

**HKD Credit-Linked Secured Callable Step-up Fixed Rate Notes due 2011  
(ISIN: XS0232215193) ("Tranche C Notes")**

**HKD Credit-Linked Secured Callable Variable Rate Notes due 2011  
(ISIN: XS0232217645) ("Tranche D Notes")**

(each a "Tranche" and the notes of any or all Tranches, the "Notes") issued by Victoria Peak International Finance Limited pursuant to its Retail Note Programme (the "Programme")

We refer to our notices to distributors of the Notes dated 1 December 2008, 8 December 2008, 19 January 2009, 23 January 2009, 5 February 2009, 11 February 2009, 2 April 2009 and 9 April 2009 informing you of recent credit events which have occurred in relation to the Underlying Securities for the Notes and the related loss calculations where available.

As previously, although we are under no obligation to provide information in respect of the Notes or the Underlying Securities beyond that specified in the Offering Documents, in the present exceptional circumstances we believe it may be helpful to write to all Distributors to provide this further written information in relation to the Notes.

Since we sent our previous notice to you on 9 April 2009, Credit Events have occurred in respect of Idearc Inc. and Charter Communications Holdings, LLC. Whilst they are not Companies under the Notes, they are Reference Entities under certain Reference Transactions which are referenced by the Master Swap Transaction for the Underlying Securities. Although Idearc Inc. was not listed as a Reference Entity under any such Reference Transactions, it subsequently became a Reference Entity as a result of the occurrence of certain Succession Events with respect to Verizon Global Funding Corp. (originally listed as a Reference Entity under Reference Transaction A).

As at the date of this notice, the Underlying Securities for the Notes consist of Series 2005-22 Secured Floating Rate Notes due 2011 issued by Morgan Stanley ACES SPC acting for the account of the Series 2005-22 Segregated Portfolio (the "**Underlying Securities**"). The Underlying Securities are CDO Squared Securities referenced to the Master Swap Transaction which references two credit default basket reference transactions labeled "A" and "B" (each specifying 100 Reference Entities and referred to as a "**Reference Transaction**"), each as further described in the Private Placement Memorandum Supplement of the Underlying Securities dated 14 October 2005 (the "**PPMS**").

We are now in a position to provide you with further written information on the consequences of the Credit Event in respect of Charter Communications Holdings, LLC. Further information on the consequences of the Credit Event in respect of Idearc Inc. will be provided when it is available. For the avoidance of doubt, the loss calculations detailed below do not take into account the consequences of the Credit Event in respect of Idearc Inc.

As of the date of this notice, the occurrence of the Credit Events referred to above has not resulted in an Underlying Securities Default Event or an Early Redemption Event in relation to the Notes. The Issuer can give no assurance as to whether an Underlying Securities Default Event or an Early Redemption Event will or will not occur in relation to the Notes in the future.

We have set out in Part A of the Annex below the following information in relation to the loss calculations in respect of the two Reference Transactions following the occurrence of the Credit Event in respect of Charter Communications Holdings, LLC referred to above: (a) the relevant Reference Entities which were referenced under each Reference Transaction and in respect of which Credit Events have occurred since the issue date of the Underlying Securities (excluding the Credit Event in respect of Idearc Inc.); (b) the Reference Entity Notional Amount which applies to each Reference Entity; (c) the Weighted Average Final Price and the Loss Amount in respect of each of the Credit Events which have occurred since the issue date of the Underlying Securities (excluding the Credit Event in respect of Idearc Inc.) for each Reference Transaction; and (d) the Aggregate Loss Amount in respect of each Reference Transaction, in each case as at the date of this notice. As set out in the PPMS for the Underlying Securities, the Loss Amount with respect to a Credit Event is equal to (100% minus the Weighted Average Final Price for that Credit Event) multiplied by the Reference Entity Notional Amount for that Reference Entity.

We have set out in Part B of the Annex below, as at the date of this notice:

- a) the Aggregate Loss Amounts under each Reference Transaction, being the sum of the Loss Amounts determined in respect of each of the Credit Events which have occurred in relation to each Reference Transaction since the issue date of the Underlying Securities (excluding the Credit Event in respect of Idearc Inc.); and
- b) the remaining threshold amount of each Reference Transaction (also sometimes referred to as the remaining subordination amount) after taking into account the occurrence of the Credit Event in respect of Charter Communications Holdings, LLC (but excluding the Credit Event in respect of Idearc Inc.) and the related loss calculations.

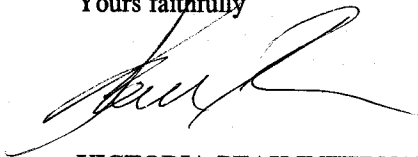
For your convenience, we have also set out in Part B of the Annex below the Loss Threshold Amount for each Reference Transaction (which are extracted from the PPMS for the Underlying Securities).

Taking into account the Credit Events which have occurred in relation to each Reference Transaction since the issue date of the Underlying Securities (but excluding the Credit Event in respect of Idearc Inc.), as at the date of this notice, the Total Loss Amount under the Master Swap Transaction is zero. The remaining subordination amount (also sometimes referred to as the remaining threshold amount) of the Master Swap Transaction as at the date of this notice remains at the Subordination Amount of USD52,380,000 and is unchanged since the issue date of the Underlying Securities. For your convenience, we have set out in Part C of the Annex below the Subordination Amount for the Master Swap Transaction in respect of the Underlying Securities (which is extracted from the PPMS for the Underlying Securities) and the Total Loss Amount for the Master Swap Transaction as at the date of this notice.

We would encourage you to provide the information contained in this notice to your customers who invested in the Notes. If you have any questions or queries regarding this notice or the Notes, please consult your own legal, tax, accountancy or other professional adviser as you may see fit.

Capitalised terms used but not otherwise defined in this notice or otherwise specified shall have the meanings ascribed thereto in the Issue Prospectus relating to the Notes dated 12 September 2005 (the "Issue Prospectus") or the PPMS. The Issue Prospectus, the PPMS and certain other documents and information in relation to the Notes can be viewed on the following website: [www.morganstanley.com/octavenotes](http://www.morganstanley.com/octavenotes).

Yours faithfully



**VICTORIA PEAK INTERNATIONAL FINANCE LIMITED**

By: **Kareem Robinson**

16 April 2009

**OCTAVE NOTES SERIES 7**

**ANNEX TO NOTICE TO DISTRIBUTORS DATED 16 April 2009**

**Part A**

**The Reference Transactions under the Master Swap Transaction which reference one or more of the Reference Entities referred to above, the Reference Entity Notional Amount, Weighted Average Final Price and Loss Amount in relation to each Reference Entity under the relevant Reference Transaction and the Aggregate Loss Amount in relation to each Reference Transaction, in each case as at the date of this notice**

<b>Reference Transaction</b>	<b>Reference Entity</b>	<b>Reference Entity Notional Amount (USD)</b>	<b>Weighted Average Final Price</b>	<b>Loss Amount in relation to Reference Entity (USD)</b>	<b>Aggregate Loss Amount in respect of Reference Transaction (USD)</b>
A	Federal Home Loan Mortgage Corporation	4,190,400	100%	0	0
	Federal National Mortgage Association	4,190,400	100%	0	
B	Tembec Industries Inc.	52,380,000	66%	17,809,200	306,095,625
	Dana Corporation	52,380,000	75%	13,095,000	
	Calpine Corporation	52,380,000	30.25%	36,535,050	
	Dura Operating Corp. (Subordinated)	52,380,000	3.5%	50,546,700	
	Lyondell Chemical Company	52,380,000	28.25%	37,582,650	
	Smurfit-Stone Container Enterprises, Inc.	52,380,000	8.625%	47,862,225	
	Abitibi-Consolidated Inc.	52,380,000	3.5%	50,546,700	
	Charter Communications Holdings, LLC	52,380,000	0.5%	52,118,100	

**Part B**

**In respect of each Reference Transaction under the Master Swap Transaction: the Loss Threshold Amount, Aggregate Loss Amount and remaining threshold amount as at the date of this notice**

<b>Reference Transaction</b>	<b>Loss Threshold Amount (USD)</b>	<b>Aggregate Loss Amount (USD)</b>	<b>Remaining threshold amount (USD)</b>
A	0	0	0
B	1,047,600,000	306,095,625	741,504,375

**PART C**

**In respect of the Master Swap Transaction: the Subordination Amount, the Total Loss Amount and the remaining subordination amount, in each case as at the date of this notice**

<b>Subordination Amount (USD)</b>	<b>Total Loss Amount (USD)</b>	<b>Remaining subordination amount (USD)</b>
52,380,000	0	52,380,000