

**MORGAN STANLEY INVESTMENT MANAGEMENT AND AFFILIATES
POLICIES REGARDING SUBMISSION OF SHAREHOLDER PROPOSALS
As Adopted on August 12, 2004**

Policy Statement

As an investment manager, Morgan Stanley Investment Management (“MSIM”) may determine that it is in the best interests of MSIM clients, including U.S. registered investment companies, unregistered investment companies, institutional separate accounts and retail (including SMA accounts) managed accounts, to submit specific proposals for consideration by shareholders of companies whose shares are held by MSIM clients. Prior to submitting such a shareholder proposal the “Approval Process” set forth below must be followed. Voting proxies in the normal course does not, by itself, trigger this process.

Approval Process

1 -- Proposals should be limited to matters that directly affect shareholder rights, such as dividend payments or the rights and preferences that might accrue to a specific class of shares. Proposals that are aimed at influencing management’s business decisions and general corporate policy will not generally be approved.

2 -- A memorandum describing the proposal must be sent to the MSIM Chief Investment Officer, MSIM General Counsel, GIG Governance Group, MSIM Legal Department’s fund governance group and MSIM Proxy Review Committee. The memorandum should include a full list of MSIM clients who hold the issuer in question, including any U.S. registered funds, and should set forth the proposal and the reasons behind it.

3 -- The MSIM Chief Investment Officer and MSIM General Counsel, or their delegates, along with the GIG Governance Group and MSIM Proxy Review Committee, will review the proposal. The MSIM Proxy Review Committee will make a recommendation on whether the proposal should be submitted. Among other things, the proposal will be reviewed for consistency with the MSIM Proxy Voting Policy and to ensure that it does not constitute an inappropriate attempt to influence the management of the issuer.

4 -- Following review as outlined in steps 2 and 3 above, the MSIM Chief Investment Officer and MSIM General Counsel will determine if the proposal will be submitted. If the proposal to be submitted is for a security that is held by any U.S. registered fund, prior to its submission, the proposal will be submitted to the Board of Directors/Trustees, or any Committee or member(s) thereof as the Board may determine, for approval. If Board of Directors/Trustees, or any designated Committee or member(s) of any U.S. registered fund approves the proposal, the proposal may then be submitted. If the Board of Directors/Trustees, or any designated Committee or member(s) of any U.S. registered fund does not approve the proposal, the Proxy Review Committee will determine the appropriate course of action for the other holders of the security.

Any questions regarding this policy should be directed to the MSIM General Counsel and/or the GIG Governance Group.